

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

KINGDOM OF ELOI)	ADMINISTRATIVE ORDER
ROZELL ADAMS)	NO. CD-2012-0036
MAY LUE GAFFNEY)	
)	
<u>RESPONDENTS</u>)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. KINGDOM OF ELOI, ("KOE"), is represented to be a Christian based company with a business address located at 5012 Fir Street, San Diego, California 92102 and 190 Greenville Bypass, Greenville, Alabama 36037.
2. ROZELL ADAMS ("ADAMS"), has been identified as the CEO of KOE, with a business address located at 5012 Fir Street, San Diego, California 92102, and 190 Greenville Bypass, Greenville, Alabama 36401.
3. MAY LUE GAFFNEY ("GAFFNEY"), is an Alabama resident, with a business address of 190 Greenville Bypass, Greenville, Alabama 3640, and a home address of 911 Walnut Street, Greenville, Alabama 36037. Gaffney is listed as a representative of KOE on stock certificates provided to participants of the KOE investment program.

STATEMENT OF FACTS

4. The Commission is in receipt of information that, in 2012, ADAMS and GAFFNEY solicited several Alabama residents to purchase shares of KOE stock. ADAMS and GAFFNEY represented to the Alabama investors that the funds raised from the purchase of KOE stock would be used as startup capital for the initial operational expenses of KOE's restaurant located in Greenville, Alabama.

5. ADAMS and GAFFNEY represented to investors that there were 5,000 shares of KOE stock available to be sold, and the owners of the shares would own 25% of KOE.

6. As a result of the aforementioned representation, ADAMS and GAFFNEY solicited Alabama investors to purchased shares of KOE stock, at \$34.00 a share. The sale of KOE shares began in March 2011.

7. Between March 2012 and August 2012 approximately 80 investors purchased 353 shares for \$12,000.00. As evidence of each purchase of stock, ADAMS and GAFFNEY issued each investor a KOE stock certificate.

8. A review of the Commission's Registration Division files revealed no record of registration for KINGDOM OF ELOI, or for ADAMS and GAFFNEY as securities dealers, securities agent, investment advisor or investment advisor representative in the state of Alabama.

9. A review of the Commission's registration Division files disclosed no record of registration, or any perfected exemption from registration for the KOE stock issued by ADAMS and GAFFNEY.

CONCLUSIONS OF LAW

10. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of a "security" includes any "note, stock, treasury stock... or investment contract...". The "stock" sold to the Alabama residents, by Respondents, are securities as defined in the Act.

11. Pursuant to Section 8-6-2(2), Code of Alabama 1975, an agent is identified as any individual, other than a dealer, who represents a dealer or Issuer in effecting or attempting to effect sales of securities. ADAMS and GAFFENY represented KOE in soliciting the sale of KOE stock and are agents under the Act.

12. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as an agent or dealer of securities, unless such person is registered under the Act. By offering and selling securities, to wit: the stock sold to Alabama residents, ADAMS and GAFFENY acted as securities agents of KOE in Alabama, without benefit of registration with the Commission, in violation of the Act.

13. Pursuant to Section 8-6-4, Code of Alabama 1975, it is unlawful for any person to offer or sell any security in the state of Alabama unless: the security is registered under the Act; the security is exempt from registration under §8-6-10; or the transaction is exempt under §8-6-11. The securities offered and/or sold by Respondents, to wit: the stock, issued by KOE is neither registered, nor exempt from registration, in violation of the Act.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that are available to it under the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

Additionally, if the allegations set forth herein are found to be true, through either administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the RESPONDENTS, it is the intention of the Commission to impose

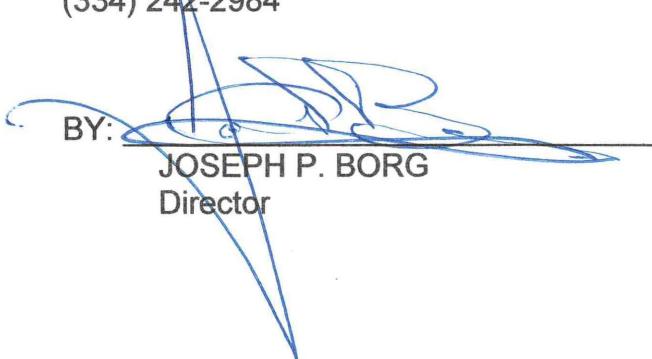
sanctions upon the RESPONDENTS. Such sanctions may include, *inter alia*, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative cost arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama, this 27th day of December, 2012.



ALABAMA SECURITIES COMMISSION
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BY: 

JOSEPH P. BORG
Director