

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF:)	
ANDREW CORDOVA and)	
JAMES M. PRICE and)	
BRIAN KINGSFIELD and)	Case No. 1200101
AERO FINANCIAL and)	
MIDAMERICA PARTNERS and)	
their partners, members, officers and directors, agents,)	
employees, affiliates, successors and assigns.)	

NOTICE OF HEARING

TO RESPONDENTS: ANDREW CORDOVA
12707 High Bluff Dr
Suite 200
San Diego, CA 92130

And

JAMES M. PRICE
12707 High Bluff Dr
Suite 200
San Diego, CA 92130

And/or

JAMES M. PRICE
P.O. Box 5005
Rancho Santa Fe, CA 92067

And

BRIAN KINGSFIELD
12707 High Bluff Dr
Suite 200
San Diego, CA 92130

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And

**AERO FINANCIAL
12707 High Bluff Dr
Suite 200
San Diego, CA 92130**

And

**MID AMERICA PARTNERS, INC.
3601 Hanford Av
Yucca Valley, CA 92284**

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130, subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 28th day of May, 2014 at the hour of 10:00 a.m. or as soon thereafter as possible before James Kopecky, Esq. or such other designated Hearing Officer as the Secretary of State may appoint.

Said hearing will be held to determine whether a permanent Order shall be entered prohibiting Respondents **Andrew Cordova, James M. Price, Brian Kingsfield, Aero Financial and Mid America Partners, Inc.** and their partners, officers and directors, agents and employees, affiliates, successors and assigns from offering or selling securities in or from the State of Illinois and/or granting such other relief as may be authorized under the Act, including but not limited to, the imposition of a monetary fine in the maximum amount pursuant to Sec. 11.E(4) of the Act, payable within ten (10) days of the Order.

The grounds for such proposed action are as follows:

1. Respondent Andrew Cordova (hereinafter at times "Cordova" or collectively with James M. Price, Brian Kingsfield, Aero Financial and Mid America Partners, Inc. "Respondents") is or was a salesman and agent for Respondent Jim Price (and/or his companies) and has a last known address of 12707 High Bluff Drive, Suite 200, San Diego, California 92130.
2. Respondent James M. Price (hereinafter at times "Price" or collectively with Cordova, Brian Kingsfield, Aero Financial and Mid America Partners, Inc. "Respondents") is the founder and controlling owner of Aero Financial, and has a last known address of 12707 High Bluff Drive, Suite 200, San Diego, CA 92130, and/or P.O. Box 5005, Rancho Santa Fe, California 92067.

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3. Respondent Brian Kingsfield (hereinafter at times "Kingsfield" or collectively with Cordova, Price, Aero Financial and Mid America Partners, Inc. "Respondents") is or was a salesman and agent for Respondent Jim Price (and/or his companies) with a last known address of 12707 High Bluff Drive, Suite 200, San Diego, CA 92130.
4. Respondent Aero Financial (hereinafter at times "Aero" or collectively with Cordova, Price, Kingsfield, and Mid America Partners, Inc. "Respondents") is a California company founded and controlled by Respondent Price, and has a last known address of 12707 High Bluff Drive, Suite 200, San Diego, CA 92130.
5. Respondent Mid America Partners, Inc. (hereinafter at times "Mid America" or collectively with Cordova, Price, Kingsfield, and Aero Financial "Respondents") was/is a Florida company controlled by Respondent Kingsfield, and has a last known address of 3601 Hanford Avenue, Yucca Valley, CA 92284.
6. At all relevant times herein all of the Respondents, Cordova, Price, Kingsfield, Aero Financial and Mid America acted in conjunction with one another and as agents of and for one another in their purported enterprise of selling stock in various companies.

FRAUD COUNT #1

7. On or about August 24, 2011 Respondent Cordova, acting as a salesman/agent of Respondent Price, solicited an Illinois resident ("Investor #1") to purchase an unspecified number of shares of stock in a company he referred to as "Whole-in-One, Inc."
8. Cordova instructed Investor #1 to wire \$10,000 to a Mid America account in Nevada (account at Bank of America).
9. The Mid America bank account was controlled by Respondent Kingsfield.
10. In August 2011, pursuant to this instruction by Cordova, and to purchase stock in Whole-in-One, Inc. Investor #1 wired the \$10,000 to Kingsfield's Mid America bank account, who accepted the \$10,000 on behalf of Cordova and Price.
11. The activities described above in paragraphs 6-10 involve the offer and sale of stock, and are therefore a security, as those terms are defined in Sections 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
12. Investor #1 never received any evidence of stock ownership in Whole-in-One, Inc. or any similarly named entity.

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13. Rather than cause the promised stock to be transferred or issued to Investor #1 Respondents converted the funds and used the funds for their own business and personal purposes.
14. Respondents failed and refused to notify Investor #1 that they were converting the Investment funds to their own use and benefit instead of using the funds to purchase stock for Investor #1.

FRAUD COUNT #2

15. In November 2009 Respondent Price, together with his company Respondent Acro, solicited an Illinois resident ("Investor #2) to purchase stock in a company he referred to as "Papa Bello Enterprises".
16. Price instructed Investor #2 to send \$7,000 to his Bank of America account in the name of Aero Financial.
17. The account was controlled by Respondent Price.
18. On November 27, 2009, pursuant to Price's instruction and to purchase stock in Papa Bello Enterprises, Investor #2 sent a check in the amount of \$7,000 to Respondent Price's/Aero's Bank of America account.
19. The activities described above in paragraphs 6 and 14-18 involve the offer and sale of stock, and are therefore a security, as those terms are defined in Sections 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
20. Investor #2 never received any evidence of stock ownership in Papa Bello Enterprises or any similarly named entity.
21. Rather than cause the promised stock to be transferred or issued to Investor #2 Respondents converted the funds and used the funds for their own business and personal purposes.
22. Respondents failed and refused to notify Investor #2 that they were converting the Investment funds to their own use and benefit instead of using the funds to purchase stock for Investor #2.
23. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, "to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof".

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24. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, "to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading".
25. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, "to employ any device, scheme or artifice, to defraud in connection with the sale or purchase of any security, directly or indirectly".
26. By virtue of the foregoing, Respondents violated Sections 12.F, 12.G and 12.I Act and will violate them again if they make further offers, or if they make any sales of investment contracts or other securities described above in the State of Illinois.

You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the "Rules"), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default, unless any Respondent has upon due notice moved for and obtained a continuance.

The Rules promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department may be viewed online at <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>.

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 8th day of April 2014.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
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