

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

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

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

And

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

And

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

ORDER OF PROHIBITION AND FINE

WHEREAS, the above-captioned matter came on to be heard on October 15, 2014 pursuant to Notice of Hearing dated April 8, 2014 and served on Respondents, and the record of the matter under the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") has been reviewed by the Secretary of State or his duly authorized representative.

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State.

Order of Prohibition and Fine

WHEREAS, the proposed Findings of Fact, Conclusions of Law and Recommendations of the Hearing Officer, James Kopecky, Esq., in the above-captioned matter have been read and examined.

I. Notice of Hearing and Respondents

On April 8, 2014, the Department issued a Notice of Hearing ("Notice of Hearing") in this matter. The Department served the Notice of Hearing on Respondents by certified mail, return-receipt requested, and through the Secretary of State Index Department. The Notice of Hearing initially scheduled a hearing on May 28, 2014, at the office of the Department at 69 W. Washington, Suite 1220, in Chicago, Illinois. By order of the Hearing Officer and by agreement of the parties, the hearing date was continued from time to time. Ultimately, the hearing date was scheduled for October 15, 2014. Prior to the hearing date, Respondents James M. Price and Aero Financial resolved the matter pursuant to a settlement with the Illinois Department of Securities.

II. The Hearing

The Hearing Officer called the hearing to order at approximately 10:00 am on October 15, 2014. A certified court reporter, Terry Marie Barfield from Jensen Litigation Solutions recorded the hearing. The Department retained the transcript and the original exhibits presented at the hearing. Accordingly, a full record of the proceedings is on file and this Report and Recommendation contains only, and is intended only to be, a summary.

Enforcement Attorney James Tierney appeared at the hearing on behalf of the Department. Attorney Tierney stated for the record that the hearing would not proceed against Respondents Price and Aero Financial as those respondents had reached a resolution with the Department. Respondents Brian Kingsfield, Andrew Cordova, or Mid America Partners, Inc. all failed to appear. Nobody appeared on behalf of these Respondents and these Respondents failed to submit an answer or other response to the Notice of Hearing.

After the Hearing Officer called the hearing to order, Enforcement Attorney James Tierney brought a motion pursuant to Section 1104 of the Code requesting that the Hearing Officer recommend that the allegations contained in the Notice of Hearing be deemed admitted as to Count I and that the Hearing Officer recommend that Respondents Cordova, Kingsfield and Mid America Partners be held in default for failing to file a timely answer, special appearance or other responsive pleading. At the same time, the Department also made a motion pursuant to Section 1109 of the Code requesting that the Hearing Officer recommend a finding of default and entry of an appropriate order against each of the Respondents, Cordova, Kingsfield and Mid America, based on each Respondent's failure to appear at the time and place scheduled for the hearing.

In support of its motions, the Department offered Secretary of State Exhibits A, B, and C. Exhibit A showed service of the Notice of Hearing on Mid America Partners, Inc.; Exhibit B showed service of the Notice of Hearing on Andrew Cordova; and Exhibit C showed service of

Order of Prohibition and Fine

the Notice of Hearing on Brian Kingsfield. The Hearing Officer admitted Exhibits A, B, and C into evidence and found that the exhibits established service of the Notice of Hearing upon these Respondents. The Exhibits are part of the record maintained by the Department.

Concluding that the Department served the Respondents, and that the Respondents failed to appear at the hearing and failed to respond to the Notice of Hearing, the Hearing Officer granted the Department's motions under Sections 1104 and 1109 of the Code.

The Department then proceeded to prove-up the allegations in the Notice of Hearing. The Department called a witness, Investigator Richard A. Diaz. Diaz testified to his experience and qualification as an investigator. He then described his investigation, his interviews of complainant DR ("Investor #1) and the documents Investor #1 provided, and his findings. Finally, he testified as to the authenticity of exhibits.

The Department admitted the following exhibits:

- Exhibit 1 = A subscription form signed by David Rausch to purchase 10,000 shares of Whole In One Organics Corporation (WHIO) stock and the wire transfer request of \$10,000 to Bank of America in the name of Mid America Partners, Inc.
- Exhibit 2 = Bank records showing receipt of \$10,000 in the Mid America Partners, Inc. account, in the statement period August 1, 2011 to August 31, 2011.
- Exhibit 5 = An email from Rausch to Diaz with emails from April 2012 from Rausch saying he had not received his shares in WHIO.
- Exhibit 6 = An email from Rausch to Diaz with his explanation of the chronology of how Cordova delivered to Rausch 5,000 shares of a different stock, Liberty International Co-op, instead of 10,000 shares in WHIO.
- Exhibit 7 = A FINRA U6 Disclosure on Andrew Cordova, showing a California action against him.
- Exhibit 8 = A FINRA U6 Disclosure on Brian Kingsfield, showing a Desist and Refrain order from the State of California on June 7, 2010.
- Exhibit 10 = Bank records of Mid America Partners, Inc. from Bank of America that Diaz received in response to a subpoena.
- Exhibit 11 = A Spreadsheet from the Mid America Partners Inc., account that Diaz created, showing \$10,000 deposited on August 24, 2011.

The Department closed the evidence, and Mr. Tierney gave a brief closing statement in which he summarized the violations of the Illinois Securities Laws committed by Respondents. The Department requested that a recommendation be made that a permanent order of prohibition be entered against each of the Respondents and sought a fine of \$10,000 for each of the contracts against each of the Respondents.

III. Proposed Findings of Fact

Based on the evidence presented, the Hearing Officer finds that:

Order of Prohibition and Fine

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 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.
3. 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.
4. At all relevant times herein all of the Respondents, Cordova, Kingsfield, 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.
5. 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."
6. Cordova instructed Investor #1 to wire \$10,000 to a Mid America account in Nevada (account at Bank of America).
7. The Mid America bank account was controlled by Respondent Kingsfield.
8. 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.
9. Investor #1 never received any evidence of stock ownership in Whole-in-One, Inc. or any similarly named entity.
10. 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.
11. 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.

Order of Prohibition and Fine

IV. Proposed Conclusions of Law

Based on the evidence presented and an application of the law to the findings of fact, the Hearing Officer concludes:

1. The Department properly served the Notice of Hearing on Respondents.
2. The Notice of Hearing included the information required under Section 1102 of the Code.
3. The Secretary of State has jurisdiction over the subject matter pursuant to the Act.
4. Because of Respondents' failure to file a timely answer, make a special appearance or other responsive pleading in accordance with Section 1104:
 - (a) the allegations contained in the Notice of Hearing are deemed admitted;
 - (b) Respondents waived their right to a hearing;
 - (c) Respondents are subject to an Order of Default.
5. Because the Respondents failed to appear at the time and place set for hearing, in accordance with Section 1109, they:
 - (d) waived their right to present evidence, argue, object or cross-examine witnesses; or
 - (e) otherwise participate at the hearing.
6. That the activities described in the Findings of Fact above constitute the offer and/or sale of a securities and 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").
7. 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".
8. 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".

Order of Prohibition and Fine

9. 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”.
10. 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.

V. Recommendations as To Disposition

The Hearing Officer recommends that:

1. *An Order of Default be entered against each Respondent, Brian Kingsfield, Andrew Cordova, and Mid America Partners, Inc., and that the facts alleged in the Notice of Hearing be deemed admitted.*
2. *An Order be entered against each Respondent Brian Kingsfield, Andrew Cordova, and Mid America Partners, Inc. in the form of a permanent order of prohibition against each of the Respondents from offering, advising the sale of, and selling securities in the State of Illinois.*
3. *An Order be entered against each Respondents imposing a fine of \$10,000 total against each of the Respondents individually.*

NOW THEREFORE IT IS HEREBY ORDERED THAT:


1. *An Order of Default is entered against each Respondent, Brian Kingsfield, Andrew Cordova, and Mid America Partners, Inc., and that the facts alleged in the Notice of Hearing are deemed admitted.*
2. *Respondents Brian Kingsfield, Andrew Cordova, and Mid America Partners, Inc., their partners, officers and directors, agents, employees, members, affiliates, successors and assigns are Prohibited from selling or offering for sale securities in the State of Illinois;*
3. *Each of the Respondents, Brian Kingsfield, Andrew Cordova, and Mid America Partners, Inc., is fined individually in the amount of \$10,000.*

Order of Prohibition and Fine

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Act. Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony for each offense.

This is a final order subject to administrative review pursuant to the Administrative Review Law [735 ILCS 5/3-101 *et seq.*] and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. 1 Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

ENTERED this 4th day of December 2014.



JESSE WHITE
Secretary of State
State of Illinois

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