

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

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

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**CONSENT ORDER OF PROHIBITION**

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

WHEREAS, Respondent Aero Financial on the 15<sup>th</sup> day of October 2014 executed a certain Stipulation to Enter Consent Order of Prohibition (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent Aero Financial has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated April 8, 2014 in this proceeding (the "Notice") and Respondent consented to the entry of this Consent Order of Prohibition ("Consent Order").

WHEREAS, by means of the Stipulation, Respondent Aero Financial acknowledged, while neither admitting nor denying the truth thereof, that the following allegations contained in the Notice shall be adopted as the Secretary of State's Findings of Fact:

1. Respondent Aero Financial (hereinafter at times "Aero") 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.

2. In November 2009 James M. Price (hereinafter at times "Price") on behalf of Respondent Aero, solicited an Illinois resident ("Investor") to purchase stock in a company named "Papa Bello Enterprises".
3. Price instructed Investor to send \$7,000 to the Bank of America account in the name of Aero Financial.
4. The account was controlled by Price.
5. On November 27, 2009, pursuant to Price's instruction and to purchase stock in Papa Bello Enterprises, Investor sent a check in the amount of \$7,000 to Aero's Bank of America account.
6. The activities described above in paragraphs 2-5 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").
7. Investor never received any evidence of stock ownership in Papa Bello Enterprises or any similarly named entity.
8. Rather than cause the promised stock to be transferred or issued to Investor Respondent converted the funds and used the funds for its own business and personal purposes.
9. Respondent failed and refused to notify Investor that it was converting the Investment funds to their own use and benefit instead of using the funds to purchase stock for Investor.
10. 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".
11. 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".
12. 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".

13. By virtue of the foregoing, Respondent Aero violated Sections 12.F, 12.G and 12.I Act and will likely violate them again if Aero makes further offers, or if Aero makes any sales of securities in the State of Illinois.

**NOW THEREFORE IT IS HEREBY ORDERED THAT:** pursuant to the authority granted by Section 11.E of the Act, AERO FINANCIAL and its owners, partners, officers and directors, agents, employees, affiliates, successors and assigns acting on behalf of AERO FINANCIAL, are **PROHIBITED** from offering or selling securities in or from this State until further Order of the Secretary of State.

Dated: This 15<sup>th</sup> day of October 2014.



JESSE WHITE  
Secretary of State  
State of Illinois

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