

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

IN THE MATTER OF:)	
)	
)	
Keith Riviears d/b/a as Nexus Humanitarian Foundation, Inc.;)	File No. 1700695
)	
T. Craig Adams d/b/a as Solutions Financial Services Group, Solutions Financial Services, Inc., and Zamar Property Management & Development Construction;)	
)	
and,)	
)	
James Stephenson d/b/a The James Stephenson Company)	
)	

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS:

Keith Riviears
1059 Oaktree Road
Decatur, Georgia 30033

Nexus Humanitarian Foundation, Inc.
4466 Hearn Rd.
Ellenwood, Georgia 30294

T. Craig Adams d/b/a
Solutions Financial Services Group
Solutions Financial Services, Inc.
Zamar Property Management & Development
Construction, LLC
2429 Bloomsdale Road
Levittown, Pennsylvania 19057

James Stephenson d/b/a
The James Stephenson Company
1686 Hunting Creek Drive
Conyers, Georgia 30013

On information and belief, I, Jesse White, Secretary of State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

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BACKGROUND

1. Respondent Keith Riviears ("Riviears") is a resident of Georgia, with a last known address of 1059 Oaktree Road, Decatur, Georgia 30033, doing business as Nexus Humanitarian Foundation, Inc. ("Nexus"). Nexus was incorporated in Georgia by Respondent Riviears on August 2, 2011, and involuntarily dissolved on December 7, 2016. At all relevant times herein, Respondent Riviears held himself out as the President, Chief Executive Officer, and Agent of Nexus. The last known address of Nexus, by publication, is 4466 Hearn Rd., Ellenwood, Georgia 30294.
2. Respondent T. Craig Adams ("Adams") is an individual doing business as Solutions Financial Services Group, Solutions Financial Services, Inc., and Zamar Property Management & Development Construction, LLC, with a last known address of 2429 Bloomsdale Road, Levittown, Pennsylvania 19057. At all relevant times herein, Respondent Adams held himself out as the President, Chief Executive Officer, and Agent of his businesses. Upon information and belief, all of Respondent Adams' businesses are not and were never incorporated under the laws of any state.
3. Respondent James Stephenson ("Stephenson", or collectively with the above named individuals, the "Respondents") is an individual doing business as The James Stephenson Company with a last known address of 1686 Hunting Creek Drive, Conyers, Georgia 30013. At all relevant times herein, Respondent Stephenson held himself out as the President, Chief Executive Officer, and Agent of The James Stephenson Company. Upon information and belief, The James Stephenson Company is not and was never incorporated under the laws of any state.
4. Respondents are not and were never registered to offer or sell securities, or provide investment advisory services, in the State of Illinois.
5. In 2016, Respondents together held themselves out as developers, builders, and financiers, and were purportedly working on a major real estate development project for a property located at 222 Mitchell Street in Atlanta, Georgia.
6. Respondents together solicited an Illinois resident, R.H. ("Investor R.H."), to invest \$250,000.00 in the real estate development project.
7. The investment was in the form of a Promissory Note ("Note") issued by Respondent Riviears as President of Nexus, and guaranteed a 30% return on the principal within 50 calendar days.
8. To date, Investor R.H. has not received any payment.
9. To date, the funds were not used to fund any real estate purchase or development, nor were any funds used to obtain any services of a loan broker to establish a larger real estate development loan.

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10. Respondents Adams and Stephenson together received at least \$96,000.000 of Investor R.H.'s investment.

COUNT I
FRAUD IN THE OFFER AND SALE OF SECURITIES

Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc.

11. On March 2, 2016, Respondent Riviears, as President of Respondent Nexus Humanitarian Foundation, Inc., issued a Note to Investor R.H., guaranteeing a 30% return in 50 calendar days on a \$250,000.00 investment.
12. Respondent Riviears and Respondent Nexus failed to make the payment on the Note to Investor R.H. within 50 calendar days, and Investor R.H. has yet to receive any payment to date.
13. The funds were not used to fund any real estate purchase or development, nor were any funds used to obtain any services of a loan broker to establish a larger real estate development loan.
14. The Note was a security in the form of a note as the term is defined under Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
15. The activities described above constitute the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Act.
16. At all relevant times herein, Respondent Riviears d/b/a Nexus was not registered in the State of Illinois to offer or sell securities.
17. At all relevant times herein, the Note was not registered in the State of Illinois.
18. Section 12.A of the Act states that it shall be a violation of the provisions of the Act for any person "To offer or sell any security except in accordance with the provision of this Act."
19. Section 12.F of the Act states that it shall be a violation of the provisions 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."
20. Section 12.H of the Act states that it shall be a violation of the provisions of the Act for any person "To sign or circulate any statement, prospectus, or other paper or document required by any provision of this Act or pertaining to any security knowing or having reasonable grounds to know any material representation therein contained to be false or untrue."

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21. Section 12.I of the Act states that it shall be a violation of the provisions 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."
22. By virtue of the foregoing, Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc. violated Sections 12.A, 12.F, 12.H, and 12.I of the Act.

COUNT II
FAILURE TO REGISTER AS A SALESPERSON OR
INVESTMENT ADVISER REPRESENTATIVE

Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc.

23. At the time the above securities were recommended and sold, Respondent Riviears d/b/a Nexus was not registered with the State of Illinois to recommend or sell securities.
24. Section 8.A of the Act states, *inter alia*, that every dealer, salesperson, investment adviser, and investment adviser representative shall be registered as such with the Secretary of State.
25. Section 12.A of the Act provides that it shall be a violation for any person "To offer or sell any security except in accordance with the provisions of this Act."
26. Section 12.D provides, *inter alia*, that it shall be a violation for any person "To fail to file with the Secretary of State any application, report or document required to be filed under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act..."
27. By virtue of the foregoing, Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc. violated Sections 12.A and 12.D of the Act.

COUNT III
OFFER AND SALE OF UNREGISTERED SECURITIES

Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc.

28. At all relevant times herein, Respondent Riviears d/b/a Nexus failed to file with the Secretary of State an application for registration of the securities described above.
29. At all relevant times herein, Respondent Riviears d/b/a Nexus failed to file any notice of filings with the Secretary of State claiming that the securities being offered above were exempt from registration.

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30. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 “Shall be registered either by coordination or qualification prior . . . to their offer or sale” in the State of Illinois.
31. Section 12.A of the Act provides that it shall be a violation for any person “To offer or sell any security except in accordance with the provisions of this Act.”
32. Section 12.D provides, *inter alia*, that it shall be a violation for any person “To fail to file with the Secretary of State any application, report or document required to be filed under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act...”
33. By virtue of the foregoing, Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc. violated Sections 12.A and 12.D of the Act.

COUNT IV

FRAUD IN OBTAINING MONEY THROUGH THE SALE OF SECURITIES

Respondent T. Craig Adams d/b/a Solutions Financial Services Group, Solutions Financial Services, Inc., and Zamar Property Management & Development Construction, LLC

and

Respondent James Stephenson d/b/a The James Stephenson Company

34. Investor R.H. was instructed by the Respondents to execute a wire transfer of the \$250,000.00 investment to a third-party attorney paymaster.
35. On information and belief, at least \$42,000.00 was paid from the third-party attorney paymaster to Respondent Adams.
36. On information and belief, at least \$44,000.00 was paid from the third-party attorney paymaster to Respondent Stephenson.
37. Section 12.G of the Act states that it shall be a violation of the provisions 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 material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.”
38. By virtue of the foregoing, Respondent T. Craig Adams d/b/a Solutions Financial Services Group, Solutions Financial Services, Inc., and Zamar Property Management, LLC, and Respondent James Stephenson d/b/a The James Stephenson Company, violated Section 12.D of the Act.

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39. That the aforementioned findings are based upon credible evidence.
40. That Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit or suspend for a maximum of ninety (90) days, by an order effective immediately, without prior notice or hearing, the offer or sale of securities by any person, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the act.
41. That the entry of this Temporary Order of Prohibition prohibiting Respondents Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc., T. Craig Adams d/b/a Solutions Financial Services Group, Solutions Financial Services, Inc., and Zamar Property Management & Development Construction, LLC, and James Stephenson d/b/a The James Stephenson Company, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: Pursuant to the authority granted by Section 11.F of the Act:

Respondent Keith Riviears d/b/a Nexus Humanitarian Foundation, Inc.;

Respondent T. Craig Adams d/b/a Solutions Financial Services Group, Solutions Financial Services, Inc., and Zamar Property Management & Development Construction, LLC; and,

Respondent James Stephenson d/b/a The James Stephenson Company

are temporarily **PROHIBITED** from offering to sell or selling securities in or from the State of Illinois until further Order of the Secretary of State.

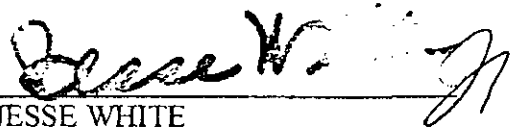
NOTICE is hereby given that Respondent may request a hearing on this matter by transmitting such request in writing to the Illinois Securities Department, ATTN: Peter S. Coorlas, Jr., 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty (60) days from the date the hearing request is received by the Department.

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FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 16th day of November 2018.



JESSE WHITE
Secretary of State
State of Illinois

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