



## STATEMENT OF FACTS

4. The Commission is in receipt of information that on November 29, 2004, REYES offered an unregistered security via the internet of NEXIDIS, to wit: a promissory note entitled Key CareerLoan Promissory Note, which is a part of The Real Estate Buyer Partner Program, to an Alabama resident. It was also discovered, that NEXIDIS assigned interest rates ranging from 2% - 5% per Annum to the different investors.

5. NEXIDIS investors relied on the expertise and managerial efforts of REYES to realize a profit from their NEXIDIS investments.

6. In a letter, dated January 4, 2005, NEXIDIS entered into a Memorandum of Understanding with the Utah Division of Securities agreeing to stop offering The Real Estate Buyer Partner Program to Utah residents without benefit of registration in Utah.

7. A review of the registration files of the Commission, disclosed no record of the registration for REYES or NEXIDIS, as a securities agent or broker dealer in the state of Alabama.

8. A review of the registration files of the Commission, disclosed no record of registration, or exemption from registration, of the securities mentioned in paragraph 4 of NEXIDIS.

## CONCLUSIONS OF LAW

9. REYES acted as a securities agent and/or broker dealer of NEXIDIS, by collecting funds from investors for the purpose of investing with an expectation of receiving a profit, without benefit of registration, in violation of Section 8-6-3(a), Code of Alabama, 1975.

10. REYES offered/sold the unregistered securities of NEXIDIS, without benefit of registration in violation of Section 8-6-4(1), Code of Alabama, 1975.

11. REYES and NEXIDIS are in violation of Commission Policy Statement issued July 8, 1997, advising that no sales of the issuer's securities are to be made in Alabama as a result of the Internet offering until such time as the securities being offered have been registered pursuant to the provisions of 8-6-4 through 8-6-9 or other applicable provisions of the ACT, and a final prospectus is delivered to Alabama investors prior to such sales.

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

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

**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 19<sup>th</sup> day of October, 2005.



ALABAMA SECURITIES COMMISSION  
770 Washington Street, Suite 570  
Montgomery, Alabama 36130-4700

BY:

A handwritten signature in black ink, appearing to read "Randall McNeill", is written over the printed name.

RANDALL MCNEILL  
Deputy Director