

State of Missouri
Office of Secretary of State

Case No. AP-05-43

IN THE MATTER OF:

KING'S COUNTRY MUSIC SHOW;
a/k/a KING'S COUNTRY SHOW;
LIT'L NASHVILLE OPRY;
LARRY P. KING; and
GWENDOLYN P. KING,

Respondents.

Serve all at:

Savannah Place
134 Shiloh
Branson, MO 65615

**ORDER TO CEASE AND DESIST AND ORDER TO SHOW CAUSE
WHY CIVIL PENALTIES AND COSTS SHOULD BE IMPOSED**

On the 22nd day of February 2006, the Enforcement Section of the Securities Division, by and through Renee T. Slusher, Chief Enforcement Counsel, submitted a petition requesting a cease and desist order and other administrative relief. After reviewing the petition, the Commissioner issues the following findings of fact, conclusions of law and order:

I. JURISDICTIONAL STATEMENT

Respondents offered and sold unregistered, nonexempt securities in the form of shares of stock or notes of indebtedness to at least twenty five (25) individuals between 2000 and 2005 totaling at least \$160,000. During the offer and sale of the securities, Respondents Larry and Gwendolyn King made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. Further, Respondents Larry and Gwendolyn King used a portion of the security proceeds for personal gain and not business related expenses.

II. FINDINGS OF FACT

Respondents

1. King's Country Music Show ("KCM"), a/k/a King's Country Show ("KCS"), was a Missouri entity owned and operated by Larry P. King and Gwendolyn P. King. KCM was engaged in the business of providing country music entertainment and had a mailing address of P.O. Box 1460, Branson, Missouri 65615.
2. Lit'l Nashville Opry ("Lit'l Nashville") is a current Missouri entity purportedly owned and operated by Larry P. King and Gwendolyn P. King. Lit'l Nashville is located in Branson, Missouri, is engaged in the business of country music entertainment, and has a mailing address of P.O. Box 1433, Forsyth, Missouri 65653.
3. Larry P. King ("Larry King") was the purported President of KCM and KCS, and is purportedly the President of Lit'l Nashville and resides at Savannah Place, 134 Shiloh, Branson, Missouri 65615-1460.
4. Gwendolyn P. King ("Gwen King") is the wife of Larry King and resides at Savannah Place, 134 Shiloh, Branson, Missouri 65615-1460.
5. As used in this Cease and Desist Order, the term "Respondents" refers to KCM, KCS, Lit'l Nashville, Larry King and Gwen King.

Minnesota Resident 1

6. On September 6, 2002, a Minnesota resident ("MN1") and spouse attended a KCS performance in Branson, Missouri. During the performance, MN1 noticed a flyer on a table asking individuals who were interested in investing in KCM to stay after the show. MN1 and spouse met with Larry King after the performance. During the meeting, Larry King stated, in part:
 - a. He needed a supporter to buy stock in KCS;
 - b. The minimum investment was 5,000 shares at \$1 per share;
 - c. Investors would receive a stock subscription agreement and later a stock certificate;

- d. The investment money would help to pay the expenses of the show; and
 - e. Investors would eventually receive a return on their investment in the form of dividends once the stock was issued.
7. Based on Larry King's representations during the meeting, MN1 and spouse invested \$5,000 in KCS via check dated September 6, 2002.
 8. During the same meeting, Larry King, MN1 and spouse executed a "Stock Subscription" agreement that read, in part:

The undersigned do hereby subscribe for the purchase of five thousand (5,000) shares of common stock of KING's Country Show Productions at \$1.00 per share for the aggregate purchase price of \$5,000 . . . [t]he foregoing subscription is accepted and the Treasurer shall issue said shares upon completion of the corporation and with full payment for said shares in the amount of \$5,000.

Larry King executed the agreement as "President of the Company On Behalf of the Corporation & the Board of Directors".
 9. Bank records indicate that the \$5,000 check was deposited into the KCM business account on September 9, 2002. Bank records also indicate that the following cash amounts were later withdrawn from the same account: \$1,000 on September 9, 2002; \$400 on September 9, 2002; and \$5,000 on September 10, 2002. Bank records further indicate that \$1,000 in cash was deposited into the Kings' personal account on September 10, 2003, and used for personal expenses.
 10. On September 15, 2003, MN1 and spouse attended the KCS performance in Branson. Thereafter, Larry King asked MN1 and spouse for an additional investment in KCS and stated he would be issuing stock certificates. MN1 and spouse invested an additional \$7,000 via check dated September 15, 2003 and received three new subscription agreements; one for 5,000 shares issued to MN1 and spouse and two for 1,000 shares each issued to two of MN1's relatives. The three subscription agreements were identical in wording to the 2002 subscription agreements.
 11. Bank records indicate that the \$7,000 check was deposited into the KCM business account on September 15, 2003. Bank records indicate that the following cash amounts were later withdrawn from the same account: \$1,000 on September 15, 2003, and \$5,000 on September 17, 2003.
 12. In Fall 2003, MN1 and spouse received a flyer from the Kings inviting them to Branson, Missouri on October 20, 21 and 22, 2003 for "Shows, a Banquet, Issuing Stock, Reception, Dance & in General . . . Fun." The scheduled event was later cancelled by the Kings and never rescheduled. MN1 and spouse were informed that the event was canceled because Larry King was diagnosed with cancer.
 13. In Summer 2004, MN1 attempted to telephone Larry King to request information regarding MN1's investment and the status of Larry King's health. However, the telephone number was disconnected.
 14. In Spring 2005, MN1 received a letter from the Kings stating that Larry King was performing in Branson, Missouri, under a new show name, Lit'l Nashville.
 15. In May 2005, MN1 and spouse attended the Lit'l Nashville performance. During intermission, Gwen King addressed the audience and informed them that if anyone was interested in investing in Lit'l Nashville, they should talk with her and Larry King after the show. A few days later, MN1 met with the Kings over lunch in Branson, Missouri. Larry King told MN1 that he was attempting to get back on his feet after his surgery.
 16. In September 2005, MN1 met with Larry and Gwen King in Branson, Missouri over lunch. At that meeting MN1 asked Larry King when he planned to incorporate his business. Larry King stated that he planned to incorporate in November 2005. Larry King told MN1 that business was getting back to normal.
 17. To date MN1, spouse and their two relatives have not received stock certificates or a return on their investment.
 18. The Kings never informed MN1 and spouse about: 1) the risks associated with investing in KCM or Lit'l Nashville; 2) the financial condition of KCS or Lit'l Nashville; or 3) the operating history and internal structure of KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds, number of investors and/or payment history to investors.

Missouri Resident 1

19. In November 2002, a Missouri resident ("MR1") and spouse attended the KCS performance in Branson, Missouri. MR1 noticed information on a table indicating that interested investors could remain after the performance and meet with the Kings. The flyer stated, in part:

Getting a new show started in Branson is not an easy task. We have formed a Sub-Chapter S Corporation & currently are selling stock. If you are interested in becoming a stock holder in our country music show, you may write to us at P.O. Box 1460** Branson, MO 65615 or call 417-337-5154.

We are seeking investors for our country show! With a small dollar investment, you can become a part owner in

our show! For more details, Talk [sic] with Larry or Gwen King after the show! We would love to have you as part of the family.

20. After the show, MR1 and spouse met with Larry King wherein he informed them, in part, that:
 - a. He was seeking investors to support KCS. Investors would receive a stock subscription as a receipt for their investment;
 - b. Shares of stock sold for \$1 share;
 - c. Investors would eventually receive stock certificates; and
 - d. At the end of the year any profit the show would make would be divided among stockholders and returned to them.
21. During the same meeting, Larry King, as "President of the Company On Behalf of the Corporation & the Board of Directors" and MR1's spouse executed a "Stock Subscription" agreement that read, in part:

The undersigned do hereby subscribe for the purchase of five thousand (5,000) shares of common stock of KING's Country Show Productions at \$1.00 per share for the aggregate purchase price of \$5,000 . . . [t]he foregoing subscription is accepted and the Treasurer shall issue said shares upon completion of the corporation and with full payment for said shares in the amount of \$5,000.

22. On November 16, 2002, MR1 sent a check dated November 15, 2002, in the amount of \$5,000 to Larry King in Branson, Missouri. On the memo line of the check it was noted, "5000.00 shares of stock in show".
23. Bank records indicate that MR1's November 15 check was deposited in the KCM business account on November 19, 2002. Larry King later withdrew from the account the following amounts of money in cash: \$3,500 on November 21, 2002; \$2,000 on November 22, 2002; and \$1,500 on November 25, 2002. Bank records further indicate that between November 19, 2002, and December 7, 2002, Larry King made six (6) cash deposits totaling \$2,850 into the Kings' personal bank account.
24. In early January 2003, Larry King telephoned MR1 and requested that MR1 invest additional money in KCS. On January 9, 2003, MR1 and spouse invested \$5,000 in KCS by way of a check dated January 9, 2003, and handed the check to Larry King in Branson, Missouri.
25. Bank records indicate that on January 9, 2003, Larry King deposited MR1's January 9 check for \$5,000 into the KCM business account. On January 10, 2003, he deposited another investor's \$5,000 in the business account. On January 21, 2003, Larry King withdrew \$7,000 in the form of cash from the business account. Between January 16, 2003 and February 3, 2003, Larry King made three deposits totaling \$1,400 into his personal account and used the money for personal expenses.
26. On or about September 2003, MR1 and spouse were told that Larry King was diagnosed with cancer, underwent surgery, and ceased performing his country music show.
27. In January 2005, MR1 received a letter from another KCS investor that was written by the Kings around Christmas 2004. The letter stated, in part:

Long time, No Hear! We apologize for the span of time that has passed since our last communication with you . . . As soon as Larry started feeling better, he was out working on business. We have good news to report, for many months now Larry has been laying the ground work for reopening the show the last of March 2005 . . . [b]ut in order to get things up and running, we are going to need financial help. Larry has talked with a few of the investors who live close by about the marketing concept and financing. They felt it would be better to give the investors the opportunity. It can be in the way of more shares or a loan. We need to know how many of you want to be part of this. Due to Larry's illness we did not form the corporation or issue stock, we plan on getting that done as soon as we are up and running. Larry would like to explain the proposal to you personally so he will be calling you within the next few weeks.

28. On December 26, 2005, MR1 sent Larry and Gwen King a letter that stated in part, "We have not received any Certificates of Stock . . . [w]e need a breakdown as to the status of the stocks we purchased including the date they were, or will be issued." To date, MR1 has not received any further communication from Larry and Gwen King.
29. To date MR1 and spouse have not received stock certificates or a return on their investment.
30. The Kings never informed MR1 and spouse about: 1) the risks associated with investing in KCM or Lit'l Nashville; 2) the financial condition of KCS or Lit'l Nashville; or 3) the operating history and internal structure of KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds, number of investors and/or payment history to investors.

31. On November 5, 2002, a Minnesota Resident (“MN2”) and spouse attended the KCS production in Branson, Missouri. During intermission, Gwen King addressed the audience and informed them that if anyone was interested in investing in the show, they should talk with her or Larry King after the show. Further, flyers were available to the audience that stated, in part, “We are seeking investors for our Country Show . . . [w]ith a small dollar investment, you can become a part owner in our show [sic] for more details, Talk [sic] to Larry or Gwen King after the show!”
32. After the November 5, 2002 performance, MN2 and spouse met with the Kings. Larry King told MN2 and spouse, among other things, that:
 - a. he was looking for investors to help fund KCS since the business needed financial help;
 - b. The minimum investment was \$2,500;
 - c. The investment money would be used for KCS expenses and to promote the show; and
 - d. Investors could not lose on this investment.

33. On November 5, 2002, MN2 and spouse gave Larry King a check for \$2,500.

34. In late December 2002, Larry King mailed MN2 a stock subscription agreement that MN2 and spouse had signed on November 5, 2002. The agreement stated, in part,

I (MN2 and spouse), the undersigned do hereby subscribe for the purchase of twenty-five hundred (2,500) shares of the common stock of KING’s Country Show Productions at \$1.00 per share for the aggregate purchase price of \$2,500.00 . . . [t]he foregoing subscription is accepted and the Treasurer shall issue said shares upon completion of the corporation and with full payment for said shares in the amount of \$2,500.00.

(emphasis in original.) Larry King signed the subscription agreement as “President of the Company On Behalf of the Corporation & the Board of Directors.”

35. Bank records indicate that on November 5, 2002, Larry King deposited MN2’s check for \$2,500 in the KCM business account. On November 7, 2002, Larry King withdrew \$2,500 in the form of cash. Bank records indicate that from November 7, 2002, through November 19, 2002, Larry King made five cash deposits into Larry King’s personal account totaling \$1,625 and used the money for personal expenses.

36. In the Summer 2003, Gwen King sent a letter to MN2 that stated, in part:

We have decided, in an effort to raise enough money to accomplish all these things, to ask our current investors to contribute. Any amount would be greatly appreciated and you will receive a receipt for the amount sent. With a \$1,000 contribution, we will give you the equivalent of that amount in additional stock. This is a way for those of you who have expressed a desire to invest more, but did not want to add another \$5,000 [sic]. A stock subscription form is enclosed [sic] fill it out, sign and return it with your check . . . The more money we can raise, the better quality of brochures, posters and video’s we can acquire. Also we are willing to give up four more stock subscriptions of \$5,000, [sic] if you are interested, fill out the enclosed stock subscription accordingly. We would rather give our current investors first opportunity to have the additional stock, than to let new investors, in . . . Speaking of stock, we appreciate your patience in issuing the stock to you. We left it open and took on additional investors to help us stay afloat . . . We are confident we will all make money if we can do a few things to help further our popularity and hang in there!

(emphasis in original).

37. On August 29, 2003, MN2 and spouse mailed Larry King a check for \$1,000 noting “common stock” on the memo line of the check and enclosed the completed stock subscription agreement that was signed by Larry King as “President of the Company On Behalf of the Corporation & the Board of Directors”. The agreement was identical to the one given to MN2 and spouse in 2002 with the exception of the amount. Bank records do not indicate that the \$1,000 was deposited in either the KCM business account or into the Kings’ personal account.

38. In 2003, Gwen King sent MN2 a letter that stated in part, “To Whom It May Concern: MN2 is a part owner/stock holder in Kings country show [sic].” Enclosed with the letter was an identification card listing MN2’s name and stated below, “Position: Stock Holder/Part Owner”.

39. In the Fall 2003, Larry King sent MN2 a flyer that stated, in part, “KING’s Country Show invites YOU to Branson October 20, 21 & 22, 2003 for Shows, Banquet, Issuing Stock, Reception, Dance & in General Fun” and another letter that stated, in part, “We are going to look for a big financial backer for the show and offer a percentage of the door for a period of time . . . [s]o if you know anyone wealthy and would like to be in the music business, let us know . . . [w]e are planning to open the middle of 2004.” (emphasis in original.)

40. MN2 and spouse received a letter dated October 1, 2003, that was signed by Gwen King. The letter stated, in part, that

Larry King had undergone surgery for colon cancer on September 17, 2003, and as of October 1, 2005, the Kings decided to, "close the show until Larry can return to the stage . . . [h]owever, we have decided not to have the Investor Days as planned on October 21, 22, 23 . . . [w]e will reschedule after Larry is done with all the treatments and is feeling himself."

41. In December 2003, MN2 and spouse received a letter signed by Larry and Gwen King which stated, in part, "Even though we didn't get to form the corporation in October as we had hoped, we are going to be talking to our attorney after the 1st of the year."
42. In January 2005, Larry King telephoned MN2 and asked MN2 to invest additional money in Lit'l Nashville, the name Larry King now used instead of KCS. Larry King told MN2 that he believed the show would make more money as he decided to allow veterans into his show at no cost since the Vietnam Veterans would be coming to Branson in 2005. Larry King also stated that he would rent the Grand Palace which seated 4,000 people. He stated the money that he would take in at the Vietnam Veteran shows would benefit investors. MN2 did not invest additional money.
43. On December 21, 2005, MN2's spouse received a call from Larry King asking for \$2,500 to "tide the business over until March 2006, when the show starts up again." Larry King stated that the additional money could be given in the form of a loan or another stock investment when the company incorporates. MN2 and spouse did not send any additional money.
44. To date MN2 and spouse have not received stock certificates or a return on their investment.
45. The Kings never informed MN2 and spouse about: 1) the risks associated with investing in KCM or Lit'l Nashville; 2) the financial condition of KCS or Lit'l Nashville; or 3) the operating history and internal structure of KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds, number of investors and/or payment history to investors.

Missouri Resident 2

46. On September 15, 2005, a Missouri resident ("MR2") attended Larry King's show called Lit'l Nashville. During intermission, Gwen King announced to the audience that Larry and Gwen King were looking for people to invest in Lit'l Nashville. Gwen asked that anyone interested in investing stay after the show and meet with Larry King. MR2 remained after the show. Larry King told MR2, among other things, that:
 - a. He was looking for investors for Lit'l Nashville;
 - b. Most investors were seniors and tourists from other states;
 - c. This investment would be an investment similar to that of a large hotel chain;
 - d. The minimum investment would be \$5,000 to \$10,000;
 - e. Investors would get something like a stock certificate;
 - f. Attorneys are setting up a corporation for Larry King at the present time; and
 - g. When the business gets going, MR2 would receive dividends if MR2 keeps money in the business.
47. MR2 did not invest in Lit'l Nashville.
48. The Kings never informed MR2 of: 1) the risks associated with investing in Lit'l Nashville; 2) the financial condition of Lit'l Nashville; or 3) the operating history and internal structure of KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds, number of investors and/or payment history to investors.

California Resident

49. In September 2005, a California Resident ("CA") attended the Lit'l Nashville performance in Branson, Missouri. At the end of the performance, an announcement was made that anyone interested in supporting Lit'l Nashville through an investment should stay after the show. CA and approximately seven other people stayed to visit with Larry King. During the visit, Larry King told CA, among other things, that:
 - a. He wanted to make Lit'l Nashville a better show and needed investor support to make improvements;
 - b. He was meeting with attorneys at the present time to form a Limited Liability Company;
 - c. Once the company was formed, investors would receive stock certificates for their investments, and; meanwhile, investors would receive a subscription agreement;
 - d. Investors would receive a portion of the profit after expenses; and
 - e. The minimum investment was \$5,000 at \$1 per share.

50. On September 21, 2005, Larry King gave CA a stock subscription agreement signed by him as "President of the Company On Behalf of the Corporation & Board of Directors". When CA returned to California, CA executed the agreement and mailed a check for \$5,000 to Larry King in Branson, Missouri. The agreement stated:

I (CA), the undersigned do hereby subscribe for the purchase of 10,000 (10,000) shares of the common stock of the Lit'l Nashville Opry Show at \$1.00 per share for the aggregate purchase price of \$10,000 . . . [t]he foregoing subscription is accepted and the Treasurer shall issue said shares upon completion of the corporation and with full payment for said shares in the amount of \$10,000.

51. Bank records do not indicate that CA's check for \$5,000 was deposited into the Lit'l Nashville business bank account.
52. In October or November 2005, Larry King telephoned CA and asked CA for an additional investment. Larry King told CA, among other things, that the money would be used to pay the expenses for a convention in which Larry King would solicit visitors to attend the Lit'l Nashville show.
53. On November 15, 2005, CA mailed Larry King a check in the amount of \$3,000 to invest in Lit'l Nashville.
54. On December 1, 2005, Larry King telephoned CA and asked CA for an additional \$2,000. Larry King told CA that the money was needed to reserve the auditorium for 2006 shows.
55. In December 2005, Larry King telephoned CA and asked CA for a \$500 per month investment in Lit'l Nashville beginning in December 2005 through April 2006, so that Gwen King did not have to take an outside job. CA did not invest any additional money in Lit'l Nashville or loan Larry King any money.
56. To date CA has not received a stock certificate or a return on his investment.
57. The Kings never informed CA about: 1) the risks associated with investing in Lit'l Nashville; 2) the financial condition of Lit'l Nashville; or 3) the operating history and internal structure of KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds, number of investors and/or payment history to investors.

Ohio Resident

58. In September 2005, an Ohio resident ("OH") and spouse attended the Lit'l Nashville performance in Branson, Missouri. During the performance Gwen King appeared on stage and invited anyone in the audience who was interested in investing in the Lit'l Nashville to meet with Larry King after the performance since he was forming a company and investors were welcome.
59. Later in the day, OH and spouse met with the Kings at a Branson restaurant. During this meeting, Larry King told OH and spouse, among other things, the following:
- a. Most people were investing \$5,000, which amounted to \$1 per share for 5,000 shares of stock;
 - b. King was planning on selling \$500,000 in shares of stock;
 - c. King needed the investment money to help with expenses such as advertising;
 - d. King compared this investment to one he made in the hotel business which took "awhile to pan out", but eventually he "came out a big winner";
 - e. King would give OH a signed subscription agreement which OH would fill in with the amount of the investment, sign and return to King with OH's check in the amount of the investment;
 - f. King would have the business incorporated by Christmas 2005 and would then send OH a stock certificate; and
 - g. God would bless OH for the investment.
60. On September 19, 2005, OH and spouse mailed Larry King a check for \$5,000 noting on the memo line "5 thousand shares." OH and spouse sent the money after Larry King had left several phone messages on OH's answering machine asking for the money. OH and spouse sent the stock subscription agreement to Larry King along with the check. The stock subscription agreement, stated, in part:

I (OH and spouse), the undersigned do hereby subscribe for the purchase of FIVE THOUSAND (5,000) shares of the common stock of the Lit'l Nashville Opry Show at \$1.00 per share for the aggregate purchase price of \$5,000 . . . [t]he foregoing subscription is accepted and the Treasurer shall issue said shares upon completion of the corporation and with full payment for said shares in the amount of \$10,000.

The agreement was signed by OH and spouse and Larry King as "President of the Company On Behalf of the Corporation & the Board of Directors."

61. On December 19, 2005, Larry King telephoned OH and stated, among other things, that:
 - a. King needed OH and other investors in the company to help pay for some of the upcoming expenses to help promote the show;
 - b. King needed \$250 a month from December 2005 through March 2006 until the Kings opened their show again April 1, 2006;
 - c. OH should note on each check that it was a "loan"; and
 - d. If OH would not loan the Kings the money then the Kings would have to get jobs as they were living off Social Security and Larry King now had pleurisy.
62. OH did not send the Kings any additional money.
63. To date, OH and spouse have not received a stock certificate or a return on their investment.
64. The Kings never informed OH and spouse about: 1) the risks associated with investing in Lit'l Nashville; 2) the financial condition of Lit'l Nashville; or 3) the operating history and internal structure of KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds, number of investors and/or payment history to investors.

Additional Findings of Fact

65. Bank records indicate that Respondents offered and sold securities in the form of shares of stock and notes of indebtedness on at least 30 different occasions to at least 25 individuals from 2000 through 2005. Bank records further indicate Larry King received approximately \$160,000 through the offer and sale of securities.
66. Bank records indicate that between July 30, 2002 and January 2003, the Kings withdrew approximately \$109,000 in the form of cash or personal payments from the King's Country Music business account, and between July 17, 2002 and October 1, 2003, the Kings deposited approximately \$37,000 in the form of cash and travelers' checks into their personal account and used the money for personal expenses.
67. In October 2005, the Missouri Securities Division received information that indicated that the Respondents offered unregistered and nonexempt securities in the State of Missouri.
68. A check of the records maintained by the Missouri Commissioner of Securities confirmed no registration, granted exemption or notice filing indicating status as a "federal covered security" for any of the securities offered by the Respondents in the State of Missouri.
69. A check of the records maintained by the Missouri Business Services Division Corporations Section, revealed no incorporation or registration of KCM, KCS or Lit'l Nashville.
70. On October 25, 2005, the Securities Division sent a letter of inquiry to Respondents that requested a claim of exemption from registration or exception from definition upon which Respondents relied in offering unregistered securities or any claim that the securities were federal covered securities. The letter also requested additional information about the offers to Missouri residents and advised Respondents that failure to respond within a reasonable time as set by the Commissioner constituted proper grounds for the entry of an order suspending the right to offer and sell securities in the State of Missouri.
71. On November 22, 2005, the Division received a letter from Respondents' attorney that stated, in part:
 - a. Mr. King is exempted from registration since the total number of investors that have a beneficial interest in the business is six consisting of three couples;
 - b. Mr. King is exempt from the term "agent"; and
 - c. There have been no Missouri investors in Mr. King's partnership since January 1, 2003.
72. On November 28, 2005, the Division sent a second letter to Respondents requesting additional information.
73. To date the Division has not received a response from Respondents.
74. On February 10, 2006, the Division had Respondent Larry King served with a subpoena to appear and testify before the Division on February 14, 2006.
75. On February 14, 2006, Respondent Larry King appeared pursuant to the subpoena and exercised his rights under the 5th Amendment to the United States Constitution shortly after the start of the deposition.
76. Respondents offered and sold unregistered, non-exempt securities to investors.
77. In connection with the offer, sale or purchase of a security to investors, Respondents omitted to state material facts, including,

but not limited to, the following:

- a. The securities offered and sold by Respondents were not registered in the State of Missouri;
 - b. The risks associated with an investment in KCM, KCS or Lit'l Nashville;
 - c. Accurate information regarding the financial condition of KCM, KCS or Lit'l Nashville, including audited financials;
 - d. Accurate information regarding the operating history of KCM, KCS or Lit'l Nashville;
 - e. The true nature of Respondents' intended and actual use of the security proceeds;
 - f. Accurate information regarding the internal structure of KCM, KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds;
 - g. Accurate information regarding the corporate status of KCM, KCS and/or Lit'l Nashville; and/or
 - h. Accurate information regarding KCM, KCS or Lit'l Nashville's payment history to investors and the number of investors.
78. In connection with the offer, sale or purchase of a security to investors, Respondents made untrue statements of material fact, including, but not limited to:
- a. Investment money would be used to promote Larry King's shows when in fact a portion of the money was spent on expenses not associated with the show;
 - b. That Larry King was the President of KCM, KCS, and Lit'l Nashville, when in fact, these entities were never registered as a corporation in the State of Missouri;
 - c. That the Kings were in the process of incorporating or forming a limited liability company for KCM, KCS and Lit'l Nashville or would do so in the near future and would issue shares of stock to investors;
 - d. Investor would eventually receive a return on their investment in the form of dividends once the shares of stock were issued;
 - e. Investors could not lose money on the investment; and/or
 - f. That the investment in Lit'l Nashville was similar to an investment in a hotel chain in which Larry King "came out a big winner".
79. This Order is in the public interest.

III. CONCLUSIONS OF LAW

Missouri Uniform Securities Act

80. Section 409.101, RSMo, provides that:

It is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly

(1) to employ any device, scheme, or artifice to defraud,

(2) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, or

(3) to engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

81. Section 409.301, RSMo, provides that:

It is unlawful for any person to offer or sell any security in this state unless:

(1) It is registered under this act;

(2) The security or transaction is exempted under section 409.402; or

(3) It is a federal covered security.

82. Section 409.401(o), RSMo, includes "notes; stock ... evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement ... investment contract" within the definition of a security.

83. Section 409.401 ((m) (1), RSMo, defines “sale” or “sell” to include, “every contract of sale of, contract to sell, or disposition of, a security or interest in a security for value.”
84. Section 409.401 (m) (2), RSMo, defines “offer” or “offer to sell” to include, “every attempt or offer to dispose of, or solicitation of an offer to buy, a security or interest in a security for value.”
85. Section 409.404, RSMo, provides that, “It is unlawful for any person to make or cause to be made, in any document filed with the commissioner or in any proceeding under this act, any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect.”
86. Section 409.408, RSMo, provides, in part, that:
- a. The commissioner may require any person, who is selling or offering for sale or who is about to sell or offer for sale or who has sold or offered for sale any security within this state, to file a statement of the claim of exemption or exception from a definition, if any, upon which such person is relying, and if at any time, in the opinion of the commissioner, the information contained in such statement filed is misleading, incorrect, inadequate or fails to establish the right of exemption or exception from a definition, he may require such person to file such further information as may in his opinion be necessary to establish the claimed exemption or exception from a definition. The refusal to furnish information as required by order of the commissioner pursuant to the provisions of this subsection, within a reasonable time to be fixed by the commissioner, shall be proper ground for the entry of an order by the commissioner suspending the right to sell such security. . .
 - b. If the commissioner shall believe, from evidence satisfactory to him, that such person is engaged or about to engage in any of the fraudulent or illegal practices or transactions above in this subsection referred to, he may issue and cause to be served upon such person and any other person or persons concerned or in any way participating in or about to participate in such fraudulent or illegal practices or transactions, an order prohibiting such person and such other person or persons from continuing such fraudulent or illegal practices or transactions or engaging therein or doing any act or acts in furtherance thereof.
87. Section 409.415, RSMo, states, in part, that:
- (a) Sections 409.101 . . . 409.301 . . . apply to persons who sell or offer to sell when (1) an offer to sell is made in this state, or (2) an offer to buy is made and accepted in this state.”
 - (c) For the purpose of this section, an offer to sell or to buy is made in this state, whether or not either party is then present in this state, when the offer (1) originates from this state or (2) is directed by the offeror to this state and received at the place to which it is directed (or at any post office in this state in the case of a mailed offer). . .
 - (d) For the purpose of this section, an offer to buy or to sell is accepted in this state when acceptance (1) is communicated to the offeror in this state and (2) has not previously been communicated to the offeror, orally or in writing, outside this state; and acceptance is communicated to the offeror in this state .
88. [Intentionally omitted]
89. Section 409.412, RSMo, states, “. . . any interested person aggrieved by any order of the commissioner under any provision of this chapter . . . shall be entitled to a hearing before the commissioner in accordance with the provisions of chapter 536, RSMo.”

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90. Section 409.3-301, RSMo, reads as follows:
- It is unlawful for a person to offer or sell a security in this state unless:
- (1) The security is a federal covered security;
 - (2) The security, transaction, or offer is exempted from registration under sections 409.2-201 to 409.2-203; or
 - (3) The security is registered under this act.
91. Section 409.1-102(26), RSMo, defines “sale” to include, “every contract of sale, contract to sell, or disposition of, a security or interest in a security for value.” That same section defines “offer to sell” as, “every attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value.”
92. Section 409.1-102 (28), RSMo, includes “notes; stock . . . evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement . . . investment contract” within the definition of a security.
93. Pursuant to §409.1-102 (28) (D), RSMo, an investment contract includes “an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor.”

94. Section 409.5-501, RSMo, reads as follows:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly:

- (1) To employ a device, scheme, or artifice to defraud;
- (2) To make an untrue statement of a material fact or to omit state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or
- (3) To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person . . .

95. Section 409.5-508 (a), RSMo, reads:

A person that willfully violates this act, or a rule adopted or order issued under this act . . . or that willfully violates section 409.5-505 knowing the statement made to be false or misleading in a material respect

96. Section 409.6-604(a), RSMo, reads as follows:

If the commissioner determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act . . . the commissioner may:

- (1) Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act

97. Section 409.6-604(b), RSMo, reads as follows:

An order under subsection (a) is effective on the date of issuance . . . [i]f a person subject to the order does not request a hearing and none is ordered by the commissioner within thirty days after the date of service of the order, the order becomes final as to that person by operation of law.

98. Section 409.6-604(c), RSMo, states that, "The final order may make final, vacate, or modify the order issued unless under subsection (a)."

99. Section 409.6-604(d), RSMo, states that, "In a final order under subsection (c), the commissioner may impose a civil penalty up to one thousand dollars for a single violation or up to ten thousand dollars for more than one violation."

100. Section 409.6-604(e), RSMo, states that, "In a final order, the commissioner may charge the actual cost of an investigation or proceeding for a violation of this act . . . [t]hese funds may be paid into the investor education and protection fund."

101. Section 409.6-604(g), RSMo, provides that:

If a person does not comply with an order under this section, the commissioner may petition a court of competent jurisdiction to enforce the order . . . [i]f the court finds, after service and opportunity for hearing, that the person was not in compliance with the order, the court may adjudge the person in civil contempt of the order. The court may impose a further civil penalty against the person for contempt in an amount not less than five thousand dollars but not greater than one hundred thousand dollars for each violation and may grant any other relief the court determines is just and proper in the circumstance.

102. Omitting to state a material fact necessary to make the statement made not misleading, in connection with the offer, sale or purchase of a security, constitutes an illegal act, practice or course of business under §409.6-604(a) of the 2003 Act.

103. Making an untrue statement of material fact, in connection with the offer, sale or purchase of a security, constitutes an illegal act, practice or course of business under §409.6-604(a) of the 2003 Act.

104. The offer or sale of unregistered securities as described in the above findings of fact constitutes an illegal act, practice or course of business under §409.6-604(a) of the 2003 Act.

105. Section 409.6-610, RSMo, states:

(a) Sections 409.3-301 . . . 409.5-501 do not apply to a person that sells or offers to sell a security unless the offer to sell or sale is made in this state or the offer to purchase or the purchase is made and accepted in this state.

(c) For the purpose of this section, an offer to sell or to purchase a security is made in this state, whether or not either party is then present in this state, if the offer:

1. Originates from within the state; or
2. Is directed by the offeror to a place in this state and received at the place to which it is directed.

106. 17 CFR 230.502(c), provides that neither an issuer nor any person acting on behalf of an issuer shall offer or sell securities through the use of general solicitation.
107. 17 CFR 230.508(a)(2) provides that failure to comply with 17 CFR 230.502(c) precludes an issuer or its agents from availing themselves of the exemption under Regulation D, therefore the security is not a federal covered security.
108. Section 409.5-505, RSMo, provides that it is unlawful for a person to make or cause to be made, in a record that is used in an action or proceeding or filed under this act, a statement that, at the time and in the light of the circumstances under which it was made, is false or misleading in a material respect, or, in connection with the statement, to omit to state a material fact necessary to make the statement made, in the light of the circumstances under which it was made, not false or misleading.
109. The Missouri Commissioner of Securities is empowered to issue such orders as he may deem just pursuant to section 409.6-604(a), RSMo.

IV. ALLEGATIONS OF STATUTORY VIOLATIONS

COUNT I:

Offering or Selling Nonexempt, Unregistered Securities Pursuant to Missouri Uniform Securities Act

110. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
111. Respondents separately violated § 409-301, RSMo, when they offered or sold securities to MN1, MR1, MN2 and other investors without the securities being: (1) federal-covered securities; (2) exempt from registration under § 409.402; or (3) registered under the Missouri Uniform Securities Act.
112. Respondents' "stock subscription" agreements or "loans" qualify as "securities" under § 409.401(o), RSMo.
113. Respondents separate actions of offering securities to MN1, MR1, MN2 and other investors was an, "offer to dispose of, or solicitation of an offer to buy, a security or interest in a security for value" which satisfies the definition of "offer" or "offer to sell" under § 409.401 (m) (2), RSMo.
114. Respondents separate actions of selling their securities to MN1, MR1, MN2 and other investors is a disposition of a security or interest in a security for value which satisfies the definition of "sale" or "sell" under § 409.401 (m) (1).
115. At all times relevant to this Order the records maintained by the Missouri Commissioner of Securities contained no registration, granted exemption or notice filing indicating status as a "federal covered security" for any of the securities allegedly issued, offered or sold by Respondents in Missouri

COUNT II:

Offering or Selling Nonexempt, Unregistered Securities Pursuant to Missouri Securities Act of 2003

116. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
117. Respondents separately violated § 409.3-301, RSMo, when they offered or sold securities in Missouri to MN1, MR1, MN2, MR2, CA, OH and other individuals without those securities being: (1) federal-covered securities; (2) exempt from registration under §§ 409.2-201 or 409.2-202, RSMo; or (3) registered under the Missouri Securities Act of 2003.
118. Respondents' "stock subscription" agreements or "loans" qualify as "securities" under § 409.1-102(28), RSMo.
119. Respondents separate actions of offering their securities to MN1, MR1, MN2, MR2, CA, OH and other individuals was an "attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value," which satisfies the definition of "offer to sell" under § 409.1-102(26), RSMo.
120. Respondents separate actions of selling their securities to MN1, CA, OH and other individuals is a disposition of a security or interest in a security for value which satisfies the definition of "sale" under § 409.1-102(26), RSMo.
121. At all times relevant to this Order, the records maintained by the Missouri Commissioner of Securities contained no registration, granted exemption or notice filing indicating status as a "federal covered security" for any of the securities allegedly issued, offered or sold by Respondents in Missouri.

COUNT III:

Omitting to State Material Facts in Connection with the Sale of a Security Pursuant to Missouri Uniform Securities Act

122. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
123. Respondents separately violated § 409.191 (2), RSMo, when, in connection with the offer and sale of securities, they omitted

to state to MN1, MR1, MN2 and other individuals the following material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to:

- a. The securities offered and sold by Respondents were not registered in the State of Missouri;
- b. The risks associated with an investment in KCM, KCS or Lit'l Nashville;
- c. Accurate information regarding the financial condition of KCM, KCS or Lit'l Nashville, including audited financials;
- d. Accurate information regarding the operating history and corporate or business entity status of KCM, KCS or Lit'l Nashville;
- e. The true nature of Respondents' intended and actual use of the security proceeds;
- f. Accurate information regarding the internal structure of KCM, KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds; and/or
- g. Accurate information regarding KCM, KCS or Lit'l Nashville's payment history to investors and number of investors.

124. Respondents' "stock subscription" agreements or "loans" qualify as a "security" under § 409.401(o), RSMo.
125. Respondents separate actions of offering their securities to MN1, MR1, MN2 and other individuals is an "offer to dispose of or solicitation of an offer to buy, a security or interest in a security for value" which satisfies the definition of "offer" or "offer to sell" under § 409.401 (m) (2), RSMo.
126. Respondents separate actions of selling their securities to MN1, MR, MN2 and other individuals is a disposition of a security or interest in a security for value which satisfies the definition of "sale" or "sell" under § 409.401 (m) (1).

COUNT IV:

Omitting to State Material Facts in Connection with the Sale of a Security Pursuant to Missouri Securities Act of 2003

127. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
128. Respondents separately violated § 409.5-501(2) when, in connection with the offer and sale of securities omitted to state to MN1, CA, OH and other individuals the following material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to:
- a. The securities offered and sold by Respondents were not registered in the State of Missouri;
 - b. The risks associated with an investment in KCM, KCS or Lit'l Nashville;
 - c. Accurate information regarding the financial condition of KCM, KCS or Lit'l Nashville, including audited financials;
 - d. Accurate information regarding the operating history of KCM, KCS or Lit'l Nashville;
 - e. The true nature of Respondents' intended and actual use of the security proceeds;
 - f. Accurate information regarding the internal structure of KCM, KCS or Lit'l Nashville, including record keeping, management structure, use of investment proceeds; and/or
 - g. Accurate information regarding KCM, KCS or Lit'l Nashville's payment history to investors and number of investors.
129. Respondents' "stocks subscription" agreements or "loans" qualifies as a "security" under § 409.1-102(28), RSMo.
130. Respondents separate actions of offering their securities to MN1, MR1, MN2, MR2, CA, OH and other individuals is an "attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value," which satisfies the definition of "offer to sell" under § 409.1-102(26), RSMo.
131. Respondents separate actions of selling their securities to MN1, CA, OH and other individuals is a disposition of a security or interest in a security for value which satisfies the definition of "sale" under § 409.1-102(26), RSMo.

COUNT V:

Making an Untrue Statement of a Material Fact in Connection with the Sale of a Security Pursuant to Missouri Uniform Securities Act

132. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
133. Respondents violated § 409.101(2), RSMo, when, in connection with the offer and sale of securities to MN1, MR1, MN2, MR2, CA, OH and other individuals, they made untrue statements of material fact, including, but not limited to:

- a. That investment money would be used to promote Larry King's shows when in fact a portion of the money was spent on expenses not associated with the show;
- b. That Larry King was the President of KCM, KCS, and Lit'l Nashville, when in fact, these entities were never registered as a corporation in the State of Missouri;
- c. That the Kings were in the process of incorporating or forming a limited liability company for KCM, KCS and Lit'l Nashville or would do so in the near future and would issue shares of stock to investors;
- d. That investors would eventually receive a return on their investment in the form of dividends once the shares of stock were issued;
- e. That investors could not lose money on the investment; and/or
- f. That the investment in Lit'l Nashville was similar to an investment in a hotel chain in which Larry King "came out a big winner".

134. Respondents' "stock subscription" agreements and "loan" qualify as a "security" under § 409.401(o), RSMo.
135. Respondents separate actions of offering their securities to MN1, MR1, MN2, MR2, and other individuals is an, "offer to dispose of, or solicitation of an offer to buy, a security or interest in a security for value" which satisfies the definition of "offer" or "offer to sell" under § 409.401 (m) (2), RSMo.
136. Respondents separate actions of selling their securities to MN1, MR1, MN2 and other individuals is a disposition of a security or interest in a security for value which satisfies the definition of "sale" or "sell" under § 409.401 (m) (1).

COUNT VI:

Making an Untrue Statement of a Material Fact in Connection with the Sale of a Security Pursuant to Missouri Securities Act of 2003

137. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
138. Respondents separately violated § 409.5-501(2) when, in connection with the offer and sale of securities to MN1, MR1, MN2, MR2, CA, OH and other individuals, they made untrue statements of material fact, including, but not limited to:
- a. That investment money would be used to promote Larry King's shows when in fact a portion of the money was spent on expenses not associated with the show;
 - b. That Larry King was the President of KCM, KCS, and Lit'l Nashville, when in fact, these entities were never registered as a corporation in the State of Missouri;
 - c. That the Kings were in the process of incorporating or forming a limited liability company for KCM, KCS and Lit'l Nashville or would do so in the near future and would issue shares of stock to investors;
 - d. That investors would eventually receive a return on their investment in the form of dividends once the shares of stock were issued;
 - e. That investors could not lose money on the investment; and/or
 - f. That the investment in Lit'l Nashville was similar to an investment in a hotel chain in which Larry King "came out a big winner".
139. Respondents' "stock subscription" agreements or "loans" qualify as a "security" under § 409.1-102(28), RSMo.
140. Respondents separate actions of offering their securities to MN1, MR1, MN2, MR2, CA, OH and other individuals is an "attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value," which satisfies the definition of "offer to sell" under § 409.1-102(26), RSMo.
141. Respondents separate actions of selling their securities to MN1, CA, OH and other individuals is a disposition of a security or interest in a security for value which satisfies the definition of "sale" under § 409.1-102(26), RSMo.

COUNT VII:

Filing a False or Misleading Statement with the Securities Division in Connection with an Ongoing Investigation of Respondents in Violation of Section 409.505 of the Missouri Securities Act of 2003

142. The Commissioner incorporates by reference paragraphs 1 through 109 as though fully set forth herein.
143. On October 25, 2005, the Securities Division sent a letter of inquiry to Respondents that requested a claim of exemption from

registration, or an exception from definition, upon which Respondents relied in offering unregistered securities, or any claim that the securities were federal covered securities. The letter also requested additional information about the offers to Missouri residents and advised Respondents that failure to respond within a reasonable time as set by the Commissioner constituted proper grounds for the entry of an order suspending the right to offer and sell securities in the State of Missouri.

144. On November 22, 2005, the Division received a response from the Kings' counsel stating, in part, the following representations made on behalf of Larry and Gwen King:
145. Larry King entered into, "an informal, general partnership with two married couples...to buy his show and the group made an agreement, part oral and part written"
 - a. The Kings had only a total of six investors that have a beneficial interest in this venture, consisting of three couples.
 - b. There have been no Missouri investors in the Kings' partnership since January 1, 2003.
 - c. No Missouri residents invested in the show after January 1, 2003.
 - d. No contracts or other documents used in connection with any offers or sales of securities by the Kings exist.
 - e. No commissions or earnings were received by the Kings from the sale or offer of securities.
146. The above representations made to the Division at the time and in the light of the circumstances under which they were made, were false or misleading in a material respect or omitted other material facts necessary to make the statements made, in the light of the circumstances under which they were made, not false or misleading.
147. Section 409.5-505, RSMo, provides that it is unlawful for a person to make or cause to be made, in a record that is used in an action or proceeding or filed under this act, a statement that, at the time and in the light of the circumstances under which it was made, is false or misleading in a material respect, or, in connection with the statement, to omit to state a material fact necessary to make the statement made, in the light of the circumstances under which it was made, not false or misleading.

V. ORDER

NOW, THEREFORE, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order are prohibited from:

- A. offering or selling securities, including "stock subscription agreements" or "loans" or any other securities as defined by § 400.9-102(28) in the State of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of § 409.3-304; and
- B. violating or materially aiding in any violation of § 409.5-501 by, in connection with the offer or sale of securities, including "stock subscription agreements" or "loans" or any other securities as defined by § 400.9-102(28), making an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading.

IT IS FURTHER ORDERED that, pursuant to § 409.6-604(d), RSMo, the Commissioner will determine whether to grant the Enforcement Division's petition for an imposition of a civil penalty of ten thousand dollars (\$10,000) against each Respondent, jointly and severally, for each violation of § 409.3-301, RSMo, in a final order after hearing, unless Respondents request a hearing and show cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that, pursuant to § 409.6-604(d), RSMo, the Commissioner will determine whether to grant the Enforcement Division's petition for an imposition of a civil penalty of ten thousand dollars (\$10,000) against each Respondent, jointly and severally, for each violation of § 409.5-501(2), RSMo, in a final order after hearing, unless Respondents request a hearing and show cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that, pursuant to § 409.6-604(d), RSMo, the Commissioner will determine whether to grant the Enforcement Division's petition for an imposition of a civil penalty of ten thousand dollars (\$10,000) against each Respondent, jointly and severally, for each violation of § 409.5-505, RSMo, in a final order after hearing, unless Respondents request a hearing and show cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that the Enforcement Section has petitioned for an award for costs of the investigation, jointly and severally, against each Respondent in this proceeding. The Commissioner will issue a final order awarding an amount to be determined after review of evidence submitted by the Enforcement Section, unless Respondents request a hearing and show cause why an award should not be made to the agency.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 6TH DAY OF MARCH, 2006.

ROBIN CARNAHAN
SECRETARY OF STATE

(Signed/Sealed)
MATTHEW D. KITZI
COMMISSIONER OF SECURITIES