

State of Missouri  
Office of Secretary of State

Case No. AP-08-34

IN THE MATTER OF:

MARK GREENWAY,

Respondent.

**FINDINGS OF FACT, CONCLUSIONS OF LAW AND FINAL ORDER**

The Commissioner, having reviewed and considered the pleadings and record on file in the above-styled proceeding, having heard the evidence presented by the Enforcement Section at hearing, now finds and concludes that the Enforcement Section has prevailed on the claims in its petition against the Respondent, and further makes findings of fact and conclusions of law and enters a final order as follows:

1. On December 15, 2008, Lori Neidel, Chief Enforcement Counsel for the Securities Division and on behalf of the Enforcement Section (the "Petitioner"), submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Civil Penalties and Costs Should Not Be Imposed to the Commissioner.
2. On December 29, 2008, the Commissioner issued an Order to Cease and Desist and Order to Show Cause Why Civil Penalties and Costs Should not be Imposed (the "C&D Order").
3. On January 23, 2009, Jane Stafford submitted a letter to the Commissioner in which she requested a hearing in this matter on behalf of the Respondent.
4. On February 4, 2009, the Commissioner issued an order setting a hearing in this matter for April 20, 2009.
5. The hearing in this matter was continued four times upon the request of the parties, the final continuance granted on December 2, 2009, and continuing the hearing to February 19, 2010.
6. At the hearing on February 19, 2010, the Petitioner, through Chief Enforcement Counsel Nathan Soendker, appeared to present its case. Respondent did not appear for the hearing, in person or through counsel, and did not request a continuance or otherwise contact the Commissioner regarding the hearing.
7. Respondent did not file an answer or any other pleading in this matter.
8. During the hearing, counsel for Petitioner moved for a final order on the pleadings, and moved that all facts not specifically denied by Respondent be admitted. That motion is hereby **GRANTED**.
9. Following the hearing, The Petitioner filed Recommendations for Penalties and Costs of Investigation by Enforcement Section (the "Recommendations").
10. In the Recommendations, the Petitioner requested that the Commissioner issue a final order in this matter.
11. In the Recommendations, the Petitioner requested that the Commissioner order the Respondent to pay a civil penalty in the amount of \$10,000 for multiple violations of Section 409.5-501, RSMo.
12. In the Recommendations, the Petitioner requested that the Commissioner order the Respondent to pay a civil penalty in the amount of \$10,000 for multiple violations of Section 409.5-502, RSMo.
13. In the Recommendations, the Petitioner requested that the Commissioner order the Respondent to pay costs of the investigation in this matter in the amount of \$6,200 pursuant to Section 409.6-604(e), RSMo.
14. Now, having reviewed the evidence and records presented in this case, the Commissioner makes the following Findings of Fact and Conclusions of Law.

**FINDINGS OF FACT**

15. The Commissioner adopts and incorporates the Findings of Facts, paragraphs 1-29, in the C&D Order.

**CONCLUSIONS OF LAW**

16. The Commissioner adopts and incorporates the Conclusions of Law, paragraphs 40-49, in the C&D Order, and specifically and further concludes that:
  - A. Respondent, in connection with the sale of a security, made untrue statements of material fact and omitted to state a

material fact necessary in order to make other statements made, in light of the circumstances under which they were made, not misleading, constituting multiple violations of Section 409.5-501(2), RSMo.; and

- B. Respondent engaged in acts, practices or courses of business that operated a fraud or deceit upon investors, constituting multiple violations of Section 409.5-502(2), RSMo.

17. This Order is in the public interest and consistent with the purposes intended by the Missouri Securities Act of 2003.

### **Order**

**NOW, THEREFORE**, it is hereby ordered that:

- A. The Cease and Desist Order entered in Case Number AP-08-34 on December 29, 2008, is **FINAL**.
- B. Pursuant to Section 409.6-604(d), RSMo., Respondent Greenway shall pay, within thirty (30) days from the date of this Order, the total sum of ten thousand dollars (\$10,000) to the State of Missouri as civil penalties for multiple violations of Sections 409.5-501 and 409.5-502, RSMo. This amount shall be sent to the Secretary of State and made payable to the State of Missouri, and the Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. Respondents shall deliver this payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri 65102.
- C. Pursuant to Section 409.6-604(e), RSMo., Respondent Greenway shall pay, within thirty (30) days from the date of this Order, the additional sum of six thousand two hundred dollars (\$6,200) as reimbursement for the costs of the investigation and administration of this matter. This amount shall be sent to the Secretary of State and made payable to the Missouri Secretary of State's Investor Education and Protection Fund. Respondents shall deliver this payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri 65102.
- D. Pursuant to Section 409.6-604(f), RSMo., this matter shall be referred to the Missouri Attorney General's Office to collect the fines and costs described in this Final Order, as necessary.

### **SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 26TH DAY OF MARCH, 2010.

ROBIN CARNAHAN  
SECRETARY OF STATE

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

### **CERTIFICATE OF SERVICE**

I hereby certify that on this 26th day of March, 2010, a copy of the foregoing FINAL ORDER, issued in the above-styled case, **was mailed by U.S. Mail to:**

Jane L. Stafford  
Stafford & Associates, LLC  
4600 Madison  
Suite 150  
Kansas City, Missouri 64112  
ATTORNEY FOR RESPONDENT MARK GREENWAY

**and by hand-delivery to:**

Nathan Soendker  
Chief Enforcement Counsel, Securities Division

John Hale  
Specialist