

STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF SECURITIES
COLUMBUS, OHIO 43215

Order No.

IN THE MATTER OF: PAUL MORRISON, CRD NO. 2833064

CEASE AND DESIST ORDER

DIVISION ORDER

WHEREAS, the Ohio Division of Securities (hereinafter "the Division") is charged with the responsibility of protecting investors and finds that this order is necessary or appropriate in the public interest or for the protection of investors, and is consistent with the purposes of the Ohio Securities Act, Chapter 1707 of the Ohio Revised Code; and

WHEREAS, the Division has conducted an investigation into the activities of Paul Morrison, CRD No. 2833064, whose last known address is 8580 State Route 588, Rio Grande, OH 45674 (hereinafter referred to as "Respondent") and as a result of said investigation, the Division finds as follows:

1. Respondent is a natural person who conducted business in Ohio;
2. Tee to Green Golf Parks, Inc. (Tee to Green) is a Delaware corporation with its offices located at 5321 Tonawanda Creek Road North, North Tonawanda, New York 14120;
3. Timothy Gray, Vida McCown, George Ratliff, and James Romanowski are natural persons and residents of the state of Ohio;
4. On February 27, 1997, Morrison sold to Timothy Gray a promissory note issued by Tee to Green in the amount of \$13,954. On March 8, 1998, this note was rolled over into a new note in the amount of \$15,314.52;
5. On May 20, 1997, Morrison sold to Vida McCown a promissory note issued by Tee to Green in the amount of \$20,000. On March 1, 1998, this note was rolled over into a new note in the amount of \$20,400;
6. On February 24, 1997, Morrison sold to George Ratliff a promissory note issued by Tee to Green in the amount of \$65,000. On December 27, 1997, this note was rolled over into a new note in the amount of \$77,898.54;
7. On March 28, 1997, Morrison sold to James Romanowski a promissory note issued by Tee to Green in the amount of \$10,300. On January 22, 1998, this note was rolled over into a new note in the amount of \$11,304.25;
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9. Over ten Ohio investors were sold Tee to Green Golf Parks, Inc. notes during a twelve month period that entails the time discussed herein;
10. The sales of rollover promissory notes described in Paragraphs (4) through (7) occurred in Ohio within the past three years;

11. The rollover promissory notes described in Paragraphs (4) through (7) fall within the definition of "security" as defined in R.C. section 1707.01(B);
12. The rollover promissory notes described in Paragraphs (4) through (7) fall within the definition of "sale" as defined in R.C. section 1707.01(C);
13. R.C. section 1707.44(C)(1) prohibits the sale in Ohio of securities that are not exempt from the registration requirements of R.C. section 1707.02, not the subject matter of an exempt transaction under R.C. sections 1707.23, 1707.04 or 1707.34, not registered by description, coordination or qualification, or not the subject matter of a transaction that has been registered by description;
14. The investment interests in rollover promissory notes issued by Tee to Green are not exempt from the registration requirements of R.C. section 1707.02, not the subject matter of an exempt transaction under R.C. sections 1707.03, 1707.04 or 1707.34, not registered by description, coordination or qualification, not the subject matter of a transaction that was registered by description, and, therefore the investment interests rollover promissory notes issued by Tee to Green were sold in violation of R.C. section 1707.44(C)(1);
15. Respondent falls within the definition of a "dealer" as defined in R.C. Section 1707.01(E);
16. R.C. section 1707.14(A) requires every dealer of securities to be licensed by the Division of Securities;
17. R.C. Section 1707.44(A)(1) provides that no person shall engage in any act or practice that violates division (A), (B) or (C) of R.C. section 1707.14; and
18. Respondent, as described in Paragraphs (4) through (7), sold securities to Timothy Gray, Vida McCown, George Ratliff, and James Romanowski without having been licensed by the Division of Securities as a dealer, and therefore, in violation of R.C. 1707.44(A)(1);

WHEREAS, on July 25, 2000 the Division issued to Respondent Division Order No. 00-205, a Notice of Opportunity of Hearing, in accordance with Revised Code Chapter 119;

WHEREAS, Division Order No. 00-205 was properly served Paul Morrison by certified mail, Parcel No. 7000-0600-0023-3839-7985;

WHEREAS, Paul Morrison failed to timely request an adjudicatory hearing as permitted by Revised Code Chapter 119; and

WHEREAS, based on the foregoing paragraphs, the Division finds that Don Paul Morrison has violated the provisions of R.C. sections 1707.44(C)(1) and 1707.44(A)(1).

THEREFORE, IT IS ORDERED THAT, pursuant to Chapter 119 of the Ohio Revised Code, Paul Morrison is hereby ordered to **CEASE AND DESIST** from the acts and practices as described above which constitute a violation of Chapter 1707 of the Ohio Revised Code.

NOTICE OF APPEAL RIGHTS: Paul Morrison IS HEREBY NOTIFIED THAT THIS ORDER MAY BE APPEALED PURSUANT TO SECTION 119.12 OF THE OHIO REVISED CODE BY FILING A NOTICE OF APPEAL WITH THE OHIO DIVISION OF SECURITIES, SETTING FORTH THE ORDER APPEALED FROM AND THE GROUNDS OF THE APPEAL. A COPY OF SUCH NOTICE OF APPEAL SHALL ALSO BE FILED WITH THE FRANKLIN COUNTY COURT OF COMMON PLEAS. SUCH NOTICE OF APPEAL MUST BE FILED WITHIN (15) DAYS AFTER THE DATE OF MAILING OF THIS ORDER.

MB/md

Witness my hand and the official seal of this Division at
Columbus, Ohio this day of August, A.D. 2000.

Deborah L. Dye Joyce, Commissioner of Securities