

State of Missouri  
Office of Secretary of State

Case No. AP-06-16

IN THE MATTER OF:

CANADY HOLDINGS, INC., *et al.*

*Respondents.*

**CONSENT ORDER AS TO RESPONDENT CANADY HOLDINGS, INC.**

**WHEREAS**, the above-titled proceeding has come before Matt Kitz, the Commissioner of Securities, through the Petitioner's and Respondent Canady Holdings' Joint Petition for a Consent Order ("the "Joint Petition") submitted by the Enforcement Section of the Securities Division ("Division") of the Office of Secretary of State, through its Chief Counsel, Patrick T. Morgan, and Respondent Canady Holdings, Inc. ("Canady Holdings"), through its counsel, Marvin S. Arrington, Jr.;

**WHEREAS**, the Division has alleged in the Joint Petition for a Consent Order that Canady Holdings violated Sections 409.3-301 and 409.5-501, RSMo. (Supp. 2005);

**WHEREAS**, Canady Holdings neither admits nor denies the allegations in the Joint Petition for a Consent Order;

**WHEREAS**, Canady Holdings and the Division desire to settle these allegations;

**FINDINGS OF FACT**

1. In the Joint Petition, Canady Holdings and the Division stipulated and agreed that the Commissioner of Securities has jurisdiction over these matters pursuant to Chapter 409, RSMo.
2. In the Joint Petition, Canady Holdings and the Division stipulated and agreed that the Commissioner of Securities has authority to enter this Consent Order pursuant to Section 409.6-604(h), RSMo. (Supp. 2005).
3. In the Joint Petition, each of Canady Holdings and the Division agreed to waive its right to a hearing with respect to this matter, to judicial review of this matter, or to otherwise challenge or contest the terms and conditions of this Consent Order or the Joint Petition.
4. The Commissioner adopts the Allegations of Fact in the Joint Petition for a Consent Order as his Findings of Fact.
5. The Commissioner adopts the Allegations of Statutory Violations in the Joint Petition as his Conclusions of Law.
6. The Commissioner, after consideration of the above and with the consent of Canady Holdings and the Division expressed in Joint Petition, finds this Consent Order, pursuant to Section 409.6-604(h), RSMo. (Supp. 2005), to be in the public interest and necessary for the protection of public investors, and consistent with the provisions of Chapter 409, RSMo.

**ORDER**

**NOW, THEREFORE**, it is hereby **AGREED** and **ORDERED** that:

- A. Canady Holdings shall pay \$6,000 to the Missouri Investor Education and Protection Fund within 30 calendar days from the entry of this Consent Order. Canady Holdings' payment must be by cashier's check or money order payable to the Missouri Secretary of State's Investor Education and Protection Fund. Canady Holdings must deliver or send its payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri 65102;
- B. Canady Holdings shall pay the Division's \$2,267 costs of investigation and administration of this matter within 30 calendar days from the entry of this Consent Order. Canady Holdings' payment must be by cashier's check, money order, or any other immediately available funds and must be made payable to the Missouri Secretary of State's Investor Education and Protection Fund. Canady Holdings must deliver or send its payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri 65102;
- C. Canady Holdings is prohibited from offering or selling securities in the State of Missouri for three years from the entry of this Consent Order, unless those securities are registered under the Missouri Securities Act of 2003; and
- D. Canady Holdings shall pay its own costs and attorneys fees with respect to this matter.

**SO ORDERED:**

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

ROBIN CARNAHAN  
SECRETARY OF STATE

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