

**STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING ) Order No.: S-11-0688-13-CO02  
whether there has been a violation of the )  
Securities Act of Washington by: )  
)  
Showdown Partners, LLC; Express Entertainment ) CONSENT ORDER AS TO SHOWDOWN PARTNERS,  
Inc.; Kenneth Kinnear; George Todd, ) LLC; EXPRESS ENTERTAINMENT, INC.; AND KENNETH  
) KINNEAR  
)  
Respondents. )

**INTRODUCTION**

On July 3, 2013, the Securities Administrator of the State of Washington issued a Statement of Charges and Notice of Intent to Enter Order to Cease and Desist, to Impose Fines and to Charge Costs, S-11-0688-13-SC01 (“Statement of Charges”), against Respondents, Showdown Partners, LLC; Express Entertainment, Inc.; Kenneth Kinnear; and George Todd. Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division of the Department of Financial Institutions (“Securities Division”) and Respondents, Showdown Partners, LLC; Express Entertainment Inc.; and Kenneth Kinnear, do hereby enter into this CONSENT ORDER in settlement of above-captioned matter. The Securities Division made certain allegations and conclusions in the Statement of Charges, set forth under the headings “Tentative Findings of Fact” and “Conclusions of Law.” Respondents, Showdown Partners, LLC; Express Entertainment Inc.; and Kenneth Kinnear, neither admit nor deny the Tentative Findings of Fact and Conclusions of Law as set forth in the Statement of Charges, which are hereby incorporated by reference into this CONSENT ORDER.

**CONSENT ORDER**

Based upon the foregoing and finding it in the public interest:

IT IS AGREED AND ORDERED that Respondents, Showdown Partners, LLC; Express Entertainment Inc.; Kenneth Kinnear, their agents and employees each shall cease and desist from violating RCW 21.20.010, the anti-fraud section of the Securities Act of Washington.

IT IS FURTHER AGREED AND ORDERED that Respondents, Express Entertainment, Inc.; Kenneth Kinnear, their agents and employees each shall cease and desist from violating RCW 21.20.040, the securities

1 salesperson and broker-dealer registration section of the Securities Act of Washington.

2 IT IS FURTHER AGREED AND ORDERED that Respondents, Showdown Partners, LLC; Express  
3 Entertainment Inc.; Kenneth Kinnear, their agents and employees each shall cease and desist from violating RCW  
4 21.20.140, the securities registration section of the Securities Act of Washington.

5 IT IS FURTHER AGREED AND ORDERED that Respondent, Kenneth Kinnear, shall be liable for and shall  
6 pay a fine of \$5,000 and investigative costs of \$5,000.

7 IT IS FURTHER AGREED AND ORDERED that payment of the fine and costs described above shall be  
8 made as described in this paragraph. Respondent, Kenneth Kinnear, shall pay \$129 toward investigative costs on or  
9 before the entry of this Consent Order, in Month 1. Respondent, Kenneth Kinnear, shall then pay the remaining  
10 investigative costs and fines in monthly payments as follows:

Months 2-24	Months 25-36	Months 37-48
\$125	\$250	\$333

11 The first \$4,871 in monthly payments will pay the investigative costs balance and the remaining \$5,000 in payments  
12 will pay the fine. Each payment shall be due the first day of the month, unless the first day of the month falls on a  
13 weekend or holiday, in which case payment shall be due on the first business day following the first day of the month.

14 IT IS FURTHER AGREED that if Respondent, Kenneth Kinnear, fails to make any monthly payment, the  
15 fines and investigative costs shall become immediately due and payable, and, pursuant to RCW 21.20.395, the  
16 Securities Division may enforce this Consent Order and file a certified copy of this order in Superior Court.

17 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

18 IT IS FURTHER AGREED that Respondents, Showdown Partners, LLC; Express Entertainment Inc.; and  
19 Kenneth Kinnear, entered into this Consent Order freely and voluntarily and with a full understanding of its terms and  
20 significance.  
21

22 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents, Showdown Partners, LLC;  
23 Express Entertainment Inc.; and Kenneth Kinnear, waive their right to a hearing and to judicial review of this matter  
24 pursuant to RCW 21.20.440 and Chapter 34.05 RCW.  
25

1 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

2  
3 Signed this 19th day of May 2014.

4 Approved as to Form by:

Signed by:

5  
6 /s/  
Bruce Butcher, WSBA #413

/s/  
Kenneth Kinnear, Individually

7 Signed by:

Signed by:

8 Express Entertainment, Inc.

Showdown Partners, LLC

9  
10 /s/  
Kenneth Kinnear  
President

/s/  
Kenneth Kinnear  
Managing Member

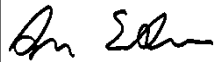
11  
12  
13 SIGNED and ENTERED this 23rd day of May 2014.

14  
15 

16  
17 William M. Beatty  
Securities Administrator

18 Approved by:

Presented by:

19 

20 

21 Suzanne Sarason  
22 Chief of Enforcement

Drew Stillman  
Financial Legal Examiner

23 Reviewed by:

24 

25 Jack McClellan

Financial Legal Examiner Supervisor

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