

STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION

IN THE MATTER OF determining  
Whether there has been a violation of the  
Securities Act of Washington by:

The Geneva Group and  
Tanna C. Kelly,

Respondents.

SDO -15 - 99

STATEMENT OF CHARGES AND NOTICE  
OF INTENTION TO ENTER ORDER TO  
CEASE AND DESIST

Case No. 97-09-429

THE STATE OF WASHINGTON TO: The Geneva Group  
15540 Rockfield Blvd, Suite C200  
Irvine, CA 92618  
  
Tanna C. Kelly  
5181 Autumn Sky Road  
Las Vegas, NV 89118

**STATEMENT OF CHARGES**

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, The Geneva Group and Tanna C. Kelly, have violated the Securities Act of Washington and that their violations justify the entry of an order of the Securities Administrator under RCW 21.20.390 to cease and desist from such violations. The Securities Administrator finds as follows:

**TENTATIVE FINDINGS OF FACT**

1. The Geneva Group ("Geneva") is in the business of assisting persons in the purchase and/or sale of stock and has a last known business address of 15540 Rockfield Blvd., Suite C200, Irvine, CA 92618.
2. Tanna C. Kelly ("Kelly") is employed by Geneva as a Senior Vice President with a last known business address of 5181 Autumn Sky Road, Las Vegas, NV 89118.
3. Geneva is not currently registered as a broker/dealer, securities salesperson, investment adviser or investment adviser representative in the state of Washington and has not previously been so registered.

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1 4. Geneva is not currently registered with the NASD and has not previously been so registered.

2 5. Kelly is not currently registered as a securities salesperson, broker-dealer, investment adviser or  
3 investment adviser representative in the state of Washington and has not previously been so registered.

4 6. Kelly is not currently registered with the NASD and has not previously been so registered.

5 7. On or about the first week of February 1997, a Washington resident spoke with Kelly regarding the  
6 purchase of shares in a company called Inter-Continental Services, Corp. Kelly told the resident about the management of  
7 the company and that it was in the process of forming a merger, set for April of 1997 and that the stock would move from  
8 it's present price of \$1 per share to \$5 per share. Kelly followed up on this conversation by sending the resident a  
9 prospectus.

10 8. On or about February 10, 1997, the resident decided to purchase 3,000 shares of Inter-Continental  
11 Services, Corp for \$1 each. Kelly instructed the resident to send the check directly to her and to make it payable to Inter-  
12 Continental Services, Corp.

13 9. On or about February 11, 1997 the resident sent a check to Kelly, via Federal Express, for \$3,000 made  
14 out to Inter-Continental Services, Corp. Kelly told the resident that he would be sent two certificates and that it would  
15 take 4 to 6 weeks to receive them. The resident never received the shares of stock.

16 10. On or about February 10, 1997, Kelly spoke with a second Washington Resident regarding the purchase  
17 of shares in Inter-Continental Services, Corp. On or about February 10, 1997 the second Washington Resident sent a  
18 \$10,000 check, made out to Inter-Continental Services, Corp, to Kelly for the purchase shares of the company's stock.  
19 The resident never received the stock.

20 11. On or about mid February 1997 and mid March of 1997 Kelly spoke with a two more Washington  
21 residents regarding purchasing shares in Inter-Continental Services, Corp. Thereafter, the residents decided to purchase  
22 the shares, sent a check to Kelly and never received delivery of the share certificates.

23 12. On or about May 28, 1997, Kelly solicited a Washington resident regarding the purchase of stock in a  
24 company called Force Technologies, Inc. The resident decided to purchase the stock and at Kelly's instruction sent her a  
25 check, made out to Force Technologies for the purchase of the shares.

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1 13. On or about August 4, 1997, Kelly spoke with another Washington resident regarding the purchase of  
2 stock in Force Technologies. The respondent sent Kelly a check in the amount of \$2,625 made out to Force Technologies  
3 to consummate the purchase. The resident never received the purchased shares.

4 14. Neither Inter-Continental Services, Corp., and Force Technologies, Inc. were registered with the State of  
5 Washington nor were they exempt from such registration.

6 15. Geneva is the subject of an order entered March 25, 1997 by the State of South Dakota, ordering Geneva  
7 to cease and desist its sales activities in that state.

8 16. Geneva is the subject of an order entered October 24, 1997 by the State of Pennsylvania, ordering  
9 Geneva to cease and desist its sales activities in that state.

10 The Securities Administrator finds that the continued offer and sale of securities by the respondent presents a  
11 threat to the investing public.

12 Based upon the above Tentative Findings of Fact, the following Conclusions of Law are made:

13 **CONCLUSIONS OF LAW**

14 The offer and/or sale of Inter-Continental Services, Corp., and Force Technologies as described above constitute  
15 the offer and/or sale of a security as defined in RCW 21.20.005(10) and (12), to wit: Stock.

16 1. Respondents Geneva and Kelly have violated RCW 21.20.040 by offering and/or selling said securities  
17 while not registered as a securities salesperson, broker-dealer, investment adviser or investment adviser representative in  
18 the state of Washington.

19 2. The offer and/or sale of said securities were made in violation of RCW 21.20.010 because Respondents  
20 induced Washington Residents to purchase securities and thereafter failed to deliver the purchased securities to those  
21 residents.

22 3. Geneva and Kelly have violated RCW 21.20.140 by offering and/or selling securities that were not  
23 registered with the State of Washington nor exempted from such registration.

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1 4. Geneva is the subject of orders in the states of South Dakota and Pennsylvania under which they are  
2 ordered to cease and desist their sales activities in those states. Such orders are grounds for restriction or limitation of the  
3 business activity of Geneva pursuant to RCW 21.20.110(1)(f).

4 **NOTICE OF INTENTION TO ORDER THE RESPONDENT TO CEASE AND DESIST**

5 Based upon the above Tentative Findings of Fact and Conclusions of Law, the Securities Administrator intends to  
6 order that the respondent, its agents, and employees permanently cease and desist from violations of RCW 21.20.010,  
7 21.20.040, and 21.20.140.

8 **AUTHORITY AND PROCEDURE**

9 This STATEMENT OF CHARGES AND NOTICE OF INTENTION TO ENTER ORDER TO CEASE AND  
10 DESIST is entered pursuant to the provisions of RCW 21.20.390, RCW 21.20.325, and is subject to the provisions of ch.  
11 34.05 RCW. The Respondents, Geneva and Kelly, may make a written request for a hearing as set forth in the NOTICE  
12 OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this order. If Respondents  
13 do not make written requests for hearings in accordance with the NOTICE OF OPPORTUNITY TO DEFEND AND  
14 OPPORTUNITY FOR HEARING, the Securities Administrator will enter a final order in accordance with the  
15 FINDINGS OF FACT AND CONCLUSIONS OF LAW AND NOTICE OF INTENT TO ORDER THE  
16 RESPONDENTS TO CEASE AND DESIST, as set forth above.

17 DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

18 \_\_\_\_\_  
19 DEBORAH R. BORTNER  
20 Securities Administrator

21 Presented by:

22 \_\_\_\_\_  
23 Kristina L. Kneip  
24 Securities Examiner

25 Approved by:

26 \_\_\_\_\_  
27 Michael E. Stevenson  
Chief of Compliance

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