

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Ocean International Marketing, Ltd.,
Heros Global Marketing, Ltd.,
Seed International, Ltd., and
Churchill Associates, Ltd.,

Respondents.

ODS File No. 04-003

ORDER TO CEASE AND DESIST

On April 22, 2004, a recommendation to issue an order to cease and desist (Recommendation) against Ocean International Marketing, Ltd. (Ocean), Heros Global Marketing, Ltd. (Heros), Seed International, Ltd. (Seed), and Churchill Associates, Ltd. (Churchill) (collectively, the "Respondents") was filed with the Administrator of the Oklahoma Department of Securities (Department). The issuance of such order is authorized by subsection (b) of Section 406 of the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003).

On April 22, 2004, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached (the "Process"). Pursuant to subsection (h) of Section 413 of the Act, the Process was served on the Administrator of the Department on April 22, 2004, and the Administrator sent notice of the service and a copy of the Process to the last known addresses of Ocean, Heros, Seed, and Churchill, by certified mail, return receipt requested, and delivery restricted. On April 22, 2004, the Administrator filed his affidavit of compliance with subsection (h) of Section 413 of the Act.

The Notice specified that failure to request a hearing within fifteen (15) days of service will result in the issuance of an order to cease and desist. No request for hearing or any other response has been received by the Administrator.

The Administrator of the Department, being fully advised in this matter, does hereby adopt the Findings of Fact and Conclusions of Law set forth below.

Findings of Fact

1. At all times material hereto, Heros was a foreign business entity with its primary place of business in Rotterdam, The Netherlands. In or about July 2000, Heros changed its name to Ocean International Marketing, Ltd. and continued substantially the same operations with the same principal employees at the same business address.

2. At all times material hereto, Churchill was a foreign business entity with its primary place of business in Grand Cayman, Cayman Islands.

3. At all times material hereto, Seed was a foreign business entity with its primary place of business in Grand Cayman, Cayman Islands.

4. In 1997, a representative of Heros contacted an Oklahoma resident (Investor) and offered him an investment in "fine wine" that was to be managed by Churchill.

5. Heros represented that it was a marketing company for a variety of investment ventures including the wine investment program offered by Churchill. Heros claimed that Churchill was in the business of buying and selling wine and that Churchill's knowledge of the wine market would make a profit for the Investor.

6. Heros represented that Churchill would be responsible for:

- a. purchasing wine that would appreciate in value,
- b. negotiating the purchase price of the wine with third parties,
- c. selling the wine,
- d. storing the wine, and
- e. managing the investment for each individual investor.

7. In April 1997, the Investor initially invested \$1,000.00. From April 1997 through July 2001, he invested additional amounts for a total investment of \$85,620.00

8. In November 2001, a representative of Heros advised the Investor that Heros had changed its name to Ocean. Furthermore, the representative advised the Investor that Churchill was no longer going to buy and sell wine on behalf of investors, and therefore, all contracts in the Churchill wine investment program were being cancelled.

9. In the same conversation, the representative of Ocean advised the Investor that another company, Seed, was offering a similar wine investment program that required a one year investment.

10. The Investor agreed to transfer his investment principal in the Churchill wine investment program to the wine investment program managed by Seed. Ocean purported to handle the transfer of the Investor's principal between Churchill and Seed and provided the Investor with a new contract and statement reflecting his interest in the Seed program.

11. After a year and a half, the Investor requested that his investment principal be returned.

12. Ocean and Seed agreed to return the Investor's principal, but failed to do so.

13. At all times material hereto, the "fine wine" investments were not registered under the Act.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Conclusions of Law

1. Effective service of process was made on Respondents pursuant to Section 413 of the Act.
2. The "fine wine" investments are securities in the form of an investment contract.
3. Respondents offered and sold securities in and/or from the state of Oklahoma.
4. Respondents offered and sold securities that were not registered under the Act or exempted from registration under Section 401 of the Act or that were not federal covered securities, in violation of Section 301 of the Act.
5. The Administrator has the authority pursuant to Section 406 of the Act to issue an order to cease and desist.
6. It is in the public interest to order Respondents to cease and desist from violations of Section 301 of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

ORDER

IT IS HEREBY ORDERED that Heros, Ocean, Seed, and Churchill cease and desist from engaging in violations of Section 301 of the Act or doing any act in furtherance thereof.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 9th day of June, 2004.

(SEAL)



IRVING L. HAUGHT, ADMINISTRATOR OF
THE OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 9th day of June, 2004, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted to addressee, with postage prepaid thereon addressed to:

Ocean International Marketing, Ltd.,
De Leuve
Schiedamsedijk 42
3011 ED Rotterdam
The Netherlands

Heros Global Marketing, Ltd.,
De Leuve
Schiedamsedijk 42
3011 ED Rotterdam
The Netherlands

Seed International. Ltd.
Buckinghamshire house
174 South Church Street
P.O. Box 1778
George Town, Grand Cayman, Cayman Islands

Churchill Associates, Ltd.
P.O. Box 61
Anderson Square Building, 5th Floor
George Town, Grand Cayman, Cayman Islands


Brenda London Smith
Paralegal