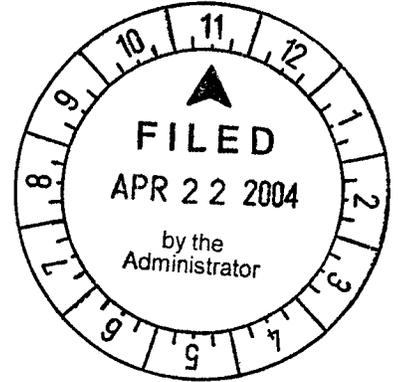


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



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

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (Department)

2. That a copy of the Notice of Opportunity for Hearing (Notice) with the Enforcement Division Recommendation (Recommendation) attached was delivered to Affiant in the office of the Administrator of the Department (Administrator) pursuant to Section 413(h) of the Oklahoma Securities Act (Act), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004).

3. That a copy of this Affidavit of Compliance shall serve as notice to Ocean International Marketing, Ltd., Heros Global Marketing, Ltd., Seed International, Ltd., and Churchill Associates, Ltd. (collectively, the "Respondents"), that the Administrator has received service of process on behalf of Respondents, pursuant to Section 413(h) of the Act.

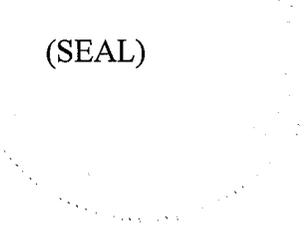
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Affidavit of Compliance are being sent this 22nd day of April, 2004, by certified mail, return receipt requested, delivery restricted to addressee, to the last known addresses of Respondents, in compliance with Section 413(h) of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 413(h) of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 22nd day of April, 2004.

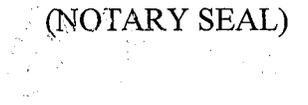
(SEAL)



Irving L. Faught, Administrator

Subscribed and sworn before me this 22nd day of April, 2004.

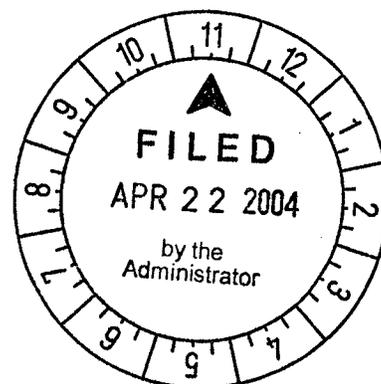
(NOTARY SEAL)



Brenda Gordon Smith
Notary Public

My Commission Expires: August 26, 2005
My Commission Number: 01013797

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

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 405 of the Oklahoma Securities Act (Act), Okla. Stat. Ann. tit. 71 §§ 1-413, 501, 701-703 (West 2004), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Ocean International Marketing, Ltd., Heros Global Marketing, Ltd., Seed International, Ltd., and Churchill Associates, Ltd., (collectively, the "Respondents"), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

2. On the 7th day of April, 2004, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator of the Department (Administrator).

3. Pursuant to Section 406(b) of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of Notice. Pursuant to Section 406(b) of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to cease and desist against Respondents.

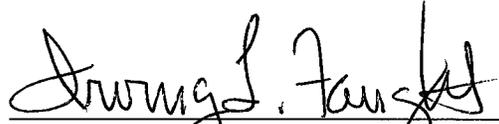
5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon receipt of written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondents not less than ten (10) days in advance thereof pursuant to 660:2-9-(a) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 22nd day of April, 2004.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 22nd day of April, 2004, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Recommendation to Cease and Desist was mailed by registered mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

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

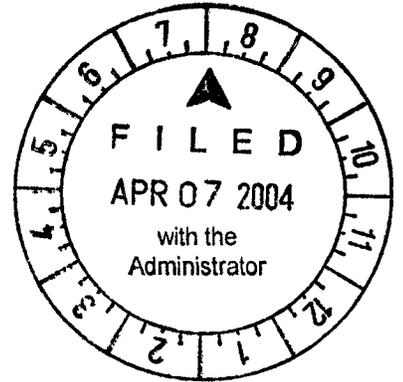
Heros Global Marketing, Ltd.,
De Leuve
Schiedamsedijk 42
3011 ED Rotterdam
The Netherlands

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

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

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to Section 405 of the Oklahoma Securities Act (Act), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of Ocean International Marketing, Ltd. (Ocean), Heros Global Marketing, Ltd. (Heros), Seed International, Ltd. (Seed), and Churchill Associates, Ltd. (Churchill) (collectively, the "Respondents"), in connection with the offer and/or sale of securities within the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department (Administrator), or his designee, in support of the issuance of an order to cease and desist.

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 Ocean 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 investments in "fine wine" were not registered under the Act.

14. It is in the public interest to issue an order to cease and desist against Respondents.

Authorities

1. Section 2 of the Act provides in part:

- (d) "**Agent**" means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities.

* * *

(v) “*Security*” means any:

* * *

(2) stock; or

* * *

(11) investment contract[.]

2. Section 101 of the Act provides:

It is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly[:]

(1) to employ any device, scheme, or artifice to defraud,

(2) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading,

(3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

3. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in this state unless: (1) it is registered under this act or the security or transaction is exempted under Section 401 of this title; or (2) it is a federal covered security.

4. Section 405 of the Act provides in part:

(a) The Administrator in his discretion:

(1) may make such public or private investigations within or outside of this state as he deems necessary to determine whether any person has violated or is about to violate any provision of this act or any rule or order hereunder, or to aid in the enforcement of this act or in the prescribing of rules and forms hereunder[.]

5. Section 406 of the Act provides in pertinent part:

(a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a person has violated the

Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator in addition to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:

(1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof[.]

Conclusions of Law

1. The investments in "fine wine" offered and sold by the Respondents are securities as defined in Section 2 of the Act.

2. Respondents offered and sold unregistered securities in the state of Oklahoma in violation of Section 301 of the Act.

3. Respondents made untrue statements of material facts and omitted to state material facts in connection with the offer and/or sale of securities in and/or from the state of Oklahoma, in violation of subsection (2) of Section 101 of the Act.

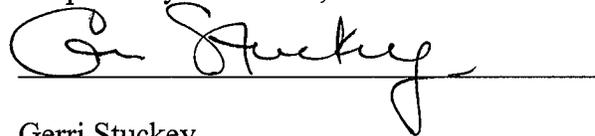
4. The Administrator has the authority under Section 406 of the Act to order Respondents to cease and desist from engaging in violations of the Act.

5. It is in the public interest to order respondents to cease and desist from engaging in violations of the Act.

WHEREFORE, it is recommended that the Administrator order Respondents to cease and desist from engaging in violations of the Act or doing any act in furtherance thereof.

Dated this 7th day of April, 2004.

Respectfully Submitted,



Gerri Stuckey
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700