

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE**

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| TENNESSEE SECURITIES DIVISION, |) | |
| Petitioner, |) | |
| |) | |
| v. |) | File No.: 11-008 |
| |) | |
| WORLD WIDE VISIONARY |) | |
| ENTERTAINMENT, INC. and BOLAJI ALI, |) | |
| Respondents. |) | |

ORDER TO CEASE AND DESIST

Based upon a preliminary investigation conducted by the Tennessee Securities Division (“TSD”) of the Department of Commerce and Insurance, the TSD has determined that evidence exists to support the following Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

1. The Tennessee Securities Act of 1980, as amended, TENN. CODE ANN. §§ 48-2-101, *et seq.* (the “Act”), places the responsibility for the administration of the Act on the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”). The TSD is the lawful agent through which the Commissioner discharges this responsibility. TENN. CODE ANN. §§ 48-2-115.

2. The TSD is authorized to bring this action based on a finding by the Commissioner that the action is in the public interest, necessary for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act. TENN. CODE ANN. § 48-2-116.

3. World Wide Visionary Entertainment, Inc. (“WWVE”) is a business entity with a principal place of business located at 5306 Spriggs Street, Chattanooga, Tennessee. According to WWVE’s website, it was founded to reach out and entertain worldwide audiences and fans through music, movies and books. While the company is headquartered in Chattanooga, Tennessee, they purport to have additional offices in California, London and Nigeria. WWVE has never been registered as a broker-dealer or an investment adviser with the Division.

4. Bolaji Ali (“Ali”) is a citizen and resident of the state of Tennessee, residing at 5306 Spriggs Street, Chattanooga, Tennessee. Ali is the President and CEO of WWVE. At all relevant times herein, Ali was not registered as a broker-dealer agent or an investment adviser representative with the Division.

5. WWVE and Ali are currently offering and/or selling unregistered securities in or into the State of Tennessee.

6. On or about April 20, 2011, Ali offered to sell a security in the form of an investment note to Hayley Johnson (“Johnson”). Johnson is a citizen and resident of Tennessee. Johnson is also a Securities Examiner and an investigator with the TSD.

7. On or about April 18, 2011, Johnson contacted WWVE through their website in the course of a preliminary investigation. Johnson requested additional information about investing in WWVE and inquired about how long it would take to double her money.

8. On or about April 18, 2011, Ali sent Johnson an email in response to her inquiry. Ali stated that her money would be doubled in twelve months. Ali sent a subsequent email on April 19, 2011, stating that he misspoke about doubling Johnson’s investment in twelve months, but rather she would earn fifty percent in twelve months and if she stayed in the investment for twenty-four months, the rest should be doubled.

9. On or about April 20, 2011, Ali sent Johnson a copy of the business plan and expressed that he hoped it worked out as planned and that they would have a successful business relationship together. Ali failed to inform Johnson that the investments were not registered for sale with the TSD as required. In addition, Ali failed to inform Johnson that Ali is required to be registered with the TSD to sell these investments and is not so registered. The business plan Johnson received from Ali also failed to make these disclosures and did not include any claim of exemption from the registration requirements.

10. The business plan sets out multiple ways that individuals and companies can invest in WWVE:

Investing in the company

- Companies or investors may purchase shares in WWVE at a rate of \$10 per share, with a minimum purchase requirement of 10,000,000.¹
- Companies or investors may choose to buy bonds at a rate of \$1000, with a minimum amount of 20,000.² The shares will be sold back to WWVE at the calling or buying time, which is normally a year or two.
- Companies or investors can invest a minimum amount of \$20,000 in WWVE for at least a year or more and earn an agreed % return on investment.

Investing in the WWVE record label

- Companies or investors may choose to invest in the record company or just choose to invest in current project (s) with a return on invest of a certain amount.

¹ The business plan is unclear as to whether 10,000,000 represents a number of shares or a dollar amount.

² The business plan is unclear as to whether 20,000 represents a number of shares or a dollar amount.

Investing in the WWVE Publishing House

- Companies or investors may choose to invest in the publishing division of WWVE or invest in current project (s) with a return on invest of a certain amount.

11. None of these investments are registered with the TSD as a security for sale in or into the State of Tennessee. An examination of the securities registration databases maintained and monitored by the TSD revealed no registration filings for the investment notes offered by WWVE and Ali.

12. WWVE and Ali have offered and will continue to offer and/or sell unregistered securities from, in, and/or into the State of Tennessee without being lawfully registered to offer or sell securities. This activity puts the public at significant risk of immediate and irreparable injury, loss or damage.

13. WWVE and Ali, in connection with the offer, sale and purchase of a security in this state, have and will continue to violate TENN. CODE ANN. § 48-2-121(b) by failing to disclose to investors that the investment opportunities being offered by them are securities and are unregistered with the State of Tennessee, Department of Commerce and Insurance, Division of Securities as required by the Act and that they are not registered pursuant to the Act to sell securities from, in or into Tennessee.

14. WWVE and Ali, in connection with the offer, sale and purchase of a security in this state, have and will continue to violate TENN. CODE ANN. § 48-2-121(b) by making material misrepresentations by guaranteeing returns of 50%.

15. This Order is in the public interest and necessary for the protection of investors and consistent with the purposes fairly intended by the Act.

CONCLUSIONS OF LAW

World Wide Visionary Entertainment, Inc. and Bolaji Ali Offer an Unregistered Security

1. TENN. CODE ANN. § 48-2-104 prohibits the sale of any security in this state unless it is registered with the Division, qualified for an exemption pursuant to § 48-2-103, or is a covered security.

2. In violation of TENN. CODE ANN. § 48-2-104, WWVE and Ali have offered, and are offering, unregistered securities to Tennessee residents. TENN. CODE ANN. § 48-2-102 provides that a security is defined to include investment contracts and promissory notes. An investment contract is an agreement wherein initial value is given and subjected to the risks of an enterprise, with a valuable benefit of some kind, over and above the initial value, being promised, but the investor does not receive meaningful rights to exercise practical or actual control over the managerial decisions of the enterprise. *King v. Pope*, 91 S.W. 314, 320-22 (Tenn. 2002).

3. The investment opportunities offered by the Respondents qualifies as an investment contract and includes a promissory note as an essential component. Each agreement requires initial value in the form of a specified dollar amount and subjects this value to the risks of the enterprise in exchange for a valuable benefit in the form of a fifty percent (50%) promised return. The investors do not receive meaningful rights to exercise practical or actual control over the managerial decisions of the enterprise under the agreement. Instead, the investors' funds are allegedly used as capital to further the goals of WWVE.

4. These investment contracts and promissory notes are not registered with the TSD as securities for offer or sale in the State of Tennessee.

5. Based upon the Findings of Fact, WWVE and Ali have violated and are violating TENN. CODE ANN. § 48-2-104 by offering, and/or selling unregistered securities in the form of investment contracts and promissory notes to Tennessee residents.

World Wide Visionary Entertainment, Inc. and Bolaji Ali are Not Registered to Offer Securities

6. TENN. CODE ANN. § 48-2-109(a) provides that it is unlawful for any person to transact business from or in this state as a broker-dealer or agent unless such person is registered as a broker-dealer or agent under this part.

7. In violation of TENN. CODE ANN. § 48-2-109, WWVE and Ali have acted and are acting unlawfully as an unregistered broker-dealer and/or agent to solicit securities in the form of investment contracts and promissory notes to Tennessee residents. TENN. CODE ANN. § 48-2-102(4) provides that a 'broker-dealer' means any person engaged in the business of effecting transactions in securities for the account of others, or any person engaged in the business of buying or selling securities issued by one (1) or more other persons for such person's own account and as part of a regular business rather than in connection with such person's investment activities. TENN. CODE ANN. § 48-2-102(3) provides that an 'agent' means any individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities from or in this state.

8. Based upon the Findings of Fact, WWVE and Ali have violated and are violating TENN. CODE ANN. § 48-2-109(a) by acting as an unregistered broker-dealer and/or agent to solicit securities in the form of investment contracts and promissory notes to Tennessee residents.

World Wide Visionary Entertainment, Inc. and Bolaji Ali have made Untrue Statements of Material Fact in connection with the Offering of an Unregistered Security

9. TENN. CODE ANN. § 48-2-121 provides that it is unlawful for any person, in connection with the offer, sale or purchase of any security in this state, directly or indirectly, to make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading.

10. Based upon the Findings of Fact, WWVE and Ali have violated and are violating TENN. CODE ANN. § 48-2-121 by failing to disclose to investors that the investment contracts and promissory notes offered are unregistered with the State of Tennessee, Department of Commerce and Insurance, Division of Securities and that they are not registered to sell such securities from, in or into Tennessee. In addition, WWVE and Ali are misleading investors by advertising that the investments being offered will pay returns of 50%.

The Commissioner May Make such Orders as are Necessary to carry out the Provisions of the Tennessee Securities Act of 1980

11. TENN. CODE ANN. § 48-2-116 provides that the Commissioner may make, promulgate, amend, and rescind such Orders as are necessary to carry out the provisions of the Tennessee Securities Act of 1980, as amended, and that such Orders are in the public interest, necessary for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act.

12. TENN. CODE ANN. § 48-2-116(e)(2) states, in pertinent part, that no Order may be entered without: A) Notice to the affected parties (which shall be prior notice **unless the commissioner determines that prior notice would not be in the public interest and would be**

detrimental to the protection of investors); B) Opportunity for a hearing before the Commissioner; and C) Written findings of fact and conclusions of law. (Emphasis added).

13. Based upon the Findings of Fact, WWVE and Ali were and are currently advertising these investments in the mainstream media, offering securities to Tennessee residents and engaging in securities fraud. The Commissioner determines that prior notice of this Order to WWVE and Ali would be detrimental to the protection of Tennessee investors in light of the fact that it would allow WWVE and Ali to continue using fraudulent means to offer and/or sell securities to Tennesseans without the registrations required by the Act.

ORDER

NOW, THEREFORE, in consideration of the foregoing, it is **ORDERED** that:

1. World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali shall comply with the provisions of the Tennessee Securities Act of 1980, as amended.

2. World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali shall **CEASE AND DESIST** in the further conduct as a broker-dealer or agent of a broker-dealer from or in the State of Tennessee until such time as they are effectively registered with the TSD to engage in such activity.

3. Specifically, **IT IS ORDERED** that World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali immediately **CEASE AND DESIST** from the issuance, offer to sell, and/or sale of investment contracts and promissory notes or any other investment interest in World Wide Visionary Entertainment, Inc., including any successor entities, to individuals in Tennessee, as well as immediately **CEASE AND DESIST** from any activity associated with the

sale of these and any other securities, until such time as they are effectively registered to be offered and/or sold in Tennessee.

4. World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali shall **CEASE AND DESIST** the further offer and/or sale and/or issuance of unregistered securities of any kind from and in the State of Tennessee.

5. World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali shall, in connection with the offer or sale of any security from and in the State of Tennessee, **CEASE AND DESIST** from making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading.

6. All persons in any way assisting, aiding, or helping the aforementioned Respondents in any of the aforementioned violations of the Tennessee Securities Act of 1980, as amended, TENN. CODE ANN. §§ 48-2-101 *et seq.* shall **CEASE AND DESIST** all such activities in violation of the Tennessee Securities Act of 1980, as amended.

This Order is not intended to prohibit any lawful conduct in which World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali might be engaged.

Entry of this Order shall not in any way restrict the Tennessee Securities Division or the Commissioner of the Tennessee Department of Commerce and Insurance from taking further action with respect to these or other possible violations of the Act or any of the Rules promulgated thereunder by World Wide Visionary Entertainment, Inc. and Mr. Bolaji Ali. This Order shall become a Final Order thirty (30) days from the date of its entry, unless written notification requesting a hearing is made within that thirty (30) day period.

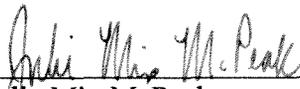
You are advised that you have the right to a hearing as to all matters raised in this Order.

If you wish to exercise your right to a hearing, please notify:

**DAPHNE D. SMITH
ASSISTANT COMMISSIONER FOR SECURITIES
STATE OF TENNESSEE, DEPARTMENT OF COMMERCE AND INSURANCE
DAVY CROCKETT TOWER, SUITE 680
500 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243**

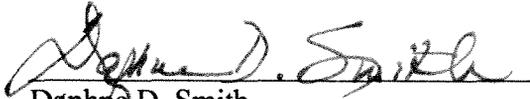
Such request must be received within thirty (30) days of the date of entry of this Order.

Entered this 15th day of August, 2011.



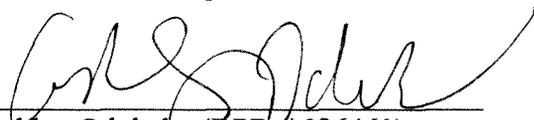
Julie Mix McPeak,
Commissioner

APPROVED FOR ENTRY:



Daphne D. Smith
Assistant Commissioner for Securities
Department of Commerce and Insurance

ISSUANCE REQUESTED BY:



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