



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

TENNESSEE SECURITIES DIVISION,)	
Petitioners.)	
)	
vs.)	Order No. 2011-006
)	
THE HOME EMAIL BUSINESS CORP.)	
a/k/a EMAILWE.COM, a/k/a)	
EMAILWE.BIZ, a/k/a)	
EMAILWE.COM COMMUNICATIONS)	
CORPORATION,)	
DARRELL WOODARD and)	
MARVIN JACKSON)	
)	
Respondents.)	

CONSENT ORDER

The Tennessee Securities Division ("TSD") of the Tennessee Department of Commerce and Insurance ("Department"), Darrell Woodard, Marvin Jackson, and the Home Email Business Corporation, a/k/a Emailwe.com a/k/a Emailwe.biz a/k/a Emailwe.com Communications Corporation (collectively "Respondents"), agree to the entry of this Consent Order in accordance with Section 48-1-116 of the Tennessee Securities Act of 1980, as amended, TENN. CODE ANN. §§ 48-1-101 to 1-201 (2012) ("Act") which states that the Commissioner of the Tennessee Department of Commerce and Insurance ("Commissioner") may from time to time make such orders as are necessary to carry out the provisions of the Act.

GENERAL STIPULATIONS

1. It is expressly understood that this Consent Order is subject to the Commissioner's

acceptance and has no force and effect until such acceptance is evidenced by the entry of the Commissioner.

2. This Consent Order is executed by the Respondents for the purpose of avoiding further administrative action with respect to this cause. Furthermore, should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

3. Respondents fully understand that this Consent Order will in no way preclude additional proceedings against Respondents for acts or omissions not specifically addressed in this Consent Order or for facts and/or omissions that do not arise from the facts or transactions herein addressed.

4. Respondents fully understand that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner for the violations of the Act specifically in this Consent Order, against the Respondents for violations of law under statutes, rules, or regulations of the State of Tennessee, which may arise out of the facts, acts, or omissions contained in the Findings of Fact and Conclusions of Law stated herein, or which may arise as a result of the execution of this Consent Order by the Respondents.

5. Respondents expressly waive all further procedural steps, and expressly waive all rights to seek judicial review of or otherwise to challenge or contest the validity of this Consent Order, the stipulations and imposition of discipline contained herein, and the consideration and entry of said Consent Order by the Commissioner.

FINDINGS OF FACT

1. The Tennessee Securities Act of 1980, as amended, TENN. CODE ANN. §§ 48-1-101 to 48-1-201 (2012) ("Act") places the responsibility for the administration of the Act on the Commissioner. The TSD is the lawful agent through which the Commissioner discharges this responsibility. TENN. CODE ANN. §§ 48-1-112 and 48-1-115.

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. § 48-1-116(b).

3. Respondent Darrell Woodard ("Woodard") is currently a resident of Shelby County, Tennessee, with a residential address of 4768 Chevron Road, Memphis, TN 38118.

4. Respondent Marvin Jackson ("Jackson") is currently a resident of Mississippi, with a residential address of 6791 Tyler Dr., Walls, MS 38680-8216.

5. Respondent Home Email Business Corporation, a/k/a Emailwe.com a/k/a Emailwe.biz a/k/a Emailwe.com Communications Corporation ("Emailwe") is a Tennessee Corporation authorized and doing business in Shelby County, Tennessee, with a business address of 4768 Chevron Road, Memphis, TN 38118.

6. The TSD has alleged that Emailwe, Woodard, and Jackson, acting as unregistered broker-dealers or unregistered investment advisers have solicited and sold unregistered securities in the form of shares in their company.

7. Respondents Emailwe, Woodard, and Jackson admit that they solicited and sold securities as defined in Tennessee Code Annotated which were not registered with the TSD in violation of TENN. CODE ANN. § 48-1-104.

8. Respondents Emailwe, Woodard, and Jackson, admit that at the time of the sales and solicitation of the above described securities, none of the Respondents were registered with the TSD as broker-dealers, broker-dealer agents, investment advisers, or investment adviser representatives within the meaning of the act, in violation of TENN. CODE ANN. § 48-1-109.

9. Respondents Emailwe, Woodard, and Jackson, admit that at the time of the sales and solicitation of the above described securities, said securities did not qualify for any recognized exemption from registration as defined in TENN. CODE ANN. § 48-1-103.

10. Respondent Woodard admits that on at least one occasion, investor funds were converted by him to personal use in violation of TENN. CODE ANN. § 48-1-121.

11. Respondent Jackson admits that on at least one occasion, investor funds were converted by him to personal use in violation of TENN. CODE ANN. § 48-1-121.

12. The parties agree that, in consideration of the agreement of the Division to settle this case on the basis of the terms within this document, Woodard and Jackson shall be permanently barred from any conduct as a broker-dealer or agent of a broker-dealer, investment adviser or investment adviser representative in the state of Tennessee.

13. The parties further agree that all Respondents are bound by the provisions of the Act and the Administrative Rules of the TSD ("Rules") attendant to the Act, and shall cease and desist from any conduct that is inconsistent with the Act or the Rules.

14. Nothing in this agreement shall be construed to prevent Emailwe as a business entity from raising funds or capital formation that is consistent with and authorized under the Act and the Rules.

CONCLUSIONS OF LAW

Pertaining to the Commissioner's Authority to Carry Out the Provisions of the Tennessee Securities Act of 1980

15. TENN. CODE ANN. § 48-1-116 of the Act provides that the Commissioner may make, promulgate, amend and rescind such Orders as are necessary to carry out the provisions of the Act upon a finding that such Order 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.

Pertaining to the Mandatory Registration Provisions of the Act

16. TENN. CODE ANN. § 48-1-104(a) of the Act provides that:

(a) It is unlawful for any person to sell any security in this state unless:

- (1) It is registered under this part;
- (2) The security or transaction is exempted under § 48-1-103; or
- (3) The security is a covered security.

17. TENN. CODE ANN. § 48-1-109 of the Act provides in pertinent part that:

(a) 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 ...

(c) It is unlawful for any person to transact business from or in this state as an investment adviser or investment adviser representative unless:

- (1) The person is registered as an investment adviser or investment adviser representative under this part ...

Pertaining to the Anti-Fraud Provisions of the Act

18. TENN. CODE ANN. § 48-1-121 provides in pertinent part that:

(a) It is unlawful for any person, in connection with the offer, sale or purchase of any security in this state, directly or indirectly, to:

- (1) Employ any device, scheme, or artifice to defraud;
- (2) Make any untrue statement of a material fact or 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; or
- (3) Engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

(b) It is unlawful for any person who receives any consideration from another person primarily for advising the other person as to the value of securities or their purchase or sale, whether through the issuance of analyses or reports or otherwise, in this state, to:

- (1) Employ any device, scheme, or artifice to defraud the other person;
- (2) Engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon the other person...

(c) It is unlawful for any person to make or cause to be made, in any document filed with the commissioner or in any proceeding under this part, 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.

Pertaining to the Commissioner's Authority to Impose Civil Penalties for Violations of the Act

19. TENN. CODE ANN. § 48-1-104(b) of the Act provides, in pertinent part that:

(b) The commissioner may, after notice and opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a civil penalty against any person found to be in violation of this section, or any regulation, rule or order adopted or issued under this section, in an amount not to exceed ten thousand dollars (\$10,000) per violation.

20. TENN. CODE ANN. § 48-1-109(e) of the Act provides, in pertinent part that:

(e) The commissioner may, after notice and an opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a civil penalty against any person found to be in violation of this section, or any regulation, rule or order adopted or issued under this section, in an amount not to exceed ten thousand dollars (\$10,000) per violation.

21. TENN. CODE ANN. § 48-1-121 of the Act provides, in pertinent part that:

(d) The commissioner may, after notice and opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a civil penalty against any person found to be in violation of this section, or any

regulation, rule or order adopted or issued under this section, in an amount not to exceed five thousand dollars (\$5,000) per violation.

ORDER

NOW, THEREFORE, on the basis of the foregoing, the Respondents' waiver of the right to a hearing and appeal under the Act and the Uniform Administrative Procedures Act, TENN. CODE ANN. §§ 4-5-101 to 4-5-404 (2011 and 2012 Supp.), and Respondents' admission of jurisdiction of the Commissioner, the Commissioner finds that Respondents Emailwe, Woodard, and Jackson, for the purpose of settling this matter, admit the Findings of Fact and Conclusions of Law, and agree to the entry of this Order. Respondents further agree that this Order 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.

IT IS ORDERED, pursuant to Section 48-1-116 of the Act, that Respondents Emailwe, Woodard, and Jackson:

1. **COMPLY** with the provisions of the Act, and the rules promulgated thereunder;
2. **CEASE AND DESIST** from any future conduct regarding the sale or purchase of any security that is not consistent with and authorized under the Act;
3. **IT IS FURTHER ORDERED**, pursuant to Section 48-1-116(a) of the Act that Respondents Woodard and Jackson:
 4. **COMPLY** with the provisions of the Act, and the rules promulgated thereunder;
 5. **CEASE AND DESIST** from any present or future conduct regarding the sale or purchase of any security into or from the State of Tennessee;
 6. are **PERMANENTLY BARRED** from any further conduct as a broker-dealer, broker-dealer agent, investment adviser, investment adviser representative or any other activity related to the securities industry in the State of Tennessee;

7. are **ORDERED TO AND SHALL PAY** a monetary civil penalty in the total sum of five thousand dollars (\$5,000) for the violations of TENN. CODE ANN. § 48-1-104, TENN. CODE ANN. § 48-1-109 and TENN. CODE ANN. § 48-1-121 as described above according to the following schedule of payments:

June 15, 2016,	\$425.00;
July 15, 2016,	\$425.00;
August 15, 2016,	\$425.00;
September 15, 2016	\$425.00;
October 15, 2016	\$425.00;
November 15, 2016	\$425.00;
December 15, 2016	\$425.00;
January 15, 2017	\$425.00;
February 15, 2017	\$425.00;
March 15, 2017	\$425.00;
April 15, 2017	\$425.00 and
May 15, 2017	\$425.00.

8. Respondent shall pay penalties in full on or before May 15, 2017.

9. The obligation to pay the aforementioned civil penalties is joint and several between and among Respondents Emailwe, Woodard, and Jackson.

10. Payments for civil penalties shall be considered timely made if it is received by the Tennessee Department of Commerce and Insurance according to the above-mentioned schedule of payments. A payment shall be considered timely made if it was received by the Tennessee Department of Commerce and Insurance within seven (7) calendar days of the date such payment is due. All payments shall include a copy of the first page of this Order and shall be made payable to "State of Tennessee." All payments shall be mailed to the following address:

Tennessee Department of Commerce and Insurance
ATTN: Charles S. Herrell
Legal Division
Davy Crockett Tower
500 James Robertson Parkway, 8th Floor
Nashville, TN 37243

11. **IT IS FURTHER ORDERED** that all persons assisting, aiding, or otherwise helping Respondents Emailwe, Woodard, and Jackson in any of the aforementioned violations of the Act shall **CEASE AND DESIST** from all such activities in violation of the Act.

12. **IT IS THE SPECIFIC INTENT** of this Consent Order that the Bar from participation in the Securities Industry to apply to individual Respondents Woodard and Jackson, but that the Bar shall not preclude business Respondents Home Email Business Corporation, a/k/a Emailwe.com a/k/a Emailwe.biz a/k/a Emailwe.com Communications Corporation from lawfully participating in capital markets or in other legitimate fund raising activity.

13. **IT IS ORDERED** that this Consent Order represents the complete and final resolution of and discharge of all administrative and civil claims, demands, actions, and causes of action by the Commissioner against Respondents Emailwe, Woodard, and Jackson for violations of the Act by the Respondents that relate to the violations of the Act as described in the Notice of Hearing and Charges contained within the record of this administrative proceeding.

This Consent Order is in the public interest and in the best interest of the parties, and represents a compromise and settlement of the controversy between the parties and is for settlement purposes only. As indicated by the signature of counsel affixed below, Respondents Emailwe, Woodard, and Jackson affirmatively state that they have freely agreed to the entry of this Consent Order, that they waive their right to a hearing on the matters underlying this Consent Order and to a review of the Findings of Fact and Conclusions of Law contained herein, and that no threats or promises of any kind have been made to them by the Commissioner, the Division, or any representative thereof. The parties, by signing this Consent Order, affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or

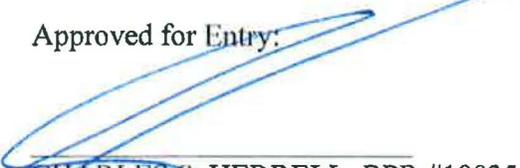
offers relating to the circumstances described herein, other than the terms of settlement as set forth in this Consent Order, are binding upon them.

ENTERED this 23 day of May, 2016.



Julie Mix McPeak
Commissioner
Tennessee Department of Commerce and Insurance

Approved for Entry:



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