BEFORE THE SECURITIES COMMISSIONER OF THE STATE OF KANSAS

In the Matter of:

TNT ENTERPRISES, INC., and TODD MICHAEL CLEAVENGER,

Docket No. 10E020 KSC No. 2010-5617

and their representatives and agents,

Respondents.

Pursuant to K.S.A. 17-12a604

CEASE AND DESIST ORDER

COMES NOW the above-entitled matter for consideration by the Securities Commissioner of Kansas.

Pursuant to K.S.A. 17-12a602, staff for the Office of the Securities Commissioner has conducted an investigation to determine whether the Respondents have violated or are about to violate the Kansas Uniform Securities Act, K.S.A. 17-12a101, *et seq*. The Commissioner finds that sufficient evidence exists to provide cause under K.S.A. 17-12a604 to take administrative action against the Respondents.

Having been apprised of the facts revealed in that investigation, the Commissioner finds as follows:

Findings of Fact

 Respondent TNT Enterprises, Inc., (TNT) is a business that was formally registered with the Kansas Office of the Secretary of State. The last known address was 619 N. Main, Hutchinson, KS 67501.

- Respondent Todd Michael Cleavenger (Cleavenger) was the President/CEO of TNT.
 His last known address is
- 3. TNT has a website in which it purports to be a Financial Services and Real Estate Holding Corporation based in Hutchinson, KS. The website also has a drop down portion under "Company Announcements/News" that says:

"1/31/09 TNT Enterprises, Inc., a Kansas Financial Services and Real Estate Holding Corporation, based in Hutchinson, KS, announces the commencement of stock sales, pursuant to The Kansas Securites (sic) Commission. It is offering for sale only 1,000,000 shares of common stock, with full voting rights. This will be the only stock sold in the corporation. For further information and/or how to obtain a U7, please call the corporate office at 620.669.9357. Mr. Todd Cleavenger, President & CEO is handling all inquiries regarding stock purchases."

4. On November 3, 2009, the website also had an "About TNT" page. The fifth paragraph states:

"Therefore, TNT is continuing its goals of consistently & strategically purchasing properties, throughout all of Kansas, where it has management and strong business relationship structure already established, and where it procures properties at/or below Fair Market Appraisal, thus obtaining excellent value for shareholders."

This article indicates that the Respondents have engaged in the offer and/or sale of securities.

- 5. On September 9, 2009, Respondent Cleavenger was arrested in Texas on a warrant pertaining to an alleged theft of a boat and camping trailer. During the course of the arrest, detectives from Harris County, Texas obtained a search warrant for Respondent Cleavenger's truck. During the execution of the search warrant detectives found a document entitled, "TNT Enterprises, Inc. A Ground Floor Opportunity in Kansas for Kansans". This document appears to be an offering document.
- 6. The offering document contains information that would be presented to a potential investor of Respondent TNT. The information includes the minimum amount of money one must invest, the maximum one may invest, statements regarding the management and board of directors, and includes a Subscription Agreement to sign up to invest in Respondent TNT.
- 7. The offering documents lists that are on TNT's board of directors.

 Staff from the Office of the Kansas Securities Commissioner interviewed these individuals and they all deny any position with TNT. They also state they have never been to a board meeting.
- 8. The offering document also omits material information that would be required to be disclosed to an investor such as a felony arrest for forgery, forfeiture of TNT's corporate status by the Kansas Secretary of State and the overall financial well being of the company.

Conclusions of Law

- The investments which the Respondents are offering are securities as defined in K.S.A. 17-12a102(28).
- The Respondents failed to register the security with the Office of the Kansas Securities Commissioner in violation of K.S.A. 17-12a301.
- Adequate grounds exist under K.S.A. 17-12a604 and K.S.A. 50-1009, to invoke administrative sanctions against Respondents and such an order is in the public interest.

Cease and Desist Order

IT IS, THEREFORE, ORDERED by the Commissioner that the Respondents and their officers, agents, servants, employees, and any person in concert or participation with them who receives actual notice of this Order, shall immediately CEASE AND DESIST in the State of Kansas from soliciting offers to purchase or making offers to sell, or effecting or transacting sales of securities, or the securities of any other person or issuer, or directly or indirectly aiding and assisting in the same or attempting to do the same, unless and until the Respondents refrain from all acts and practices which constitute violations or are about to constitute violations of the Kansas Uniform Securities Act.

Opportunity for Hearing

If the Respondents wish to contest the facts alleged above, the Respondents must file a request for hearing within thirty (30) days after service of this Order. The request for hearing must be in the manner and form prescribed by K.A.R. 81-11-5, and it must be

filed with the Office of the Securities Commissioner, 618 S. Kansas Ave., Topeka,

Kansas, 66603-3804. The request for hearing must be verified under oath by the

Respondents and, if the Respondents dispute any of the allegations of fact or law set forth

above, the Respondents shall specifically deny the allegations or they will be deemed

admitted. In addition, the Respondents may offer evidence and argument to mitigate the

alleged facts. If the allegations are properly disputed, a hearing officer will be appointed

and the matter will be set for hearing. If no request for hearing is filed within thirty-three

(33) days after the date of mailing shown on the Certificate of Service for this Order, the

Commissioner will issue a final Order without further proceedings.

The Office of the Securities Commissioner shall be represented in this matter by

Erin M. Hoestje, Associate General Counsel, 618 S. Kansas Ave., Topeka, Kansas,

66603, (785) 296-5215.

IT IS SO ORDERED BY THE COMMISSIONER this 30th day of March,

2010.

/s/ Steven C. Wassom_____

Steven C. Wassom

Interim Securities Commissioner

NOTICE:

(1) Pursuant to K.S.A. 17-12a508(a), any intentional violation of an order

issued under the Kansas Uniform Securities Act is a felony criminal offense.

(2) This decision may constitute final agency action that is subject to judicial

review. The agency officer to receive service of a petition for judicial review on behalf of the Office of the Kansas Securities Commissioner is Steven C. Wassom.

Interim Securities Commissioner, at 618 South Kansas Avenue, Topeka, Kansas, 66603.

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CERTIFICATE OF SERVICE

I hereby certify that on this 31st of March, 2010, a copy of the above <u>Cease and Desist Order</u> was sent via U.S. Mail, certified, return receipt requested, addressed to the following:

TNT Enterprises, Inc. 619 N. Main Hutchinson, KS 67501.

Todd Cleavenger

/s/ Erin M. Hoestje Erin M. Hoestje #22042 Associate General Counsel