STATE OF TENNESSEE
BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE

TENNESSEE SECURITIES DIVISION	)	
Petitioner,	)	
	)	**Order No. 13-002**
vs.	)	
	)	
WELLCITY, INCORPORATED,	)	
W1, LLC, WELLCITY FOUNDATION, INC.,	)	
GEORGE DAVID GEORGE,	)	
ROBERT F. BELLAMY,	)	
CHERYL BASSITT, JOE RISK, and	)	
CARL BROOKS	)	
Respondents.	)	

ORDER TO CEASE AND DESIST

This Order issues as the result of a Petition, and its Exhibits attached thereto, filed by the Tennessee Securities Division ("TSD") of the Department of Commerce and Insurance ("Department"). This Order is based upon the following Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

1. The Tennessee Securities Act of 1980, TENN. CODE ANN. §§ 48-1-101 to 48-1-201 (2012) ("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. § 48-1-115 (2012).

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 (2012).

3. Respondent WellCity, Incorporated ("WellCity") (Secretary of State Control No. 619055) is a Tennessee corporation with a current principal business address of 1242 Old Hillsboro Road, Franklin, Tennessee 37069. The Registered Agent for WellCity is Lance B. Mayes with a current mailing address of 1616 Westgate Circle, Brentwood, Tennessee 37027-8019.

4. Respondent W1, LLC ("W1") (Secretary of State Control No. 589029) was a Tennessee Limited Liability Company registered on October 23, 2008, with a former address of 7115 South Springs Drive, Franklin, Tennessee 37067. W1 is inactive, having been administratively dissolved on August 8, 2010.

5. Respondent WellCity Foundation, Inc. ("WC Foundation") (Secretary of State Control No. 659289) is a Tennessee corporation with a current principal business address of 1616 Westgate Circle, Suite 206, Brentwood, Tennessee 37027. The Registered Agent for WC Foundation is Lance B. Mayes with a current mailing address of 1616 Westgate Circle, Brentwood, Tennessee 37027-8019.

6. Respondent George David George, Sr. (a.k.a. George David George and David George) ("George"), President of WellCity, is a citizen and resident of the State of Tennessee, Williamson County, residing at 109 Cavalry Drive, Franklin, Tennessee 37064. At all relevant times, George was not registered as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative with the TSD.

7. Respondent Robert F. Bellamy ("Bellamy"), Secretary of WellCity, is a citizen and resident of the State of Tennessee, Williamson County, residing at 2004 Upland Drive, Franklin, Tennessee 37067. At all relevant times, Bellamy was not registered as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative with the TSD.

8. Respondent Cheryl Bassitt ("Bassitt"), Director of Business Development for WellCity, is a citizen and resident of the State of Ohio, residing simultaneously at 993 Medinah Terrace, Columbus, Ohio 43235 and 1301 Inglis Avenue, Columbus, Ohio 43212. At all relevant times, Bassitt was not registered as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative with the TSD.

9. Respondent Joe Risk ("Risk"), Vice President of Sales for WellCity, is a citizen and resident of the State of Nevada, residing at 20 Castle Creek Court, Las Vegas, Nevada 89148. At all relevant times, Risk was not registered as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative with the TSD.

10. Respondent Carl Brooks ("Brooks"), Consultant to the President of WellCity, is a citizen and resident of the State of Virginia, residing at 1905 S. Lynn Street, 701, Arlington, Virginia 22202. At all relevant times, Brooks was not registered as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative with the TSD.

11. At all relevant times, Respondents George, Bellamy, Bassitt, Risk and Brooks (collectively "Natural Person Respondents") conducted business through Respondents WellCity, W1 and WC Foundation (collectively "Business Respondents") (Natural Person Respondents and Business Respondents, collectively "Respondents").

12. Between January 31, 2011 and August 8, 2011, the Natural Person Respondents offered to sell or sold four (4) securities from or in Tennessee in the cumulative amount of at least two hundred thousand dollars ($200,000.00) to at least one (1) Georgia investor.

13. On or about October 2012, Respondents George and Bellamy offered to sell or sold at least one (1) security from or in Tennessee in the amount of sixty thousand dollars ($60,000.00) to at least one (1) Tennessee investor.

14. At all relevant times, the Natural Person Respondents were not registered with the TSD to offer to sell or to sell securities from or in Tennessee.

15. Between January 31, 2011 and August 8, 2011, the Respondents offered to sell or sold four (4) securities in Tennessee in the cumulative amount of at least two hundred thousand dollars ($200,000.00) to at least one (1) Georgia investor, and the proceeds of each of the sales were wired to a bank account in Tennessee under the name of Respondent W1.

16. The first security purchased in the transactions referred to in paragraph fifteen (15) was a promissory note between the investor, WellCity and George, with George pledging one hundred percent (100%) of his stock in WellCity and his personal assets as collateral for the loan.

17. The second security purchased was a promissory note between the investor, WellCity and George, with George pledging five percent (5%) of the preferred shares of WellCity as a guarantee for the interest and consulting fee on the loan.

18. The third security purchased was an investment contract between the investor and WellCity in which the investor was to receive five percent (5%) of the preferred shares of WellCity and WC Foundation, with George again signing a personal guarantee.

19. The fourth security purchased was an investment contract between the investor, WellCity, W1 and George, with George pledging all assets of W1, WellCity and his personal assets with a stated value as of August 7, 2011 of at least eight million dollars ($8,000,000.00).

20. As a result of these transactions, WellCity issued four (4) securities in Tennessee that were not registered with the TSD for sale in Tennessee, W1 issued one (1) security in

Tennessee that was not registered with the TSD for sale in Tennessee and WC Foundation issued one (1) security in Tennessee that was not registered with the TSD for sale in Tennessee.

21. On or about October 2012, a Tennessee investor met with Respondents George and Bellamy who offered to sell or sold him at least one (1) security in Tennessee in the form of shares in WellCity.

22. The security offered for sale in paragraph twenty-one (21) was stock in WellCity.

23. The loan agreements, investment contracts and shares of stock in WellCity, W1 and WC Foundation offered or sold by the Natural Person Respondents were not registered with the TSD for sale in Tennessee, were not the subjects of any exemption filings made with the TSD, were not exempted from the registration requirements of the Act and do not qualify as covered securities pursuant to the Act.

24. Respondent George did not disclose to the investors that he had three prior felony criminal convictions relating to: 1) one (1) count of felony worthless check in the amount of eighty-nine thousand five hundred dollars ($ 89,500.00) in 2003; 2) one (1) count each of willful failure to collect or pay over tax and theft or embezzlement from an employee benefit plan in 2001; and 3) two (2) counts of bank fraud in 2005.

25. Respondents have, as recently as October 2012, continued to offer to sell or to sell securities without the sellers or the securities being registered with the TSD.

CONCLUSIONS OF LAW

Respondents' Ongoing Unlawful Conduct Warrants the Issuance of an Order to Cease and Desist

26. The Commissioner finds that the TSD is authorized to bring this action based on her finding 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(a) and (b) (2012). In addition, the Commissioner has determined that prior notice of this Cease and Desist Order is not in the public interest and would be detrimental to the protection of investors. TENN. CODE ANN. § 48-1-116(e)(2)(A) (2012). Respondents' ongoing unlawful conduct necessitates an order to cease and desist all such unlawful activity to prevent the Respondents from continuing to sell unregistered securities while not being registered to offer to sell or to sell securities in Tennessee by simply changing the name or form of the offerings being made in order to hide the unlawful nature of their conduct.

27. The facts as stated demonstrate that Respondents, who are not registered with the TSD to offer to sell or to sell securities from or in Tennessee, are continuing to offer to sell or to sell securities in Tennessee that are not registered with the TSD for sale in Tennessee.

28. Respondents' continuing illegal conduct provides grounds under the TENN. CODE ANN. §§ 48-1-116(a) and 48-1-116(e)(2)(A) (2012) for the entry of an Order to Cease and Desist all securities activities.

Respondents Offered or Sold Securities Without Being Registered to Offer or Sell Securities From or In Tennessee

29. The facts as stated demonstrate that the Natural Person Respondents offered to sell or sold securities in Tennessee without being registered under the Act to offer to sell or to sell securities in Tennessee. 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 the Act. TENN. CODE ANN. § 48-1-109(a) (2012). In addition, it is unlawful for any

person to transact business from or in this state as an investment adviser or investment adviser representative unless such person is registered as an investment adviser or investment adviser representative under the Act. TENN. CODE ANN. § 48-1-109(c) (2012).

30. The Natural Person Respondents' offers to sell or sales of securities without being registered with the TSD to engage in the offering/selling of securities from, in or into Tennessee provides adequate grounds under TENN. CODE ANN. § 48-1-116(a) (2012) for the entry of an Order to Cease and Desist all securities activities.

Respondents Sold Unregistered Securities in Tennessee

31. The facts as stated demonstrate that Respondents sold securities in Tennessee that were not registered with the TSD to be sold in Tennessee. It is unlawful for any person to sell any security in this state unless it is registered under the Act, the security or transaction is exempted under the Act, or the security is a covered security. TENN. CODE ANN. §§ 48-1-102(17)(A) and 48-1-104(a) (2012).

32. Respondents' sales of unregistered securities provide grounds under TENN. CODE ANN. § 48-1-116(a) (2012) for the entry of an Order to Cease and Desist all securities activities.

George Engaged in Securities Fraud

33. The facts as stated demonstrate that George failed to disclose to the investors that he had three (3) previous felony criminal convictions relating to: a felony worthless check; willful failure to collect or pay over tax and theft or embezzlement from an employee benefit plan; and bank fraud. Pursuant to TENN. CODE ANN. § 48-1-121(a)(2) (2012),

> (a) [i]t is unlawful for any person, in connection with the offer, sale or purchase of any security within the State of Tennessee, directly or indirectly, to ... (2) [m]ake 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....

TENN. CODE ANN. § 48-1-121(a)(2) (2012).

34. George's failure to disclose his criminal convictions provides grounds under TENN. CODE ANN. § 48-1-116(a) (2012) for the entry of an Order to Cease and Desist all securities activities.

ORDER

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

1. Respondents **SHALL COMPLY** with the Act and all rules promulgated thereunder.

2. The Natural Person Respondents **SHALL CEASE AND DESIST** any further conduct as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative from or in the State of Tennessee until such time as he or she is effectively registered with the TSD to engage in such activity.

3. The Natural Person Respondents, Business Respondents and any successor entities **SHALL IMMEDIATELY CEASE AND DESIST** from the issuance, offer to sell, or sale of any security, including but not limited to, investment contracts, loan agreements, stock or any other investment interest or security in WellCity, W1, and WC Foundation, including any successor entities, to any "person", as that term is defined under the Act, until such time as any such security is: 1) deemed by the TSD to be registered with the TSD for sale in Tennessee; 2) is deemed by the TSD to be exempted from the registration provisions of the Act; or 3) is deemed

by the TSD to be a covered security, as that term is defined in the Act.

4. Respondent George **SHALL CEASE AND DESIST** any further conduct in violation of the Act's prohibition against engaging in securities fraud, including but not limited to, by failing to disclose material information to investors about his criminal convictions for bank fraud, embezzlement and felony worthless check or by 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.

5. All entities or persons in any way assisting, aiding, or helping the aforementioned Respondents in any of the aforementioned violations of the Act, **SHALL CEASE AND DESIST** all such activities in violation of the Act.

6. This Order to Cease and Desist is not intended to prohibit any lawful conduct in which Respondents might be engaged.

7. Entry of this Order to Cease and Desist shall not in any way restrict the TSD or the Commissioner of the Department from taking further action with respect to these or other possible violations of the Act, or any of the rules promulgated thereunder, by Respondents.

8. You are advised that you have the right to a hearing as to all matters raised in this Order to Cease and Desist. 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, 8TH FLOOR
500 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243

9. Such request must be received within thirty (30) days from the date of entry of this Order to Cease and Desist. This Order to Cease and Desist 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.

ENTERED this 14th day of June, 2013.

Julie Mix McPeak, Commissioner

APPROVED FOR ENTRY:

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

ISSUANCE REQUESTED BY:

Barbara A. Doak (BPR# 015802)
Chief Counsel for Securities
Department of Commerce and Insurance
Davy Crockett Tower
500 James Robertson Parkway
Nashville, Tennessee 37243