

**ADMINISTRATIVE PROCEEDING  
BEFORE THE  
SECURITIES COMMISSIONER OF MARYLAND**

IN THE MATTER OF:	*	
RODNEY INTERNATIONAL	*	
and		
<a href="http://www.rodneyinternational.com">www.rodneyinternational.com</a>	*	
and		Securities Docket No. 2008-0177
RUPERT CLEMENT RODNEY	*	
and		
ALEXANDER M. GITTENS,	*	
RESPONDENTS.	*	

\* \* \* \* \*

**FINAL ORDER TO CEASE AND DESIST**

WHEREAS, the Securities Division of the Office of the Attorney General of Maryland (the “Securities Division”), pursuant to the authority granted in Section 11-701 of the Maryland Securities Act, Md. Ann. Code, Corps. & Ass’ns, Sections 11-101 *et seq.* (2007 Repl. Vol. & Supp. 2009) (the “Act”), initiated an investigation into the activities of Rodney International, [www.rodneyinternational.com](http://www.rodneyinternational.com), Rupert Clement Rodney, and Alexander M. Gittens (collectively, the “Respondents”); and

WHEREAS, on the basis of that investigation the Maryland Securities Commissioner (the “Commissioner”) determined that Respondents had engaged and were about to engage in an act or practice constituting a violation of the registration provisions and the antifraud provisions of the Act; and

WHEREAS, the Commissioner issued a Summary Order To Cease And Desist (the “Summary Order”) to the Respondents, ordering each to cease and desist from soliciting investors in promissory notes or other investments pending a hearing in this matter, and to show cause why a fine should not be imposed and why they should not permanently be barred from engaging in the securities business; and

WHEREAS, the Summary Order gave each Respondent notice of the opportunity for a hearing in this matter, if requested in writing within fifteen days of service of that order, and gave notice that as to any Respondent not requesting a hearing a Final Order To Cease And Desist would be issued, imposing a bar from engaging in securities transactions on behalf of others and a monetary civil penalty; and

WHEREAS, none of the Respondents filed an Answer or requested a hearing;

NOW, THEREFORE, the Securities Commissioner finds that it is in the public interest to issue this Final Order, and THE SECURITIES COMMISSIONER FINDS, CONCLUDES AND ORDERS:

### **I. JURISDICTION**

1. The Securities Commissioner has jurisdiction in this proceeding and over the Respondents pursuant to section 11-701.1 of the Securities Act.

### **II. RESPONDENTS**

2. Rodney International, an entity of unknown corporate structure with addresses in Detroit and Toronto, at all relevant times operated a website soliciting investments in promissory notes.

3. Rupert Clement Rodney (“Rupert Rodney”) is the administrative and technical contact for that website, [www.rodneyinternational.com](http://www.rodneyinternational.com). A domain registration search for “Rodney International” lists an address of Centre-Ville, Toronto, Ontario M5V3G5, Canada.

4. Alexander M. Gittens (“Gittens”) is listed on the website for Rodney International as a “Senior Investment Officer.”

### **III. STATEMENT OF FACTS**

5. In March 2008, Frank Barlow, an investigator for the Securities Division, undertook an investigation into the investment opportunities offered by Rodney International on its website.

6. Barlow found that Rodney International offered a number of different investment vehicles offering above-market rates of interest: an interest rate of 14.25% per year on an investment of \$10,000, and progressively higher interest rates for higher investment amounts, up to 24% per year on an investment of \$1,000,000.

7. Barlow sent an inquiry to "[alexander.gittens@rodneyinternational.com](mailto:alexander.gittens@rodneyinternational.com)." and received a reply from "Alexander M. Gittens, B.Comm., MBA, Senior Investment Officer, Rodney International." Attached to the reply e-mail were several investment solicitation documents.

8. A "Confidential Project Memorandum & Investment Agreement" describes the investment as a "private offering of these promissory notes..." and adds "[N]o securities commission or similar regulatory authority has passed on the merits of the notes offered..." Additionally, the memorandum states "[T]hese promissory notes are not securities and have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state..."

9. An "Investment Application" asks for basic information from the investor, as well as the amount of money being invested, and sets out the term and interest rate offered.

10. A "Simple Investing Checklist" provides instructions for the potential investor to prepare a bank draft to be sent to Rodney to make the investment.

11. The "Now What Do I Do?" document provides instructions for the investor to help Rodney track the investment package once sent by the investor. The document also provides for the investor to receive a "finder's fee" for referring new investors to Rodney.

12. Barlow sent a follow-up e-mail to Rodney International requesting information on how to make an investment by wire transfer. He received a reply from Gittens that same day with information on an account in the name of "Rodney International," with name and address of the bank, along with the account number and branch transit number, for a wire transfer. The reply also gave an address for Rodney International (Canada), in Windsor, Ontario.

13. A few days later, Barlow received an e-mail from Gittens inquiring about the status of Barlow's investment with Rodney International.

14. The Securities Division's records do not reflect any registration in Maryland for a person named Rupert Clement Rodney as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative, or issuer agent.

15. The Securities Division's records do not reflect any registration in Maryland for a person named Alexander M. Gittens as a broker-dealer, broker-dealer agent, investment adviser or investment adviser representative, or issuer agent.

16. The Securities Division's records do not reflect any registration in Maryland for "Rodney International" or "www.rodneyminternational.com" as a broker-dealer or investment adviser.

17. The Securities Division has no record of an application for securities registration or claim of securities exemption or preemption as a federal covered security under the name "Rodney International" or "www.rodneyminternational.com."

18. Neither Rodney International nor anyone associated with Rodney International provided investors with disclosures regarding the company, its officers, the specific nature of the investments, the source of profits, or the risks relating to the investment programs offered by Rodney International.

#### **IV. CONCLUSIONS OF LAW**

19. Respondents violated section 11-501 of the Securities Act by offering or selling unregistered securities in Maryland in the form of promissory notes, for which no claim of preemption or exemption has been filed.

20. Respondents violated section 11-401(a) of the Securities Act by transacting business in the offer or sale of securities in Maryland as a broker-dealer or securities agent, without being registered pursuant to the Securities Act.

21. Respondents violated section 11-402(a) of the Act by employing unregistered agents for the offer or sale of securities in Maryland.

22. Respondents violated section 11-301 of the Securities Act by making material omissions and misrepresentations in connection with the offer or sale of securities.

## **V. SANCTIONS**

### **IT IS HEREBY ORDERED THAT:**

23. Respondents, and each of them, their employees, agents, and all persons acting under their control, permanently cease and desist from offering or selling securities, in or from Maryland, in violation of the Securities Act, from offering and selling any securities whether registered or exempt from registration, and from engaging in any transaction exempted under the Act; and that

24. Respondents are permanently barred from engaging in the securities business in Maryland for or on behalf of others, or from acting as a principal or consultant in any entity so engaged; and that

25. Respondents, jointly and severally, are assessed a civil monetary penalty of \$20,000 for violations of the Securities Act pursuant to section 11-701.1(b) of the Act, payable by certified check to the Office of the Attorney General.

## **VI. JURISDICTION RETAINED**

26. Jurisdiction is retained by the Securities Commissioner for the purpose of enabling any party to this Order to apply for such further orders and directions as may be necessary or appropriate for the construction or enforcement of this Order.

## **VII. NOTICE OF APPEAL RIGHTS**

27. Pursuant to the Code of Maryland Regulations, COMAR 02.02.06.24, each Respondent has

