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### State Securities Board

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JACK D. LADD  
MEMBER

### SSB Docket No. 02-27

IN THE MATTER OF  
RANDAL FLOYD; TRINITY CAPITAL  
GROUP; VISIONS REHAB, LLC

§  
§  
§  
§

Order No. CDO-1472

TO: Visions Rehab, LLC  
18110 Midway Road  
Dallas, Texas 75287

Randal Floyd  
18110 Midway Road  
Dallas, Texas 75287

Trinity Capital Group  
18110 Midway Road  
Dallas, Texas 75287

### EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Deputy Securities Commissioner of the State of Texas ("Deputy Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2002) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("SSB") has presented evidence sufficient for the Deputy Securities Commissioner to find that:

### FINDINGS OF FACT

1. Visions Rehab, LLC ("Visions") is a limited liability company located at 18110 Midway Road, Dallas, Texas 75287. Visions is registered with the Texas Secretary of State with an original filing date of November 19, 2001.
2. Trinity Capital Group ("Trinity") is a company located at 18110 Midway Road, Dallas, Texas 75287 with phone numbers of (972) 818-5522 and (972) 818-5533 and formerly a phone number of (214) 219-3267. No record of Trinity is on file with the Texas Secretary of State.
3. Randal Floyd ("Floyd") is the owner of Trinity and a co-founder of Visions with an address and phone number the same as Trinity's above.

3. Randal Floyd ("Floyd") is the owner of Trinity and a co-founder of Visions with an address and phone number the same as Trinity's above.
4. Floyd and Trinity ran an advertisement in the Dallas Morning News in or about May and June 2002 stating "Earn 5% Monthly Factoring Receivables Local DFW Companies 214-219-3267". This same ad also ran in the Dallas Morning News in or about July 2002, but with the new phone numbers 972-818-5522 and 972-818-5533.
5. In or about May 2002, a Texas resident ("Prospect") responding to the above advertisement was offered by Floyd and Trinity, via phone communications and mailed offering documents, securities in the form of debentures and shares in Visions. The terms of the investment described are as follows:

Invest \$6,000 in a 180 day debenture earning 5% a month

Receive \$7,800 (\$6,000 principal, \$1800 interest) in 180 days and receive 1 series A Membership Share which equals a 1% interest in Visions
6. One of the documents received by Prospect is a Private Placement Memorandum that contains a section titled "Exhibit A Regulation D Filing" that contains a copy of some of the Regulation D Rules from the Securities and Exchange Commission ("SEC") and a filled out Form D for Visions dated January 23, 2002 that claims a Rule 506 exemption. This form claims that as of that date, January 23, 2002, Visions had one Texas investor who was accredited and had invested \$3,000.
7. No Regulation D filing for Visions had been received by the SEC as of July 31, 2002.
8. No Regulation D notice filing has been received by the SSB for Visions.
9. The shares or debentures have not been registered by qualification, notification or coordination and no permit has been granted for the sale of the shares or debentures in Texas by the Texas Securities Commissioner.
10. For the period from November 1, 1996, to the present, Floyd has not been registered to sell securities or render investment advice in the State of Texas.
11. Floyd pled no contest to securities fraud violations in 1994 and was placed on probation for 10 years with deferred adjudication. This fact was disclosed in the Private Placement Memorandum and one of the phone communications.

#### CONCLUSIONS OF LAW

1. The above-referenced shares or debentures are "securities" as that term is defined in Section 4.A of the Texas Securities Act.
2. The above-referenced communications and documents constitute the offer for sale of securities in Texas as the term "offer for sale" is defined in Section 4.E of the Texas Securities Act.

3. Respondents violated Section 7 of the Texas Securities Act by engaging in the offer of the above-described securities without the securities being registered with the Securities Commissioner.
4. Respondents are acting as “dealer”s or “agent”s as those terms are defined in Section 4.C and 4.D of the Texas Securities Act.
5. Respondents violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
6. Respondents have made offers of securities in Texas that are materially misleading or otherwise likely to deceive the public through failing to disclose in the above-referenced phone calls or offering documents the information contained in Findings of Fact 7 and 8.
7. Respondents’ conduct, acts and practices threaten immediate and irreparable harm to the public.
8. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

#### ORDER

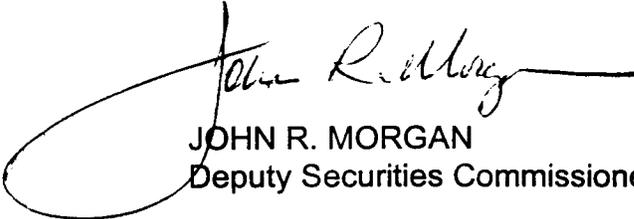
1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents of a dealer until they are registered or an available exemption from registration is utilized.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities to Texas residents until the securities have been registered with the Securities Commissioner or an available exemption from registration is utilized.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities to Texas residents through the use of fraud or through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

#### NOTICE

Under Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served. The request for a hearing must be in writing, directed to the Securities Commissioner, stating the grounds for the request to set aside or modify the order. Failure to request a hearing will result in the order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000 or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Deputy Securities Commissioner this 17<sup>th</sup> day of September, 2002.



JOHN R. MORGAN  
Deputy Securities Commissioner