BEFORE THE SECURITIES COMMISSIONER

STATE OF COLORADO

Case No. XY 14 - CD - 09

CONSENT CEASE AND DESIST ORDER CONCERNING WORLD CAPITAL MARKETS, INC., WCM777, INC. AND MING XU

IN THE MATTER OF WORLD CAPITAL MARKETS, INC, WCM777, INC. AND MING XU

THIS MATTER is before Gerald Rome, Acting Securities Commissioner for the State of Colorado, on the Stipulation for Consent Cease and Desist Order Concerning Respondents World Capital Markets, Inc., WCM777, Inc. and Ming Xu ("Respondents"). After reviewing the Stipulation, and the grounds therein, and further being fully advised in the premises, the Securities Commissioner makes the following Findings and enters the Order as hereinafter set forth:

FINDINGS

1. The Securities Commissioner (the "Commissioner") has jurisdiction over the Respondent and this matter pursuant to the provisions of the Colorado Securities Act, §§ 11-51-101 through 803, C.R.S. (the "Act").

2. By entering into the Stipulation for this Consent Cease and Desist Order, the Respondents have waived their rights to notice and a hearing on the allegations against them pursuant to§ 11-51-606(1.5), C.R.S. and §§24-4-104 and 105; the right to be represented at such hearing by counsel chosen and retained by them; the right to present a defense, oral and documentary evidence and to cross-examine witnesses at such hearing; and the right to seek judicial review of this Consent Order entered pursuant to the Stipulation.

3. The Commissioner acknowledges that by entering into the Stipulation, the Respondents neither admit nor deny that the allegations or matters set forth in the Stipulation are true.

4. The Respondents have waived the findings required by § 11-51-606(1.5)(d)(IV), C.R.S.; and, pursuant to § 11-51-704(2), C.R.S., the entry of this Consent Order is necessary and appropriate in the public interest and is consistent with the purposes and provisions of the Act.

ORDER

NOW, THEREFORE, on the basis of the foregoing, it is hereby ORDERED as follows:

1. The Respondents, their officers, directors, agents, employees and servants, as may be, any person who, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under the common control with the Respondents, who receive actual notice of this Order by personal service or otherwise, are hereby immediately and permanently ordered to cease and desist from engaging in any of the following acts:

   a. Offering or selling unregistered securities in or from the State of Colorado in violation of §§ 11-51-301, C.R.S., *et seq.*, or
   b. Offering to sell or selling any security in or from the State of Colorado unless the Respondent is in compliance with the provisions of §§ 11-51-301, 401, and 501 C.R.S., or
   c. Otherwise engaging in conduct in violation of any provision of the Colorado Securities Act, §§ 11-51-101 C.R.S., *et seq*.

2. The provisions of the Stipulation are incorporated into and made a part of this Consent Cease and Desist Order.

3. The Commissioner shall retain jurisdiction over this action to ensure the compliance by the Respondents with this Order, and reserves the power to enter additional orders to effectuate and to ensure the compliance by the Respondents with this Order.

4. In the event the Staff commences an action against the Respondents for an alleged violation of this Consent Cease and Desist Order, then this Consent Cease and Desist Order, the Stipulation for Consent Cease and Desist Order, and the factual basis of this proceeding shall be admissible in any such action.

GERALD ROME
Acting Securities Commissioner

1/21/14
Date

Exhibit A