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DEPUTY SECURITIES COMMISSIONER

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Texas State Securities Board

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IN THE MATTER OF	§	
E-ESTATE GROUP INC.,	§	
BRANDON STEPHENSON, MIKE	§	**Order No. ENF-26-CDO-1896**
HAMILTON, KAROLL PETERSON,	§	
AND DARRELL PORTER	§	

TO: E-Estate Group Inc.
42 Broadway, 12th Floor
New York, NY 10004

Karoll Peterson
42 Broadway, 12th Floor
New York, NY 10004

Brandon Stephenson
42 Broadway, 12th Floor
New York, NY 10004

Darrell Porter
4003 Aransas Drive
Belton, TX 76513

Mike Hamilton
42 Broadway, 12th Floor
New York, NY 10004

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Deputy Securities Commissioner of the State of Texas of an EMERGENCY CEASE AND DESIST ORDER pursuant to section 4007.104 of The Securities Act, Tex. Gov't Code Ann. §§ 4001.001-4008.105 ("The Securities Act or Act").

FINDINGS OF FACT

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

SUMMARY

E-Estate Group Inc. ("Respondent E-Estate") and its principals, Brandon Stephenson ("Respondent Stephenson"), Mike Hamilton ("Respondent Hamilton"), and Karoll Peterson ("Respondent Peterson"), are illegally offering unregistered, fraudulent real estate investments to Texans through a multi-level marketing ("MLM") network of sales agents, including at least one unregistered, Texas sales agent, Darrell Porter ("Respondent Porter"). As described herein, Respondents' conduct and Respondent E-

Estate's fraudulent securities offering threatens immediate and irreparable harm to the public.

THE E-ESTATE TOKENIZED REAL ESTATE SECURITIES OFFERING

1. Respondents are offering real estate investments issued by Respondent E-Estate that provide lifetime passive income to Texans. The passive income promised by Respondent E-Estate purportedly comes from rental profits tied to physical real estate.

2. Respondent E-Estate is not registered with the Texas Secretary of State or authorized to transact business in Texas; these real estate investments are not registered with the Securities Commissioner; and no permit has been granted for their sale in Texas.

3. Respondent E-Estate operates an internet website accessible by the public at https://www.e-estate.co ("E-Estate Website"). Respondents use this website to market Respondent E-Estate's real estate investments and recruit sales agents. In addition to the E-Estate Website, Respondent E-Estate also markets its real estate investments through content accessible to the public posted on their YouTube channel (@e-estate-co), their TikTok account (@e_estate_co), their Telegram account (@official_e_estate), their X account (@e_estate_co), and their CoinMarketCap account (@e_estate).

4. To purchase these real estate investments, investors must first purchase digital assets called EST Tokens utilizing the Binance blockchain. Investors can then use Respondent E-Estate's platform and E-Wallet accessible through the E-Estate Website to purchase Respondent E-Estate's real estate investments using these EST Tokens.

5. Specifically, investors purchasing these tokenized real estate investments must (1) create an account on the E-Estate platform, (2) choose a property or properties, and (3) purchase EST Tokens to exchange for purported fractional ownership in their chosen properties. Through this process, each investor is purportedly linked to a specific real estate asset within E-Estate's inventory through the EST Tokens.

6. Respondents are offering Respondent E-Estate's tokenized real estate investments to individual investors who cannot afford to purchase traditional real estate investments by accepting as little as $10.00 for an initial investment.

7. Respondent E-Estate promises investors profits derived from the efforts of Respondent E-Estate and their alleged asset management partners like Eli Property Company, Inc. aka Eli Property Group Inc. ("EPG"). These profits are purportedly paid in two phases. The first eighteen months of returns are described as the first phase or active phase generating higher distributions consisting of daily payments of 0.41% to 1.00%. The second phase or passive phase is described as

a long-term phase where investors receive a fixed annual income of 10.00%, paid twice per year.

8. Returns are purportedly generated by income from the real estate assets in Respondent E-Estate's inventory of properties. Revenue is purportedly generated through active occupancy management also described as rental income.

9. Respondent E-Estate purportedly partners with EPG, one of their asset management partners responsible for real estate acquisition, ownership structuring, leasing, development, and asset operations.

10. Respondent E-Estate promises secure and stable, passive income based on its ability to provide legal verification and expert evaluations of the real property in their inventory guaranteeing capital protection.

E-ESTATE'S LAKE HOUSE PROPERTY OFFERING

11. One of the properties available in Respondent E-Estate's inventory for investors to choose is described as the Lake House located in Lakeside, Oregon. The Lake House requires a minimum investment of $250.00 and purportedly earns an average profit of $1.14 per day or $23.94 per month. Respondent E-Estate's Tokenized Property Disclosure & Asset Report for the Lake House identifies the property with pictures, an approximate address, and a property description of the acreage and improvements. Respondents are representing that EPG serves as the controlling entity overseeing property operations for this Lake House.

E-ESTATE'S MLM NETWORK OF SALES AGENTS

12. Respondent E-Estate incentivizes and compensates sales agents to offer and sell its tokenized real estate investments using a MLM commission and bonus structure.

13. Specifically, Respondent E-Estate pays sales agents a six percent (6%) deal commission on direct, personal sales of tokenized real estate and a one-to-two percent (1% to 2%) deal commission on sales made by downline sales agents in the agent's network depending on the downline sales agent's level in the MLM structure. Respondent E-Estate also pays sales agents a five percent (5%) profit commission from all income generated by their direct clients and a one-to-two percent (1% to 2%) profit commission on income generated by their downline agents' clients depending on the downline agent's level in the MLM structure.

14. The E-Estate Website features eight sales agents, including Respondents Peterson and Porter, boasting total agent sales in excess of $15.8 million and commissions earned in excess of $558,000.00.

15. Respondent Porter is a Texas resident and is offering and selling Respondent E-Estate's tokenized real estate investments without being registered with the Securities Commissioner as a dealer or agent. The E-Estate Website boasts Respondent Porter has over eight hundred (800) clients, total agent sales of over $930,000.00, and received over $28,900.00 in sales commissions.

16. In addition to regular webinars accessible to the public on Respondent Porter's YouTube channel (@KingdomWealthCoach), Respondent Porter has participated in live, in-person meetings, described as the "2026 10-City Real Estate Tokenization Tour" presented by Respondent E-Estate to offer and sell Respondent E-Estate's tokenized real estate investments and recruit sales agents. Specifically, Respondent Porter appeared at the Houston, Texas event held on April 25, 2026, and has plans to appear at a similar event scheduled to be held in Dallas, Texas, on December 5, 2026.

17. At this in-person Houston, Texas event, Respondent Stephenson appeared via video, a copy of which is accessible to the public on Respondent E-Estate's YouTube channel, welcoming prospective investors and sales agents to the event and introducing Respondent E-Estate's tokenized real estate investment offering.

E-ESTATE'S LEADERSHIP TEAM

18. Respondent E-Estate is led by co-founders Respondent Stephenson and Respondent Hamilton and its Head of Agents, Respondent Peterson. Respondent Stephenson also acts as its CEO. Additionally, Respondent Hamilton is owner of EPG, Respondent E-Estate's partner responsible for property management of Respondent E-Estate's inventory properties.

REGISTRATION VIOLATIONS

19. On April 16, 2026, Respondent Stephenson filed a Form D with the Securities and Exchange Commission claiming exemption from securities registration requirements under rule 506(c) for Respondent E-Estate. However, Respondent E-Estate's tokenized real estate investments have not been registered by qualification, notification or coordination, and no permit has been granted for their sale in Texas.

20. Additionally, Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.

FRAUD IN CONNECTION WITH E-ESTATE'S LAKE HOUSE PROPERTY

21. In connection with the offer and sale of Respondent E-Estate's tokenized real estate investments, Respondents E-Estate, Stephenson, Hamilton, and Peterson are intentionally failing to disclose the following material facts:

a. Respondent E-Estate and its partner EPG do not have a right to receive any income or profits from the Lake House property located in Lakeside, Oregon, represented to be in its inventory, and neither do any agents or other partners of Respondent E-Estate; and

b. Respondent E-Estate and its partner EPG do not own or have any management rights related to the Lake House property located in Lakeside, Oregon, represented to be in its inventory, and neither do any agents or partners of Respondent E-Estate.

22. Additionally, in connection with the offer and sale of Respondent E-Estate's tokenized real estate investments, Respondents E-Estate, Stephenson, Hamilton, and Peterson are misrepresenting the following relevant facts:

a. EPG serves as the controlling entity overseeing property operations for the Lake House property in Respondent E-Estate's inventory of properties;

b. EST tokens are backed by physical properties; and

c. Respondent E-Estate provides legal verification and expert evaluation of the real property in their inventory guaranteeing capital protection.

MATERIALLY MISLEADING AND DECEPTIVE PRACTICES USED IN CONNECTION WITH E-ESTATE'S TOKENIZED REAL ESTATE INVESTMENT OFFERING

23. As described herein, in connection with the offer and sale of Respondent E-Estate's tokenized real estate investments, Respondents are promising investors lifetime passive income from profits derived from Respondent E-Estate's business operations related to management of its inventory of properties as well as guaranteeing capital protection through its ability to provide legal verification and expert evaluation of the physical properties in Respondent E-Estate's inventory. These statements are materially misleading or otherwise likely to deceive the public because of the following:

a. Respondent E-Estate and its partner EPG do not have a right to receive any income or profits from the Lake House property located in Lakeside, Oregon, represented to be in its inventory, and neither do any agents or other partners of Respondent E-Estate; and

b. Respondent E-Estate and its partner EPG do not own or have any management rights related to the Lake House property located in Lakeside, Oregon, represented to be in its inventory, and neither do any agents or other partners of Respondent E-Estate.

24. Additionally, in connection with the offer and sale of Respondent E-Estate's tokenized real estate investments, Respondents are representing this offering is

compliant with relevant legal requirements. These statements are materially misleading or otherwise likely to deceive the public because of the following:

a. Respondent E-Estate is not registered with the Texas Secretary of State or authorized to transact business in Texas;

b. Respondent E-Estate is not in compliance with Texas Securities laws and regulations as it has not notice-filed its SEC Form D claim of exemption with the Securities commissioner nor paid the required fee;

c. Respondent E-Estate's tokenized real estate investments have not been registered with the Securities Commissioner and no permit has been granted for their sale in Texas;

d. Respondent E-Estate's tokenized real estate investment offering does not comply with the requirements of Respondent E-Estate's claimed SEC Rule 506(c) exemption in that its offering is being marketed to non-accredited investors and no steps are being taken in its online marketing to inform the public the offering is restricted to accredited investors; and

e. Respondent E-Estate is offering to pay and paying commissions to unregistered dealers and agents to sell their tokenized real estate investments in violation of The Securities Act.

FRAUD AND E-ESTATE'S PROMISES OF LIFETIME PASSIVE INCOME

25. In connection with the offer and sale of Respondent E-Estate's tokenized real estate investments, Respondents are intentionally failing to disclose material facts about Respondent E-Estate's assets, liabilities, capitalization, and financial statements that would allow investors to assess its profitability and stability.

PORTER'S PRIOR ORDER AND CONTINUED VIOLATIONS OF THE LAW

26. In connection with the offer and sale of Respondent E-Estate's tokenized real estate investments, Respondent Porter is intentionally failing to disclose the following material facts:

a. Respondent Porter was a Respondent of Emergency Cease and Desist Order Number ENF-24-CDO-1886 entered by the Securities Commissioner on October 10, 2024, against Trage Technologies Limited, Porter's company, Kingdom Wealth Group LLC aka Kingdom Wealth Creators LLC, Respondent Porter, and others;

b. The Securities Commissioner found Respondent Porter and his company, Kingdom Wealth Group LLC aka Kingdom Wealth Creators LLC, acting as agents of Trage Technologies, offered unregistered securities and were not

registered as dealers or agents in Texas in violation of Sections 4003.001 and 4004.051 of The Securities Act. The Securities Commissioner further concluded Respondent Porter engaged in fraud in connection with this Trage Technologies securities offering;

c. The Securities Commissioner ordered Respondent Porter and other named parties to immediately cease and desist from offering any security for sale in Texas until the security was registered in Texas or otherwise exempt from registration under The Securities Act. Respondent Porter was further ordered to cease and desist from acting as a securities dealer, agent, investment adviser, or investment adviser representative until he was registered with the Securities Commissioner or pursuant to an exemption from registration under The Securities Act;

d. Because Respondent Porter failed to contest this Order, the Order became final and unappealable; and

e. Respondent Porter is violating this previous Order by continuing to offer and sell unregistered securities in Texas as an unregistered dealer in violation of The Securities Act.

CONCLUSIONS OF LAW

1. Respondent E-Estate's tokenized real estate investments are securities as that term is defined in Section 4001.068 of The Securities Act.

2. Respondents are violating Section 4003.001 of The Securities Act by offering securities for sale in Texas at a time when the securities are not registered with or permitted by the Securities Commissioner.

3. Respondents are violating section 4004.051 of The Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 4004.051 of The Securities Act.

4. Respondents are engaging in fraud in connection with the offer for sale and sale of securities.

5. Respondents are making statements that are materially misleading or otherwise likely to deceive the public.

6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.

7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 4007.104 of The Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under The Securities Act.

2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers, agents, investment advisers, or investment adviser representatives in Texas until they are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.

3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.

4. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Pursuant to Section 4007.104 of The Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state 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 nonappealable.

You are advised under Section 4007.206 of The Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 4007.104 of The Securities Act is a criminal offense classified as a felony of the third degree and punishable by a fine of not more than $10,000.00, imprisonment in the Texas Department of Criminal Justice for two to ten years, or both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 1st day of June, 2026.

Cristi R. Ochoa

Cristi Ramón Ochoas
Deputy Securities Commissioner

SERVICE OF PROCESS

The Enforcement Division is serving the following respondents pursuant to Section 4007.104(b)(1) of The Securities Act and Board Rule 105.6(b)(1) via certified mail, return receipt requested to the respondent's last known address as follows:

1. **E-Estate Group Inc.** at 42 Broadway, 12th Floor New York, NY 10004 and at c/o Gerli & Co., P.O. Box 0831-2482, 0801 Panama City, PANAMA.

2. **Brandon Stephenson** at 42 Broadway, 12th Floor New York, NY 10004; at c/o Gerli & Co., P.O. Box 0831-2482, 0801 Panama City, PANAMA; and at 10 Hugo Avenue, Hout Bay, Cape Town 7806, SOUTH AFRICA.

3. **Mike Hamilton** at 42 Broadway, 12th Floor New York, NY 10004; at c/o Gerli & Co., P.O. Box 0831-2482, 0801 Panama City, PANAMA; and at 59 Stewart Place, Sandhurst, Johannesburg 2196, SOUTH AFRICA.

4. **Karoll Peterson** at 42 Broadway, 12th Floor New York, NY 10004; at c/o Gerli & Co., P.O. Box 0831-2482, 0801 Panama City, PANAMA; and at 24 Kenilworth Road, 2 Bryn Merlin, Cape Town 7708, SOUTH AFRICA.

5. **Darrell Porter** at 4003 Aransas Drive, Belton, Texas 76513-7681.