

II. RESPONDENTS

2. Respondent Brooks is a South Carolina resident with a last known address of 136 Saddlebrooke Road, Lexington, South Carolina 29072.
3. Respondent Brooks Communications is a South Carolina company with a last known address of 136 Saddlebrooke Road, Lexington, South Carolina 29072.
4. Respondent Brooks Communications was formed on or about March 4, 2010.
5. At all times relevant to this Order, Respondent Brooks was the owner and chief control person of Respondent Brooks Communications.

III. FINDINGS OF FACT

6. In or about June 2015, the Respondents approached a South Carolina resident (the “Investor”) about a possible investment opportunity with the Respondents.
7. In connection with offering the investment opportunity, the Respondents provided the Investor with a business plan (the “Development Business Plan”).
8. The Development Business Plan described Brooks Communications as an experienced team of architects, attorneys, engineers, and individuals with over one hundred (100) combined years of involvement with a large supermarket chain and as having over thirty (30) combined years of employment experience within the supermarket chain.
9. The Development Business Plan further claimed that Brooks Communications’ team would expand upon its previous supermarket site selection service work by beginning to develop supermarket-anchored shopping centers.
10. In order to fund the shopping centers detailed in the Development Business Plan, the Respondents solicited the Investor to invest four thousand dollars (\$4,000).
11. In connection with soliciting the Investor’s investment, the Respondents provided the Investor with a promissory note promising a return of fifty percent (50%), due and

payable within forty-five (45) days of the date of the note.

12. Based upon the Respondents' representations, on or about June 17, 2015, the Investor invested four thousand dollars (\$4,000) with the Respondents.
13. Contrary to the Respondents' representations, Respondent Brooks Communications did not consist of a team of architects, attorneys, engineers, and other individuals with over one hundred (100) combined years of experience with a large supermarket chain.
14. Contrary to the Respondents' representations, Respondent Brooks Communications' team did not possess over thirty (30) combined years of employment experience with a large supermarket chain.
15. Contrary to the Respondents' representations, Respondent Brooks Communications had performed no substantial supermarket site selection work prior to the Respondents' soliciting the Investor.
16. Contrary to the Respondents' representations, the Investor did not receive a fifty-percent (50%) return on his investment.
17. Contrary to the Respondents' representations, the Respondents did not repay the Investor within forty-five (45) days of the date of the promissory note.
18. Respondent Brooks represented Respondent Brooks Communications in effecting or attempting to effect the above transaction in securities.
19. At no time relevant to the events stated herein was Respondent Brooks Communications registered with the Division as a broker-dealer, and no exemption from registration has been claimed by Respondent Brooks Communications.
20. At no time relevant to the events stated herein was Respondent Brooks registered with the Division as an agent, and no exemption from registration has been claimed by Respondent Brooks.

21. At no time relevant to the events stated herein was the security at issue registered with the Division or a federal covered security, and no exemption from registration has been claimed by the Respondents.

IV. CONCLUSIONS OF LAW

22. The South Carolina Uniform Securities Act of 2005, S.C. Code Ann. § 35-1-101, *et seq.*, governs the offer and sale of securities in this State.
23. Pursuant to S.C. Code Ann. § 35-1-102(29), notes, stock, and certificates of interest or participation in profit-sharing agreements, *inter alia*, constitute securities.
24. Pursuant to S.C. Code Ann. § 35-1-301, it is unlawful for a person to offer or sell a security in this State unless that security is a federal covered security, exempt from registration, or registered.
25. Pursuant to S.C. Code Ann. § 35-1-102(2), an “agent” includes an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities.
26. Pursuant to S.C. Code Ann. § 35-1-102(4), a “broker-dealer” includes a person engaged in the business of effecting transactions in securities for the account of others or for the person's own account.
27. Pursuant to S.C. Code Ann. § 35-1-401(a), it is unlawful for an individual to transact business in this State as a broker-dealer unless that individual is registered or exempt from registration.
28. Pursuant to S.C. Code Ann. § 35-1-402(a), it is unlawful for an individual to transact business in this State as an agent unless that individual is registered or exempt from registration.
29. Pursuant to S.C. Code Ann. § 35-1-402(d), it is unlawful for a broker-dealer to employ or

associate with an agent who transacts business on behalf of a broker-dealer while that agent is not registered.

30. Pursuant to S.C. Code Ann. § 35-1-501, it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly (1) to employ a device, scheme, or artifice to defraud; (2) to make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (3) to engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.
31. The promissory note offered and sold by the Respondents constitutes a security as defined by the Act.
32. The security offered and sold by the Respondents was offered and sold in violation of S.C. Code Ann. § 35-1-301.
33. Respondent Brooks Communications, on at least one occasion, transacted business in this State as an unregistered broker-dealer.
34. Respondent Brooks, on at least one occasion, transacted business in this State as an unregistered agent.
35. Respondent Brooks Communications, on at least one occasion, employed or associated with an unregistered agent who transacted business on behalf of Brooks Communications while that agent was not registered.
36. The Respondents, on at least one occasion and in connection with the offer, sale, or purchase of a security, directly or indirectly (1) employed a device, scheme, or artifice to defraud; (2) made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under

which they were made, not misleading; or (3) engaged in an act, practice, or course of business that operated or would operate as a fraud or deceit upon another person, in violation of S.C. Code Ann. § 35-1-501.

37. It is in the public interest, for the protection of investors, and consistent with the purposes of the Act that the Respondents be ordered to cease and desist from engaging in the above-enumerated practices, which constitute violations of the Act and pay an appropriate civil penalty for their wrongdoing.

V. CEASE AND DESIST ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. Respondent Brooks Communications, LLC and every successor, affiliate, control person, agent, servant, and employee of Brooks Communications, LLC and every entity owned, operated, or indirectly or directly controlled by or on behalf of Brooks Communications, LLC **CEASE AND DESIST** from transacting business in this State in violation of the Act, in particular, §§ 35-1-301, 35-1-401(a), 35-1-402(d), and 35-1-501 thereof;
- b. Respondent Michael Brooks **CEASE AND DESIST** from transacting business in this State in violation of the Act, in particular, §§ 35-1-301, 35-1-402(a), and 35-1-501 thereof;
- c. Respondent Brooks Communications, LLC pay a civil penalty in the amount of forty thousand dollars (\$40,000) if this Order becomes effective by operation of law, or, if Brooks Communications, LLC seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed \$10,000 for each violation of the Act by Brooks Communications, LLC and the actual cost of investigation or proceeding;

and

- d. Respondent Michael Brooks pay a civil penalty in the amount of thirty thousand dollars (\$30,000) if this Order becomes effective by operation of law, or, if Brooks seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed \$10,000 for each violation of the Act by Brooks, and the actual cost of investigation or proceeding.

IT IS FURTHER ORDERED that, pursuant to S.C. Code Ann. §§ 35-1-604(a)(2) and (3), any exemption from registration with the Division upon which the Respondents may claim to rely under S.C. Code Ann. §§ 35-1-201(3)(C), (7), or (8); 35-1-202; 35-1-401(b)(1)(D) or (F); or 35-1-403(b)(1)(C), has been and is **PERMANENTLY REVOKED**.

VI. REQUIREMENT OF ANSWER AND NOTICE OF OPPORTUNITY FOR HEARING

Each Respondent is hereby notified that it has the right to a hearing on the matters contained herein. To schedule such a hearing, a Respondent must file with the Securities Division, Post Office Box 11549, Rembert C. Dennis Building, Columbia, South Carolina, 29211-1549, attention: Thresechia Navarro, within thirty (30) days after the date of service of this Order to Cease and Desist, a written Answer specifically requesting a hearing. If a Respondent requests a hearing, the Division, within fifteen (15) days after receipt of a request in a record from the Respondent, will schedule the hearing for that Respondent.

In the written Answer, the Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation in this Order, shall set forth specific facts on which the Respondent relies, and shall set forth concisely the matters of law and affirmative defenses upon which the Respondent relies. If a Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, he shall so state.

Failure by a Respondent to file a written request for a hearing in this matter within the thirty-day (30) period stated above shall be deemed a waiver by that Respondent of the right to such a hearing. Failure of a Respondent to file an Answer, including a request for a hearing, shall result in this Order, including the stated civil penalty and any assessed costs, becoming final as to that Respondent by operation of law.

This Order does not prevent the Division or any other law enforcement agency from seeking additional civil or criminal remedies against the Respondents.

ENTERED, this the 10th day of February, 2016.

ALAN WILSON
SECURITIES COMMISSIONER

By: Tracy A. Meyers
TRACY A. MEYERS
Deputy Securities Commissioner

ISSUANCE REQUESTED BY:



TAYLOR FAW
Assistant Attorney General
Securities Division
Rembert C. Dennis Building
1000 Assembly Street
Columbia, South Carolina 29201

STATE OF SOUTH CAROLINA
OFFICE OF THE ATTORNEY GENERAL
SECURITIES DIVISION

CERTIFICATE OF SERVICE AND
AFFIDAVIT OF COMPLIANCE
File Number 15075

I hereby certify that I served upon the individual/entity listed below a copy of the document indicated below and dated February 10, 2016, by serving a copy of said document upon the Securities Commissioner of the State of South Carolina and by placing a copy of said document in the United States mail, certified mail, return receipt requested, first class postage prepaid and addressed to:

Mr. Michael Brooks
Individually and as Owner
Brooks Communications, Ltd.
136 Saddlebrooke Road
Lexington, SC 29072

Document(s): Order to Cease and Desist

Mailed February 11, 2016 from Columbia, South Carolina.

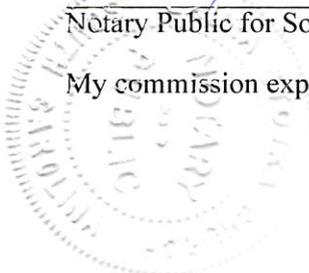
I further hereby certify, swear and affirm that, service of the above-listed entity is in compliance with Section 35-1-611, Code of Laws of South Carolina.

By: Thresechia P. Navarro
Thresechia P. Navarro
South Carolina Attorney General's Office
Securities Division
Post Office Box 11549
Columbia, SC 29211-1549
(803) 734-4731

Subscribed and sworn to before me on
this 11th day of February, 2016.

Laura Stolter Chew
Notary Public for South Carolina

My commission expires: 3-10-18



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF EDUCATION
BUREAU OF EDUCATION

OFFICE OF THE SUPERVISOR
SCHOOL DIVISION OFFICE
CITY OF MANILA

TO: [Name of School] (Principal)
FROM: [Name of Supervisor] (Supervisor)
SUBJECT: [Subject of the letter]

[Signature of Supervisor]
[Name of Supervisor]
[Title of Supervisor]

Date: [Date]

[Name of School] (Principal)

[Body of the letter]

[Signature of Supervisor]
[Name of Supervisor]
[Title of Supervisor]

