ADMINISTRATIVE PROCEEDING BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:

Tracy Mills
and
South Carolina Home Buyers,

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CONSENT ORDER
File No. 07045

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division"), pursuant to authority granted in the South Carolina Uniform Securities Act of2005 (the "Act"), S.C. Code Ann.§ 35-1-101 to 35-1-703, on or about October 31, 2007, received information regarding alleged activities of Tracy Mills ("Mills") and South Carolina Home Buyers which would constitute violations of the Act;
WHEREAS, the information led the Division to open and conduct an investigation into
the securities-related activities of Mills and South Carolina Home Buyers (collectively, the "Respondents") pursuant to Section 35-1-602 of the Act;
WHEREAS, in connection with its investigation, the Division determined Mills and South Carolina Home Buyers (acting through Mills) had engaged in acts or practices constituting violations of the Act and contemplated issuing formal orders against Respondents; and WHEREAS, the Respondents understand the Division's concerns and wish to obtain a disposition of this matter by Consent Order rather than by the filing of administrative charges and a formal hearing before the Securities Commissioner (the "Commissioner");
NOW THEREFORE, as evidenced by their signatures on this Order, the Respondents hereby accept the jurisdiction and sanction portions of this Order and consent to entry of this

Order requiring each to Cease and Desist offering or selling securities based upon the following findings of fact and conclusions of law which are accepted by the Respondents for purposes of entering this Order but which are neither admitted or denied for any other purpose:
I. Jurisdiction
1. The Commissioner has jurisdiction over the matters herein pursuant to the Act.
II. Statement of Facts
2. During the period April I, 2007 to January I, 2008, Respondents directly
participated in the offer and sale of investments constituting securities to investors in and from South Carolina.
3. Specifically, Respondents offered investors the opportunity to fund private
mortgage loans. In return for the funding, investors are given promissory notes.
4. According to offering documents, investor funds are secured by mortgages on the
real estate purchased with investor funds.
5. The investment opportunities offered by Respondents constitute securities
pursuant to Section 35-1-1 02(29) of the Act.
6. The securities were not registered before being offered for sale in or from this
State.

7. Respondent Mills was not registered to offer or sell securities in or from this State
during the time period of the security offerings.
8. On or around August 7, 2007, Respondent Mills made a claim of exemption from
registration for the securities pursuant to Section 35-l-202(11) of the Act.
9. The claim of exemption made to avoid securities registration has been found
inapplicable due to the Respondents' securities and/or the manner of offer and/or sale of the securities.

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10. Respondents make no further claim of exemption for the securities nor does any
exemption apply.
1 l. Respondents have never claimed any type federal covered status of the securities
nor does any federal exemption apply.
III. Conclusions of Law
12. This Order is appropriate, in the public interest or for the protection of investors
and consistent with the purposes fairly intended by the policy and provisions of the Act.
13. Prior to the offer or sale of any security in or from the State of South Carolina,
both the person offering the security and the security itself must be properly registered, exempt, or federally covered for the offer or sale not to violate Sections 35-1-301, 35-1-401, and/or 35-1-402 of the Act.
IV. Sanctions and Remedies
NOW, THEREFORE, IT IS HEREBY ORDERED, and both Respondent Mills and Respondent South Carolina Home Buyers expressly consent and agree that:
A. Effectively immediately, Respondents and all persons under their direction or
control involved in the offer or sale of the securities described herein will:
(1) Cease and desist from offering and selling unregistered securities in or from
South Carolina; and
(2) Cease and desist from acting as unregistered broker-dealers, broker-dealer
agents, investment advisors and investment advisor representatives in or from South Carolina.
B. Effective immediately, any exemption available to the Respondents under the Act
is revoked.

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V. Conclusion
Upon execution by the Securities Commissioner, this Order resolves Administrative Proceeding 07045 as it relates to the Respondents. This Order should not be interpreted to waive any (i) criminal cause of action, (ii) private cause of action that may have accrued to investors as a result of any Respondent's participation in the securities offering described herein, or (iii) other causes of action which may result from activities of the Respondents not detailed above or which may hereafter arise.
By executing this document, Respondent Mills and Respondent South Carolina Home Buyers each make the following representations:
a. Respondents are competent to make the representations herein and to
execute this document;
b. Respondents are aware of the right to a hearing in regard to Case Number
07045 and waive this right;
c. Respondents admit that the Division has jurisdiction in this matter and
consent to entry of this Consent Order, including the sanctions and remedies listed to resolve administrative proceeding 07045; and
d. No promise of any kind or nature whatsoever was made to induce
Respondents to enter into this Consent Order and that Respondents have entered into this Consent Order voluntarily.

So ORDERED this --

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By:~/1ff#~ 4fellfYNicMaster
Securities Commissioner

WE CONSENT:

Securities Division of the Office of the Attorney General

By: _,_~-"---"'<..:~-"----'~-=9"-"F""--':...=..-- Tracy A:-'Meyers
Assistant Attorney General
Securities Division

Respondent Tracy Mills

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Date: ___ ~____,__(~_l_~-----

Date:___,.__<~-'+-----'~............._-

CONTINUING TO ENGAGE IN ACTS DETAILED BY THIS ORDER AND/OR

SIMILAR ACTS MAY RESULT IN THE DIVISION'S FILING ADDITIONAL

ADMINISTRATIVE ACTIONS AND/OR SEEKING ADMINISTRATIVE FINES. WILLFUL

VIOLATION OF THIS ORDER COULD RESULT IN CRIMINAL PENALTIES.

REGARDING MATTERS DESCRIBED HEREIN, THIS ORDER DOES NOT PRECLUDE

THE FILING OF PRIVATE CAUSES OF ACTION OR THE FILING OF CRIMINAL

CHARGES.

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