

ADMINISTRATIVE PROCEEDING

BEFORE THE

SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:

**Michael Brooks and Brooks
Communications, LLC,**

Respondents.

ORDER TO CEASE AND DESIST

File No. 15075

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division") has been authorized and directed by the Securities Commissioner of South Carolina (the "Securities Commissioner") to administer the provisions of

II. RESPONDENTS

2. Respondent Brooks is a South Carolina resident with a last known address of 136 Saddlebrooke Road, Lexington, South Carolina 29072.

~~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

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.

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

CC- [REDACTED]

governs the offer and sale of securities in this State.

CC- [REDACTED]

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

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

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

Failure by a Respondent to file a written request for a hearing in this matter within the

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 associated costs, becoming

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