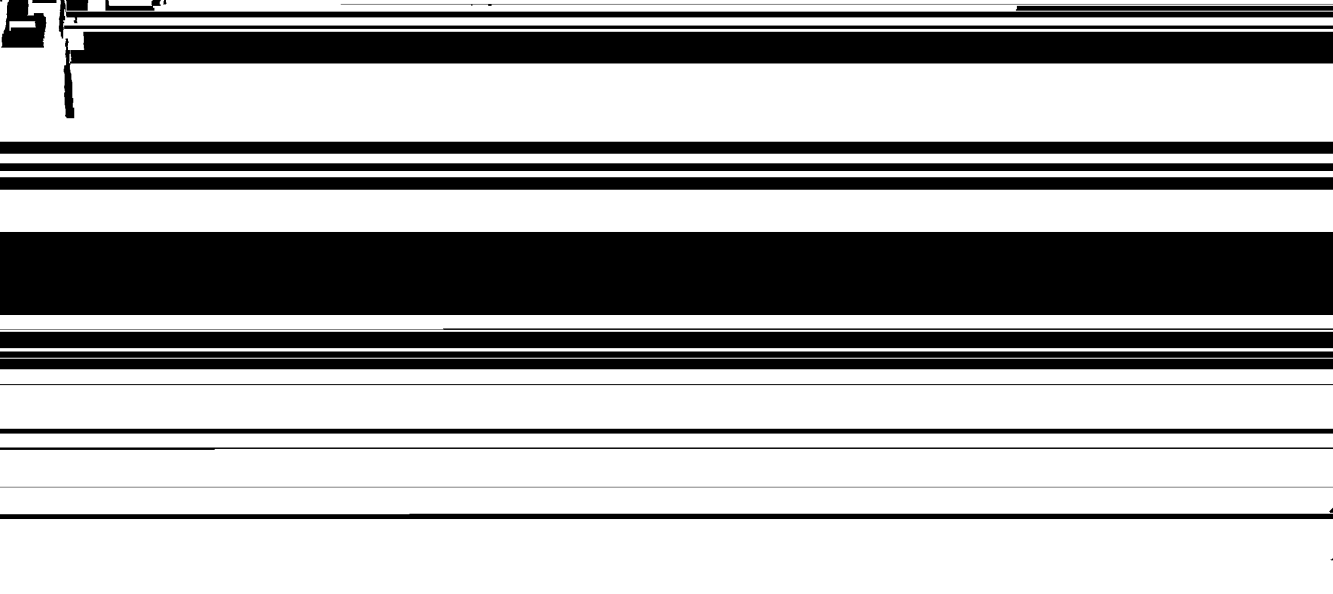


ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:)
) **ORDER TO CEASE AND DESIST**
William O. Smith and)
)
BC Fund and Management, LLC,)
)
) **File No. 07047**
) **Respondents.**)
_____)

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 of 2005 (the "Act"), S.C. Code Ann. § 35-1-101 to 35-1-703 (Supp. 2010), on or about December 28, 2007, received information regarding alleged activities of William O. Smith and BC Fund and Management, LLC (collectively, the "Respondents") which, if true, would constitute violations of the Act; and

~~WHEREAS the information led the Division to open and conduct an investigation of the~~



Respondents pursuant to S.C. Code Ann. § 35-1-602; and

3. Respondent Smith is the registered agent for Respondent BC Fund.
4. The Respondents, through Respondent Smith, offered credit counseling, credit repair, investment, and other services in and from the State of South Carolina.
5. The Respondents primarily targeted their business efforts at persons they describe as the "blue collar" residents of Horry County, South Carolina.
6. Respondent Smith offered his investment services as a "Financial Consultant" and a

7. Respondent Smith strongly encouraged potential BC Fund clients to invest in an investment portfolio controlled by Smith.

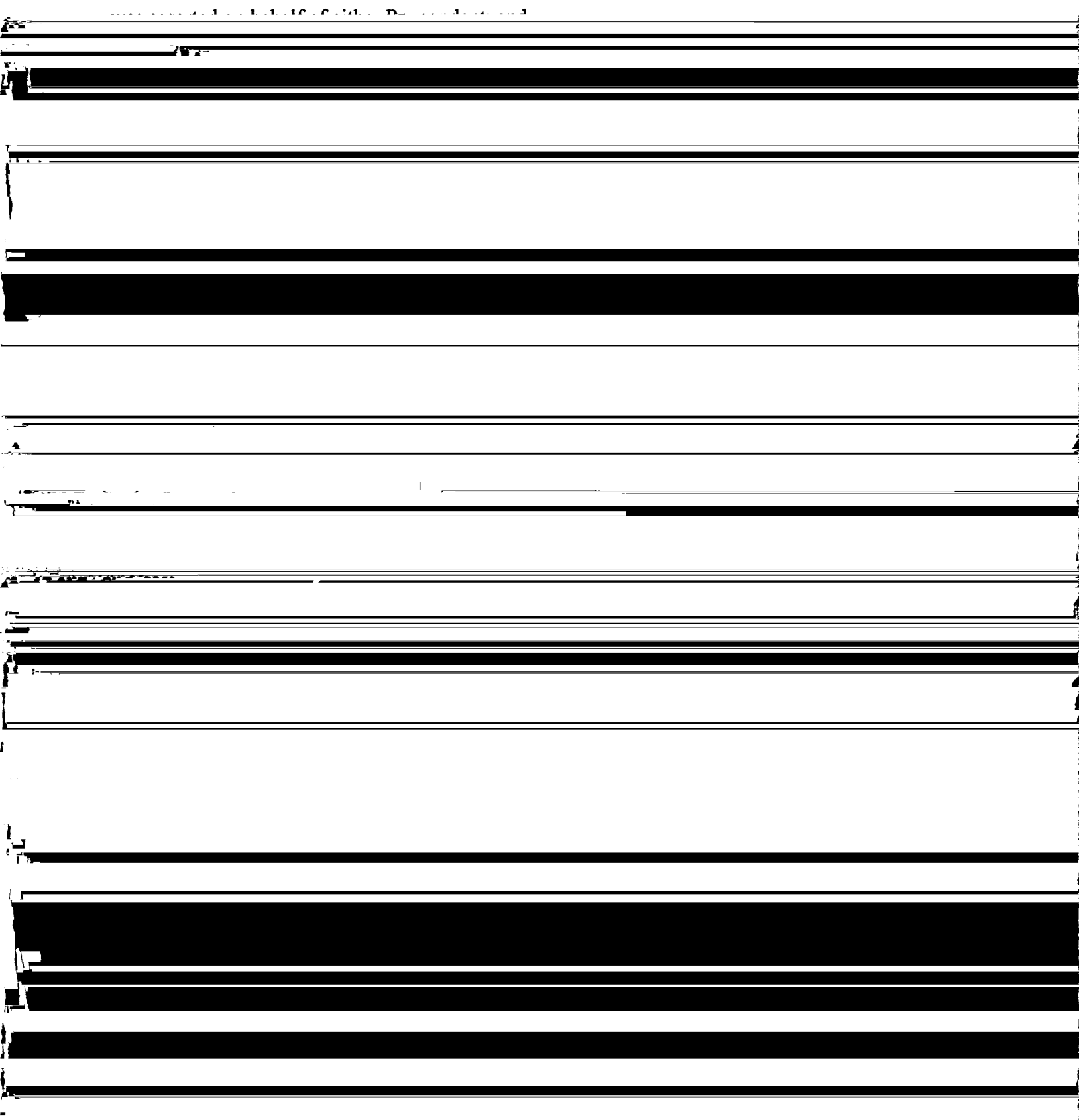
8. Respondent Smith encouraged clients investing in the portfolio to make periodic

14. Respondent Smith was at all times herein in control of Respondent BC Fund and served as its primary agent.

15. Respondent Smith is not and at all times herein was not registered with the Division as an

16. Respondent BC Fund is not and at all times herein was not registered with the Division as

WHEREAS, the Respondents at the time of the recommendations, offers, and sales of the securities were not registered as agents or investment advisers and no exemption from registration



c. Pay a civil penalty in the amount of fifteen thousand dollars (\$15,000.00) per Respondent if this Order becomes effective by operation of law, or, if any Respondent seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to

Respondent, and the actual cost of the investigation or proceeding.

WILLIAMS VIOLATION, CHS C

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