

ADMINISTRATIVE PROCEEDING

BEFORE THE

SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:

Michael Proctor and Proctor

)
)
)

ORDER TO CEASE AND DESIST

Communications, LLC,

Respondents.

)
)
)

File No. 16021

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

II. RESPONDENTS

2. Respondent Brooks is a South Carolina resident with a last known address of 27 Lowescroft Circle, Irmo, South Carolina 29063.
3. Respondent Brooks Communications is a South Carolina company with a last known address of 67 Fox Run Lane, Columbia, South Carolina 29210.
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 around late 2014, the Respondents approached a South Carolina resident (the "Investor") about a possible investment opportunity with the Respondents.
7. In connection with soliciting the Investor's investment, the Respondents provided the Investor with a promissory note for ninety thousand dollars (\$90,000) promising a rate of return of twelve percent (12%), due and payable on or before December 31, 2015.
8. In connection with soliciting the Investor's investment, the Respondents stated that the Investor's investment would be invested solely and entirely for the Investor's benefit.
9. Based upon the Respondents' representations, on or about January 1, 2015, the Investor invested ninety thousand dollars (\$90,000) with the Respondents.

12. Contrary to the Respondents' representations, the Respondents used a substantial portion

investing for the Investor's benefit.

13. Respondent Brooks represented Respondent Brooks Communications in effecting or

attempting to effect the above acquisition transaction.

purchases or sales of securities.

21. 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

22 Pursuant to S.C. Code Ann. § 35-1-401(e), it is unlawful for a person to transact business

28. Respondent Brooks Communications, on at least one occasion, transacted business in this State as an unregistered broker-dealer.

29. Respondent Brooks, on at least one occasion, transacted business in this State as an

unregistered agent.

30. Respondent Brooks Communications, on at least one occasion, employed or associated

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), 3-1-402(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

