



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF: )  
)  
CHADWICK W. BROOKS, CRD #1968067; )  
ABM MANAGEMENT, INC.; )  
ABM MANAGEMENT, Intl., Ltd.; )  
AMCAP PREMIER, LP; ) Case No: AP-17-16  
DOCTORS INVESTMENT GROUP, LP; and )  
CLOUD NINE INVESTMENTS, LLC )  
)  
*Respondents.* )

**FINAL ORDER TO CEASE AND DESIST AND ORDER AWARDING  
RESTITUTION, CIVIL PENALTIES, AND COSTS**

Now on the 20th day of September, 2017, the Commissioner, having reviewed this matter, issues the following findings and order:

**I. SUMMARY**

From approximately 2002 to 2013, Chadwick W. Brooks (“Brooks”) offered and sold securities in or from Missouri by soliciting at least \$2 million in investments from four Missouri investors and four Kansas investors. The investment funds were purportedly invested in, among others, Doctor’s Investment Group, LP, a Nevada entity, and Amcap Premier, LP, an entity in the state of Washington. One Missouri investor invested \$1.1 million in Cloud Nine Investments, LLC, a Montana entity. All investors were receiving yearly returns on the investments up until around mid-2015 to early 2016, when the payments stopped. As of mid-2015 to early 2016, Brooks no longer answered investors’ telephone calls or emails. Upon information and belief, Brooks is currently in the Republic of Panama. Prior to the offer and sale of securities, Brooks failed to disclose, among other things, that Brooks was not registered to offer and/or sell securities.

**II. PROCEDURAL BACKGROUND**

1. On June 15, 2017, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“Enforcement Section”), through Enforcement Counsel Claire Noland, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, And Costs Should Not Be Imposed.

2. On June 23, 2017, the Missouri Commissioner of Securities (the “Commissioner”) issued an Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs Should Not Be Imposed (the “Order”). On that same day, a copy of the Order and Notice of Right to Request a Hearing were sent, via U.S. Certified mail, return receipt requested, to Respondents’ last known addresses. Other than a signed mail receipt at Brook’s last known address, by a “Kylie Jones”, and a signed mail receipt at Amcap Premier, LP, US Services Corp.’s last known address, by a “Gomez”, all of these documents were returned to the Commissioner as “Unclaimed” or “Undeliverable.”
3. On or around June 23, 2017, a copy of the Order was made available to the general public on the Missouri Secretary of State’s website.<sup>1</sup>
4. On July 28, 2017, the Commissioner was served pursuant to Section 409.6-611(b), RSMo. (2013),<sup>2</sup> by providing a copy of the process to the office of the Commissioner.
5. On July 28, 2017, the Office of the Commissioner sent, via U.S Certified mail, return receipt requested, a Notice of the Service and a copy of the process, to Respondents’ last known addresses.
6. On July 28, 2017, the Petitioner filed an Affidavit of Compliance with Section 409.6-611 demonstrating that the Enforcement Section had exercised reasonable steps to give notice to the Respondents and that substitute service on the Commissioner was justified.
7. On September 7, 2017, the Enforcement Section submitted a Motion for Final Order.
8. Respondents failed to request a hearing within the time allowed by Section 409.6-604.
9. The Commissioner has not ordered a hearing in this matter pursuant to Section 409.6-604.
10. To date, the Respondents have failed to respond to the Motion for Final Order.

### **III. FINDINGS OF FACT**

#### **A. Respondents and Related Parties**

11. Brooks was a Missouri resident with a last known address at 2401 East 32<sup>nd</sup> Street, Apartment 10-257, Joplin, Missouri, 64804. Brooks was registered with the Central Registration Depository (“CRD”) with number 1968067. Brooks was a registered broker-dealer agent with four different broker-dealer firms from 1989-1997. Brooks was last registered with broker-dealer Heartland Capital, Inc., CRD No. 32460, but voluntarily terminated his registration on March 14, 1997. Brooks has not associated with a registered entity since that time. A check of the CRD indicates that at all times relevant

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<sup>1</sup> <http://s1.sos.mo.gov/CMSImages/Securities/orders/AP-15-25.pdf>.

<sup>2</sup> Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

to this matter, Brooks was not registered with a broker-dealer or investment advisory firm.

12. Brooks Financial Services, Inc. (“BFS”) is a business formed in the state of Missouri on February 8, 1993. Its registered agent is listed as Chad W. Brooks, 1122 East Illinois, Suite 101, Joplin, Missouri, 64802. BFS voluntarily dissolved on or around April 30, 2002. A check of the records maintained by the Missouri Commissioner of Securities (the “Commissioner”) indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by BFS.
13. Investment Management Consulting, Inc. (“IMC”) is a fictitious name that was registered in the state of Missouri on March 3, 1997. Its owner is listed as Brooks Financial Services, Inc., 1122 Illinois, Suite 101, Joplin, Missouri, 64801. As of October 17, 2009, IMC’s registration expired for failure to renew a fictitious name registration. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by IMC.
14. Amcap Premier, LP (“Amcap” or “Amcap Premier”) is a business formed in the state of Nevada on September 8, 2004. Its registered agent is listed as US Services Corp., 800 North Rainbow Boulevard, Suite E208, Las Vegas, Nevada, 89107. Its listed officer is ABM Management, Inc., 800 North Rainbow, Suite 208, Las Vegas, Nevada, 89107. Amcap’s business license was revoked by Nevada on September 30, 2011.
15. Doctors Investment Group, LP (“DIG”) is a business formed in the state of Nevada on September 17, 2004. Its registered agent is listed as US Services Corp., 800 North Rainbow Boulevard, Suite 208, Las Vegas Nevada, 89107. Its officer is listed as ABM Management, Inc., 800 North Rainbow, Suite 208, Las Vegas, Nevada, 89107. DIG’s business registration was revoked by Nevada on September 30, 2010. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by DIG.
16. ABM Management, Inc. (“ABM-Nevada”) is a business organized in the state of Nevada on July 13, 2005. Its registered agent was US Services Corp., 800 North Rainbow Boulevard Street, Suite E208, Las Vegas, Nevada, 89107. Its registration lists four officers: president, secretary, treasurer, and director-positions all held by Carol J. Graham, with the same address, as above. This registration was revoked on July 31, 2011 for failing to file required paperwork with the state. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by ABM-Nevada.
17. ABM Management, Inc. (“ABM-Washington”) is a business organized in the state of Washington on June 9, 2004. The registration expired on June 30, 2014; the business

became inactive on October 1, 2014. The Washington Secretary of State lists ABM's registered agent as Suzette Flemming ("Flemming"), located at 26828 Maple Valley Black Diamond Rd. SE #218, Maple Valley, Washington, 98038. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any securities issued by ABM-Washington.

18. ABM Management, Intl, Ltd. ("ABM-Turks") is purportedly an entity organized in the country of the Turks and Caicos Islands. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any securities issued by ABM-Turks.
19. Brooks, as "Managing Director, ABM Management, Intl., Ltd", filed a Form D with the SEC for Amcap Premier, LP on December 6, 2004. The executive office name and address was listed as ABM Management, Inc., 27723 212th Place SE, Maple Valley, Washington, 98038. Brooks listed his residential address as 2401 East 32nd Street, #10-257, Joplin, Missouri, 64804. Brooks notice filed with Missouri on the same date.
20. Cloud Nine Investments, LLC ("CNI") is a business organized in the state of Montana on April 24, 2013. Its registered agent is Flemming with an address at 17 Cherokee Drive, Great Falls, Montana, 59404. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any securities issued by CNI.
21. Wealth Management Masters, LLC ("WMM") is a business organized in the state of Nevada on June 26, 2015. Its registered agent is US Services Corp., 8275 South Eastern Avenue, #200, Las Vegas, Nevada, 89123. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any securities issued by WMM
22. Creative Care Systems, Inc. ("CCS") is a business organized in the state of Nevada on February 25, 2005. Its registered agent was US Services Corp., 800 North Rainbow Boulevard, Suite E208, Las Vegas, Nevada, 89107. Its business registration was revoked on February 28, 2015, for failure to submit required paperwork. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any securities issued by CCS
23. The Entrust Group ("Entrust") is a self-directed IRA and is headquartered at 555 12th Street, Suite 1250, Oakland, California, 94607.
24. E\*TRADE Financial Advisory Services, Inc. ("E\*Trade") is an SEC registered broker-dealer with an address at 1271 Avenue of the Americas, 14th Floor, New York, New York, 10020-1302. It's assigned CRD number 146912.

**B. Enforcement Section Investigation**

25. On or about June 2, 2015, the Enforcement Section opened an investigation on Brooks and IMC after receiving information from the Kansas Office of Securities Commissioner (“Kansas Securities”) that an 83 year-old Kansas resident, identified as “KR1” below, had investments with Brooks, who was not registered to offer or sell securities. Among the information learned from Kansas Securities included the following:
- a. that Kansas Securities was contacted by an agent with Waddell & Reed who advised KR1 had investments with Brooks and IMC;
  - b. that Brooks supplied KR1 with statements that indicated KR1 had invested in Amcap Premier, LP. The statement had “a variance of \$80,000 from the account statement provided by the fund.”;
  - c. the investment was described as a retirement account contained within The Entrust Group, a self-directed IRA;
  - d. KR1 met Brooks approximately 15 years ago. KR1 “has both a retirement account and a separate account with Brooks.”;
  - e. KR1 questioned Brooks about inconsistencies in the variances amount indicated on the retirement account. Brooks told KR1 that “The Entrust Group had not updated the quarterly account statement properly.”;
  - f. KR1 receives quarterly statements from both Brooks and The Entrust Group;
  - g. KR1 “is unsure as to his specific investments in each of these accounts.”; and
  - h. KR1 is unsure how Brooks is compensated for administering the accounts.

**Kansas Resident 1 (“KR1”)**

26. On June 3, 2015, the Enforcement Section interviewed KR1 who said, among other things, the following:
- a. KRI met Brooks approximately 15-16 years ago through a mutual friend;
  - b. Brooks had been overseeing KR1’s IRA and “savings investment” for several years. Both investments are contained within The Entrust Group, a self-directed IRA;
  - c. Brooks has no trading or management duties for the IRA but does have some management duties for the “savings investment” that KR1 described as “tracking it”;

- d. KR1 believes part of KR1's investment in the IRA included Amcap Premier, LP, a company KR1 had no knowledge of;
- e. Brooks charges KR1 a 1.5% management fee for the "savings investment" and charges nothing for the IRA;
- f. KR1 frequently receives statements from The Entrust Group and hasn't noticed anything suspicious; and
- g. KR1 did not know that Brooks was not registered to offer or sell securities.

### **Review of KR1's Entrust Group Investment Statements**

- 27. The Enforcement Section subpoenaed The Entrust Group and found the following with regard to KR1's investment:
  - a. the account was established on December 22, 2004;
  - b. KR1 is invested in Amcap Premier, LP and its market value as of May 5, 2016, was \$326,013.72;
  - c. from 2011 to 2013, KR1 received \$76,390.59 in IRA normal distributions from Amcap Premier, LP through The Entrust Group; and
  - d. in 2014, KR1 received \$25,701.41 from "PARTIAL-SALE OF ASSET AMCAP PREMIER LP/ ABM MANAGEMENT Inc."
- 28. Since about mid-2015, Brooks has no longer responded to KR1's telephone calls.
- 29. KR1's investment losses total approximately \$297,908.

### **Missouri Resident 1 ("MR1")**

- 30. On March 16, 2016, the Enforcement Section interviewed 91 year-old Joplin, Missouri resident, MR1. MR1 told the Enforcement Section, among other things, the following:
  - a. Brooks has been handling an investment portfolio for MR1 since 1993 or 1994. MR1 invested approximately \$250,000 in Amcap Premier, LP. As of today, the investment has purportedly grown to nearly \$500,000 according to recent statements MR1 received from Amcap. However, MR1 is somewhat suspicious of the statements because "they didn't look like they were professionally done.";
  - b. Brooks rolled over an IRA to The Entrust Group and that account is currently valued at \$135,000. In addition, Brooks put some of MR1's cash into a Charles Schwab account and that account is currently valued at \$28,000;

- c. MR1 receives statements directly from The Entrust Group and Charles Schwab and has not noticed anything suspicious in those accounts;
- d. as MR1 understands it, Brooks receives fees based on the assets under management but MR1 could not remember what the fees were or the percentage;
- e. per a contract MR1 has with Brooks, meetings are to occur every three months to discuss MR1's portfolio. Brooks honored this agreement up until sometime in July 2015 when Brooks stopped visiting and failed to return telephone calls to MR1;
- f. soon after Brooks failed to contact MR1, MR1 didn't receive anymore Amcap Premier statements; and
- g. MR1 noticed on previous Amcap Statements that the office had an address located in Las Vegas, Nevada. MR1's niece, a resident there, went to the address and found the building vacant. Area businesses told MR1's niece that the building had been unoccupied for several months.

**MR1's Amcap Premier LP and Doctors Investment Group Statements**

- 31. MR1 sent the Enforcement Section copies of Amcap Premier, LP statements. Among the information displayed included:
  - a. for the period January 1, 2014 to March 31, 2014, MR1's investment in Doctors Investment Group, LP, which appears to be related to Amcap Premier, LP, shows "Gross Opening Portfolio Market Value" as \$501,995.18;
  - b. for the same period, the statement indicates a "Net Portfolio Increase" and "Market Appreciation" of \$3,393.83; and
  - c. the "Current Portfolio Market Value" indicates \$505,389.01.
- 32. For the period April 1, 2014 to June 30, 2014, MR1's Doctors Investment Group, LP statement indicates, among other things:
  - a. "Gross Opening Portfolio Market Value" of \$505,389.01;
  - b. "Market Appreciation" and "Net Portfolio Increase" as \$2,415.61; and
  - c. "Current Portfolio Market Value" as \$507,804.62
- 33. For the period October 1, 2014 to December 31, 2014, MR1's Amcap Premier, LP/Doctors Investment Group, LP statement indicates, among other things
  - a. "Gross Opening Portfolio Market Value" as \$510,222.95;

- b. “Market Appreciation” and “Net Portfolio Increase” as \$1,961.73; and
  - c. “Current Portfolio Market Value” as \$512,184.68.
34. For the period January 1, 2015 to March 31, 2015, MR1’s Doctors Investment Group, LP statement indicates, among other things:
- a. “Gross Opening Portfolio Market Value” as \$512,184.68;
  - b. “Market Appreciation” and “Net Portfolio Increase” as \$4,694.14; and
  - c. “Current Portfolio Market Value” as \$516,878.82.
35. For the period April 1, 2015 to June 30, 2015, MR1’s Doctors Investment Group, LP statement indicates, among other things:
- a. “Gross Opening Portfolio Market Value” as \$516,878.82;
  - b. “Market Appreciation” and “Net Portfolio Increase” as \$2,617.21; and
  - c. “Current Portfolio Market Value” as \$519,496.03.

**Review of MR1’s Entrust Group Investment Statements**

36. The Enforcement Section subpoenaed The Entrust Group and found, among other things, the following regarding MR1’s investment:
- a. MR1 opened an account with The Entrust Group on or around March 13, 2002;
  - b. Brooks was listed as an “Interested Party” that allowed Brooks “unlimited access” to MR1’s Entrust account;
  - c. Brooks sent an email to an Entrust representative on September 8, 2003, in which Brooks instructed the representative “Per our phone conversation earlier today, this is a written request for you to consolidate the two IRA accounts of [MR1].”;
  - d. MR1 invested \$212,000 in preferred stock of Doctors Investment Group on or about March 7, 2005. MR1’s check was made payable to ABM Management, Inc. It appears ABM Management is the administrator of the Doctors Investment Group investment;
  - e. the “Share Subscription Agreement” indicates that MR1 purchased 212 shares of preferred stock at \$1,000 per share. This agreement was signed by MR1 on March 7, 2005;



- f. from 2005 to 2014, MR1 received \$97,690.58 from Doctors Investment Group and/or ABM Management for “Partial Sale of Asset”, “IRA NORMAL DISTRIBUTION”, “REQUIRED MINIMUM DISTRIBUTION”, and “Other income”; and
  - g. as of June 30, 2016, MR1’s Entrust Statement indicates MR1 owns 114,309.4200 shares in Doctors Investment Group, with a Market Value of \$114,309.42.
37. MR1’s investment loses total approximately \$152,309.42.

**Missouri Resident 2 (“MR2”)**

38. On March 18, 2016, the Enforcement Section interviewed the son of 84 year-old Webb City, Missouri resident, MR2. MR2’s son told the Enforcement Section, among other things, the following:
- a. MR2 currently has vascular disease in the brain that causes MR2 to have problems with MR2’s memory. As a result, MR2’s son has been MR’s Power of Attorney since sometime in 2015;
  - b. MR2 has known Brooks since the 1990s. MR2’s son is unsure what MR2 invested in with Brooks but does remember seeing statements with the name “Amcap Premier” on them; and
  - c. MR2 has an account with The Entrust Group but MR2’s son didn’t have knowledge of the investments in that account.

**Review of MR2’s Entrust Group Investment Statements**

39. The Enforcement Section subpoenaed The Entrust Group and found, among other things, the following with regard to MR2’s investment:
- a. on February 23, 2005, MR2 invested \$55,000 in Amcap Premier LP /ABM Management Inc.;
  - b. from 2005 to 2011, MR2 received \$15,898.99 from Amcap Premier and/or ABM Management for “Sale of Asset (partial)”, “IRA NORMAL DISTRIBUTION” and “Other income”;
  - c. on May 29, 2012, MR2 invested \$4,500 in Amcap Premier/ABM Management;
  - d. on May 30, 2012, a \$30,419.28 investment in Amcap Premier/ABM Management was transferred to MR2’s account from MR2’s spouse’s Entrust account after MR2’s spouse passed away;
  - e. from 2012 to 2014, MR2 received \$12,698.37 from Amcap Premier/ABM

Management for “IRA NORMAL DISTRIBUTION” and “REQUIRED MINIMUM DISTRIBUTION”; and

- f. as of June 30, 2016, MR2’s Entrust statement indicates MR2 owns 64,111.3800 shares of “Amcap Premier LP /ABM Management Inc.” with a total market value of \$64,111.38.
40. MR2’s investment losses total approximately \$61,321.92.

**Kansas Resident 2 (“KR2”)**

41. On May 17, 2016, the Enforcement Section interviewed 75 year-old Kansas resident, KR2. KR2 said, among other things, the following:
- a. KR2 met Brooks approximately 11 years ago through KR2’s-then financial advisor who was retiring. Brooks was recommended to take over KR2’s portfolio;
  - b. at the time Brooks took over the portfolio, KR2 could not recall what KR2 was invested in, but remembered the account value was \$200,000;
  - c. in approximately 2008, Brooks recommended KR2 move all \$200,000 into an investment in Amcap Premier “to protect [KR2’s] account from depreciation.”;
  - d. the investment in Amcap Premier was placed within The Entrust Group. From 2008 to 2014, KR2 received lump sum payments from The Entrust Group that ranged from \$9,000 to \$10,000 per year. The last payment, in 2014, was \$6,000. No other payments have been received since then; and
  - e. the last communication KR2 had with Brooks was 1 ½ to 2 years ago. Brooks no longer returns KR2’s telephone calls.

**Review of KR2’s Entrust Group Investment Statements**

42. The Enforcement Section subpoenaed The Entrust Group and found the following regarding KR2’s investment:
- a. the account was established on December 22, 2004;
  - b. from 2011 to 2014, KR2 received \$25,976.47 in payments from Amcap Premier LP/ABM Management Inc. for “OTHER INCOME NON-TAXABLE” and “PARTIAL SALE OF ASSET”; and
  - c. as of May 6, 2016, KR2 held 137,188.9200 shares in Amcap Premier LP/ABM Management, Inc. with a total value of \$137,188.92.
43. KR2’s investment losses total approximately \$174,023.53.

### **Kansas Residents 3 and 4 (“KR3 & KR4”)**

44. On May 24, 2016, the Enforcement Section interviewed 83 year-old Kansas resident, KR3, and KR3’s 78-year-old spouse, KR4. KR3 and KR4 told the Enforcement Section, among other things, the following:
- a. KR3 and KR4 met Brooks sometime around 2004. At that time, KR3 and KR4’s financial advisor was retiring and recommended Brooks take over the portfolios for KR3 and KR4;
  - b. prior to Brooks taking over the portfolios, KR3 and KR4’s investments were with Charles Schwab. Despite the fact that KR3 and KR4 were happy with the Charles Schwab accounts, Brooks recommended KR3 and KR4 move those funds into an investment in Amcap Premier. Brooks didn’t explain much about the investment but did provide a marketing booklet for Amcap described below;
  - c. in approximately December 2004, Brooks recommended KR3 and KR4 open an account with The Entrust Group. KR3’s retirement funds, in the amount of \$464,000, were then moved from Charles Schwab to The Entrust Group where the investment in Amcap Premier was placed. In approximately January 2005, Brooks moved \$100,000 from Charles Schwab to KR3 and KR4’s trust account and used those funds to invest in Amcap Premier;
  - d. KR3 and KR4 would receive statements from Amcap Premier frequently. In addition, KR3 and KR4 would receive yearly distributions from Amcap Premier through The Entrust Group up until mid-2015 when the payments stopped;
  - e. about the time the payments stopped, Brooks ceased visits to KR3 and KR4’s home, which he had frequently visited before, and has not returned telephone calls since that time; and
  - f. KR3 and KR4 were not aware that Brooks was not registered to offer or sell securities.

### **Review of KR3 and KR4’s Amcap Premier Investment Statements**

45. KR3 and KR4 sent the Enforcement Section copies of Amcap Premier statements obtained from Brooks. KR3’s Amcap statement for the period January 1, 2005 to March 31, 2005 indicates:
- a. “Client Investment” as \$464,000;
  - b. “Market Appreciation” as \$494.35; and
  - c. “Current Portfolio Market Value” as \$464,494.35

46. KR3's Amcap statement for the period April 1, 2015 to June 30, 2015 indicated:
- a. "Gross Opening Portfolio Market Value" as \$389,869.21;
  - b. "Market Appreciation" as \$1,974.10; and
  - c. "Current Portfolio Market Value" as \$391,843.31.
47. KR3 and KR4's trust account for the period January 1, 2005 to March 31, 2005 indicated:
- a. "Gross Opening Portfolio Market Value" as \$0;
  - b. "Client Investment" as \$100,140.16;
  - c. "Market Appreciation" as \$106.69; and
  - d. "Current Portfolio Market Value" as \$100,246.85.
48. KR3 and KR4's trust account for the period April 1, 2015 to June 30, 2015 indicated:
- a. "Gross Opening Portfolio Market Value" as \$357,144.25;
  - b. "Market Appreciation" as \$1,808.40; and
  - c. "Current Portfolio Market Value" as \$358,952.65.

**Amcap Premier, LP Booklet given to KR3 & KR4**

49. Regarding the Amcap Premier, LP booklet Brooks gave to KR3 and KR4, dated December 1, 2004:
- a. "Amcap Premier, LP (the "Fund") is a Nevada limited partnership. The Fund's general partners are ABM Management, Intl., Ltd., a Turks & Caicos Islands company and ABM Management, Inc., a Washington corporation.";
  - b. "The Fund was formed to engage in the buying, holding, trading and selling of securities and other investments.";
  - c. "The Fund's objective is to achieve capital appreciation in its net asset value, through buying, holding, trading and selling of securities and other investments.";
  - d. "ABM Management Intl., Ltd. will serve as the Manager and will make the investment decisions for the Fund. The registered office of the manager is located at 1, Caribbean Place, Leeward Highway, Providenciales, Turks & Caicos Islands.";

- e. the offering price is “\$100,000 per Unit. Each Unit consists of 100 Membership interests (the “Interests”) in the Fund.”;
  - f. “All of the proceeds from this Offering will be used to purchase Portfolio Investments for the Fund.”;
  - g. “The Operating Agreement allows Members to withdraw all or any portion of the Member’s Capital Account as set forth below, provided however, the minimum allowed withdrawal shall be not less than \$10,000. Member withdrawals may not be made for one calendar year after investment.”;
  - h. “There is no assurance that future Fund Investments will be profitable or that any future distribution will be made to the Members or that Members will earn a positive return on their investment or that Members will receive a return of any or all their initial investment. Any prior successful investment management by Mr. Brooks and any future successful Fund performance, cannot be relied upon as assuring further successful performance.”;
  - i. “The Manager will receive a management fee (payable and calculated monthly) for managing the Fund and its investments equal to 1/12 of 1% per month of the month-end net asset value of the Fund.”;
  - j. “The Manger is accountable to the Fund as a fiduciary and consequently must exercise good faith and integrity in handing Fund affairs.”;
  - k. “The Manager reserves the right to alter any Fund investment policy or strategy as it deems appropriate from time to time in its discretion without requiring Member approval. However, written notification of such alteration or investment policy or strategy will be provided to Members by the Manager so as to allow Members the opportunity to effect withdrawals for their Capital Accounts in advance of such alteration.”; and
  - l. “The Manager will distribute a written report to the Members as of the end of each calendar quarter as to the operation of the Fund. The books and records of the Fund will be audited as of the end of each fiscal year by an independent firm of certified public accountants selected by the Fund, and the Members will be furnished with audited year-end financial statements, including a statement of profit or loss for such fiscal year and a statement of the status of such Members’ Capital Account at such time.”
50. All investors in Amcap Premier told the Enforcement Section that they were never provided audited year-end statements for Amcap.

### **Review of KR3's Entrust Group Investment Statements**

51. The Enforcement Section subpoenaed The Entrust Group and found the following with regard to KR3's investment:
- a. KR3 established the account on or about December 22, 2004;
  - b. from 2011 to 2013, MR3 received \$47,733.64 in payments from Amcap Premier/ABM Management for "IRA NORMAL DISTRIBUTION" and "OTHER INCOME NON-TAXABLE";
  - c. on August 26, 2013, "ADJ CORPUS BALANCE" was \$83,272.21;
  - d. from December 30, 2013 to December 22, 2014, two payments to KR3 totaling \$48,880 for "REQUIRED MINIMUM DISTRIBUTION" and "IRA NORMAL DISTRIBUTION"; and
  - e. as of May 5, 2016, KR3 held 368,452.1800 shares in Amcap Premier/ABM Management with a total market value of \$368,452.18.
52. KR3's and KR4's investment losses total approximately \$367,386.36.

### **Missouri Resident 3 ("MR3")**

53. On July 15, 2016, the Enforcement Section interviewed 80 year-old Kearney, Missouri resident, MR3. MR3 told the Enforcement Section, among other things, the following information:
- a. MR3 has known Brooks for several years;
  - b. in or around June 2013, Brooks solicited MR3 to invest in a Limited Liability Company named Cloud Nine Investments, LLC, a Montana entity. Brooks told MR3 that MR3's "liability would be a lot less if sued." Brooks explained the funds would be used to invest in various investments including, but not limited to, stocks and bonds;
  - c. MR3 instructed Brooks "not to invest more than 20% of the funds in risky investments";
  - d. MR3 executed a subscription agreement for Cloud Nine Investments, LLC and made a \$1.1 million investment through The Entrust Group on or about June 10, 2013;
  - e. Brooks would visit MR3 about every three months to provide updates concerning the investments. Eventually, the visits would become fewer. The last visit was sometime in April 2015;

- f. during the last meeting in April 2015, Brooks supplied MR3 with a paper detailing how the investment funds were allocated. This paper is described below;
- g. in late 2015, MR3 asked Brooks via telephone to provide MR3 with a certified accounting of the investment funds. Brooks responded that Brooks would but never did;
- h. in early 2016, Brooks called MR3 when MR3 was in the hospital. Brooks purported to be worried about MR3 since Brooks was MR3's "financial advisor." MR3 told Brooks that Brooks was not MR3's financial advisor. MR3 soon learned that Brooks was not registered to offer or sell securities;
- i. MR3 recalled mentioning to Brooks that some of the investment funds should be invested in gold. Brooks responded that the account didn't "have enough cash" at that time;
- j. MR3 recalled asking for \$300,000 to \$400,000 back from the investment funds because MR3 thought MR3 would need to move to a nursing home. Brooks responded that the account was "illiquid" at that time;
- k. eventually, Brooks stopped responding to telephone messages and emails from MR3; and
- l. MR3 received minimum distribution checks from The Entrust Group in December 2013 in the amount of \$52,447.50, in December 2014 in the amount of \$52,125, but didn't receive a check in December 2015. MR3 called The Entrust Group who told MR3 that Cloud Nine Investments, LLC didn't have the funds to disperse.

**"Asset Allocation" According to Brooks**

54. MR3 sent the Enforcement Section a copy of an "Asset Allocation" paper Brooks gave to MR3 at the last in-person meeting in April 2015. This paper purports, among other things, that MR3's funds were invested in the following:
- a. \$74,024 in real estate;
  - b. \$140,000 in "Pvt Equity";
  - c. \$111,219.02 in "Pfd Stock";
  - d. \$203,779 in "Foreign Equity";
  - e. \$75,096 in "Small Growth";
  - f. \$153,294 in "Large Value";

- g. \$77,028 in “Large Growth”;
- h. \$149,988 in “Bonds”; and
- i. \$86,171.13 in “Cash.”

#### **Review of MR3’s Entrust Group Investment Statements**

55. The Enforcement Section subpoenaed The Entrust Group and found the following regarding MR3’s investment:
- a. the account was established on or around June 18, 2012;
  - b. Brooks was listed as an “Interested Party Designation” allowing Brooks unlimited access to MR3’s Entrust account;
  - c. MR3 invested \$1.1 million in Cloud Nine Investments, LLC on June 10, 2013;
  - d. from 2013 to 2016, MR3 received a total of \$156,572.50 from “SALE OF ASSET Cloud Nine Investments LLC”, “PARTIAL SALE OF ASSET Cloud Nine Investments LLC”, and “OTHER INCOME NON-TAXABLE Cloud Nine Investments, LLC.”
56. Included in the documents received from The Entrust Group was a Cloud Nine Investments, LLC Subscription Agreement dated June 1, 2013, that indicated MR3 purchased 11,000 Limited Liability Units at \$100 each.

#### **Review of MR3’s Cloud Nine Investment Statements**

57. The Enforcement Section subpoenaed and reviewed the Cloud Nine Investment, LLC US Bank account ending in #7119 from June 3, 2013 to May 31, 2016, and found, among other things, the following:
- a. Agent 1, described below, was the sole signatory on the account;
  - b. beginning balance of \$100 on June 3, 2013;
  - c. a \$1.1 million deposit via wire from The Entrust Group on June 10, 2013, that was derived from MR3’s account;
  - d. from September 9, 2013 to March 31, 2014, \$800,000 in withdrawals/transfers to E\*Trade;
  - e. from December 18, 2014 to January 20, 2016, \$820,000 in deposits from E\*TRADE;



- f. from October 8, 2014 to December 4, 2014, \$36,393.16 in withdrawals/transfers to Coinbase;
  - g. from October 21, 2014 to October 24, 2014, \$8,556.87 in deposits from Coinbase;
  - h. a \$7,900 payment to Amcap Premier on December 23, 2013;
  - i. \$13,000 in payments to ABM Management, an entity in which, upon information and belief, Brooks is associated and/or affiliated;
  - j. \$50,000 in payments to Wealth Management Masters, LLC, an entity in which, upon information and belief, Brooks is associated and/or affiliated;
  - k. in excess of \$289,000 in payments to unknown individuals;
  - l. \$140,000 in payments to Creative Care Systems, Inc., an entity in which, upon information and belief, Brooks is associated and/or affiliated;
  - m. a \$130,000 payment to KM Group Corp. Per US Bank wire documentation, this is a company in the Republic of Panama;
  - n. \$9,429 in payments to Agent 1;
  - o. \$104,572.50 in payments to The Entrust Group for the benefit of MR3;
  - p. a \$100,000 payment to unknown entity; and
  - q. ending balance of \$100,770.65 on May 31, 2016.
58. MR3 told the Enforcement Section that MR3 didn't know any of the names of people or businesses who received payments from the Cloud Nine Investments, LLC bank account. Furthermore, MR3 was unaware that Brooks was trading in an E\*TRADE account, and in bitcoins.
59. MR3's investment losses total approximately \$995,427.50.

### Agent 1

60. On May 12, 2016, the Enforcement Section interviewed a 48 year-old Montana resident identified as "Agent 1." Agent 1 told the Enforcement Section, among other things, the following:
- a. Agent 1 met Brooks through an online website named guru.com sometime in 2004. Agent 1 was advertising Agent 1's accounting services;

- b. Agent 1 began providing accounting services for entities associated with Brooks including, but not limited to, ABM Management-Nevada and Doctors Investment Group;
- c. Agent 1 didn't have much knowledge about Amcap Premier and didn't know that Brooks listed Agent 1 as a "Director" and "Executive Officer" for Amcap Premier on an SEC Form D filing in 2004;
- d. Agent 1 knows that Brooks trades in TD Ameritrade and E\*TRADE accounts for investment clients but doesn't have access to the statements;
- e. at the direction of Brooks, Agent 1 created Cloud Nine Investments, LLC and opened a US Bank account to receive investment funds;
- f. much of Agent 1's accounting duties were completed using statements from the US Bank account;
- g. Agent 1 took direction from Brooks on where to wire funds or who to write checks to. Agent 1 recalled sending funds to The Entrust Group for the benefit of MR3, and wiring funds overseas so Brooks could trade in bitcoins;
- h. Agent 1 identified a December 31, 2015, \$130,000 wire/payment to KM Group Corp. as a company in the Republic of Panama that received the funds for payment for a crane;
- i. if Agent 1 had questions for Brooks regarding Agent 1's accounting duties, Brooks was difficult to contact; and
- j. the last communication with Brooks occurred in January 2016. Agent 1 has ceased providing accounting services to Brooks due to Brooks not paying the required accounting fee.

### **Agent 2**

61. On September 21, 2016, the Enforcement Section interviewed a 52 year-old Arizona resident identified as "Agent 2", the registered agent for several entities associated with Brooks including, but not limited to, ABM Management, Inc. (Nevada filing), Doctors Investment Group, LP, and Creative Care Systems, Inc. Agent 2 told the Enforcement Section, among other things, the following:
- a. Agent 2 met Brooks sometime in 1988. At that time, Brooks was Agent 2's "broker";
  - b. Agent 2 served as a bookkeeper for several entities including, but not limited to, ABM-Nevada. Agent 2 described this entity as the source of payments to Brooks for Brooks' investment-related duties;

- c. Brooks would instruct Agent 2 on who and what bills to pay from the ABM account, including payments to investors associated with The Entrust Group;
- d. Agent 2 described Creative Care Systems, Inc. as a Medicaid provided behavioral health system Agent 2 was running but it failed due to unforeseen circumstances. Agent 2 mentioned that Agent 1 wired approximately \$140,000 to Creative Care Systems, Inc.'s bank account after the business ceased operations. Agent 2 was unsure why Agent 1 wired the funds and said some of the funds were used by Brooks to pay a client and Brooks used a portion of the funds for a training course in options trading;
- e. Agent 2 described Amcap Premier as a "hedge fund." Agent 2 wrote checks to investors from this account when instructed by Brooks. Many of the checks were mailed to The Entrust Group;
- f. Agent 2 recalled Brooks wanted Agent 2 to put Agent 2's name on a bitcoin account but Agent 2 refused since Agent 2 didn't know anything about bitcoins;
- g. after reviewing some of the names of people and businesses who received payments from the Cloud Nine Investment US Bank account, Agent 2 recognized at least two names of people that were described as friends of Brooks' who reside in the Republic of Panama. Brooks has been in the Republic of Panama for several years but Agent 2 was unsure why;
- h. sometime in 2015, Kansas Securities began calling asking questions about Brooks. Brooks told Agent 2 to not talk to anyone about the investment activities until Brooks hired an attorney. Brooks told Agent 2 that Brooks thought Brooks qualified for an exemption from securities registration and found out Brooks no longer qualified for the exemption. Agent 2 was unsure what Brooks meant;
- i. Agent 2 was unaware that Brooks no longer was securities registered; and
- j. Agent 2 never witnessed Brooks misappropriate investor funds. Agent 2 believes Brooks "may have done some stupid stuff" but doesn't believe Brooks committed any fraudulent acts.

**Missouri Resident 4 ("MR4")**

- 62. On October 31, 2016, the Enforcement Section interviewed 91 year-old Joplin, Missouri resident, MR4, who said, among other things, the following:
  - a. MR4 met Brooks through a cousin. Brooks has been trading in a TD Ameritrade account on MR4's behalf for approximately 20 years;
  - b. Brooks charged MR4 approximately \$375 every three months for trading in the

account;

- c. MR4 always received MR4's statements directly from TD Ameritrade and hasn't noticed anything suspicious;
- d. MR4 believes Brooks did a good job managing the TD Ameritrade account but Brooks stopped trading in the account sometime in early 2016. Brooks also stopped charging MR4 fees in early 2016;
- e. Brooks has not contacted MR4 since early 2016; and
- f. MR4 currently has \$69,000 in the TD Ameritrade account and is not currently being advised on the account.

#### **Enforcement Section Letter to Brooks**

- 63. On or about July 23, 2015, the Enforcement Section emailed a letter requesting information to Brooks asking for, among other things, a list of all investors from June 1, 2012 to present along with copies of documents provided to or signed by the investors.
- 64. On August 20, 2015, Brooks called the Enforcement Section to advise that he was attempting to hire an attorney. To date, Brooks has never responded to the Enforcement Section's letter and has not returned telephone calls and emails.

#### **IV. CONCLUSIONS OF LAW**

- 65. Because Respondents failed to request a hearing within the time allowed by Section 409.6-604, and because the Commissioner never ordered such a hearing, the Order issued on June 23, 2017, against Respondent became **FINAL** by operation of law.

#### **Multiple Violations of Offering and Selling Unregistered, Non-Exempt Securities**

- 66. **THE COMMISSIONER CONCLUDES** that Respondents violated Section 409.3-301 when Respondents offered and/or sold unregistered, non-exempt securities in or from the state of Missouri by, among other things, offering and/or selling investments in which:
  - a. investors invested funds with Brooks;
  - b. investor funds were to be used by Brooks to invest in various investments;
  - c. investors expected a profit from the efforts of Brooks and not from investors' own efforts; and
  - d. investors' expected profits were interwoven with and dependent upon the efforts of Brooks.

67. These activities constitute an offer and/or sale as those terms are defined in Section 409.1-102(26).
68. The investments that Respondents offered and/or sold constitute securities as that term is defined in Sections 409.1-102(28).
69. Respondents offered and/or sold securities in or from Missouri without these securities being (1) federal covered securities, (2) exempt from registration under Sections 409.2-201 or 409.2-203, or (3) registered under the Missouri Securities Act of 2003, in violation Section 409.3-301.
70. At the time Respondents engaged in the conduct set forth above, all investors were more than 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).
71. Respondents' conduct in violation of Section 409.3-301 constitutes an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

#### **Multiple Violations of Transacting Business as an Unregistered Agent**

72. **THE COMMISSIONER FURTHER CONCLUDES** that Brooks violated Section 409.4-402(a) when Brooks transacted business as an unregistered agent in the state of Missouri.
73. Brooks offered and/or sold securities to investors in and/or from Missouri on behalf of ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC.
74. These activities constitute transacting business as an agent in the state of Missouri under Section 409.1-102(1).
75. At all times relevant, Brooks was not registered as an agent in the state of Missouri.
76. Brooks transacted business in Missouri by offering and/or selling securities without being registered or exempt from registration as an agent in violation of Section 409.4-402(a).
77. At the time Brooks engaged in the conduct set forth above, all investors were more than 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).
78. Brooks' conduct in violation of 409.4-402(a) constitutes an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

### **Multiple Violations of Employing an Unregistered Agent**

79. **THE COMMISSIONER FURTHER CONCLUDES** that ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC violated Section 409.4-402(d) when they employed and/or associated with an unregistered agent in the state of Missouri.
80. ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC employed and/or associated with Brooks who offered and/or sold securities to investors in and/or from Missouri on their behalf.
81. ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC's, activities constitute employing and/or associating with an agent in the state of Missouri under Section 409.4-402(d).
82. At all times relevant to this matter, ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC had no registration or granted exemption for any agents to transact business in the state of Missouri.
83. ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC employed and/or associated with Brooks, who transacted business in Missouri as an agent without being registered or exempt from registration as an agent, in violation Section 409.4-402(d).
84. At the time ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC engaged in the conduct set forth above, all investors were more than 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).
85. ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC's conduct in violation of Section 409.4-402(d) constitutes an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

### **Multiple Violations of Making an Untrue Statement, Omitting to State Material Facts or Engaging in An Act, Practice, or Course of Business that Would Operate as a Fraud or Deceit Upon Another Person in Connection with the Offer or Sale of a Security**

86. **THE COMMISSIONER FURTHER CONCLUDES** that Respondents violated Section 409.5-501, when, in connection with the offer, sale or purchase of a security as described above, Brooks, on behalf of ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and/or Cloud Nine Investments, LLC omitted to state to investors material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading. Such statements and material omissions included, but were not limited to, the following:

- a. failing to inform investors that Respondents were not registered to offer and/or sell securities;
  - b. failing to inform investors that the securities offered and/or sold by Respondents were not registered or exempt from registration;
  - c. providing investors with an Amcap Premier marketing booklet that said investors in Amcap Premier would receive year-end financial statements; and
  - d. failing to inform MR3 how MR3's investment funds were actually allocated.
87. **THE COMMISSIONER FURTHER CONCLUDES** that Respondents violated Section 409.5-501, when, in connection with the offer, sale or purchase of a security as described above, Brooks, on behalf of ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and/or Cloud Nine Investments, LLC engaged in an act, practice or course of business that would operate as a fraud or deceit upon investors by, among other things:
- a. failing to return telephone calls and/or emails to investors who were concerned about the status of their investments;
  - b. providing investors with misleading account statements;
  - c. not providing investors in Amcap Premier with audited year-end financial statements as the Amcap Premier marketing booklet purported that investors would receive;
  - d. providing MR3 with an accounting of MR3's investment funds titled "Asset Allocation" that appeared to not match the expenditures outlined in the Cloud Nine Investments, LLC US Bank records; and
  - e. not informing MR3 how MR3's investment funds were actually allocated or not providing MR3 with a certified accounting of the investment portfolio as requested by MR3.
88. At the time Respondents engaged in this conduct, all of the investors were more than 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).
89. Respondents made untrue statements of material fact, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made not misleading, and engaged in an act, practice, or course of business that would operate as a fraud or deceit upon another person, in violation of Section 409.5-501.

90. Respondents' conduct in violation of Section 409.5-501 constitutes engaging in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.
91. This order is in the public interest and is consistent with the purposes of the Missouri Securities Act of 2003. See Section 409.6-605(b).

## **V. ORDER**

**NOW, THEREFORE,** it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order be prohibited from violating or materially aiding in any violation of:

- A. Section 409.3-301, by offering or selling any securities as defined by Section 409.1-102(28), in the state of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-301;
- B. Section 409.4-402(a), by transacting business as an unregistered agent;
- C. Section 409.4-402(d), by employing an unregistered agent; and
- D. Section 409.5-501, by, in connection with the offer or sale of securities, making an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), each Respondent shall pay a civil penalty in the amount of \$15,000 for multiple violations of Section 409.3-301 when these violations were committed against elderly persons. This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), Respondent Brooks shall pay a civil penalty in the amount of \$15,000 for multiple violations of Section 409.4-402(a) when these violations were committed against elderly persons. This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.



**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), ABM-Washington, ABM-Nevada, ABM-Turks, Amcap Premier, Doctors Investment Group, LP, and Cloud Nine Investments, LLC shall each pay a civil penalty in the amount of \$6,000 for violating Section 409.4-402(d) when these violations were committed against elderly person. This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

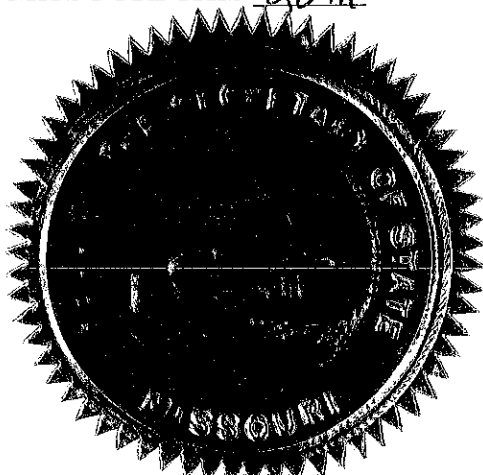
**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), each Respondent shall pay a civil penalty in the amount of \$15,000 for multiple violations of Section 409.5-501 when these violations were committed against elderly persons. This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), Respondents shall pay, jointly and severally, restitution and interest in the amount of \$2,389,226.63 for violations of Sections 409.3-301, 409.4-402, and 409.5-501. This amount shall be made payable to the Missouri Secretary of State's Investor Restitution Fund, and the Commissioner will take reasonable and necessary actions to distribute such funds to the investors listed on Exhibit A. This amount shall be sent to the Missouri Securities Division at 600 West Main, P.O. Box 1276, Jefferson City, Missouri, 65102, within 30 days from the date of this Final Order.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(e), Respondents shall pay, jointly and severally, \$7,077.43 in actual costs for investigation into, and the proceedings associated with, this matter. This amount shall be made payable to the Investor Education and Protection Fund. This amount shall be sent to the Missouri Securities Division, at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102, within 30 days of the date of this Final Order.

**SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,  
MISSOURI THIS 20th DAY OF SEPTEMBER, 2017.



JOHN R. ASHCROFT  
SECRETARY OF STATE

  
\_\_\_\_\_  
DAVID M. MINNICK  
COMMISSIONER OF SECURITIES

CERTIFICATE OF SERVICE

I hereby certify that on this 20<sup>th</sup> day of September, 2017, a copy of the foregoing Final Order to Cease and Desist and Order Awarding Restitution, Civil Penalties, and Costs in the above styled case was **mailed by regular U.S. mail and certified U.S. mail, return receipt requested to:**

Chadwick W. Brooks  
2401 East 32<sup>nd</sup> Street, Apt. 10-257  
Joplin, Missouri, 64804;

**and hand-delivered to:**

ABM Management, Inc.  
26828 Maple Valley  
Black Diamond Road, Suite #218  
Maple Valley, Washington, 98038;

Sandra J. McDowell  
Director of Enforcement  
Securities Division  
Missouri Secretary of State

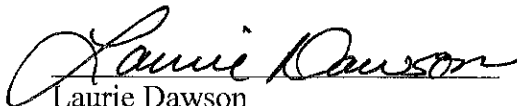
ABM Management, Inc.  
800 North Rainbow Boulevard  
Las Vegas, Nevada, 89107

ABM Management, Intl., Ltd  
1 Carribean Place  
Leeward Highway  
Providenciales  
Turks & Caicos Islands

Amcap Premier, LP  
US Services Corp.  
Registered Agent  
800 North Rainbow Boulevard  
Suite E208  
Las Vegas, Nevada, 89107;

Doctors Investment Group, LP  
US Services Corp.  
Registered Agent  
800 North Rainbow Boulevard  
Suite E208  
Las Vegas, Nevada, 89107; and

Cloud Nine Investments, LLC  
Suzette Flemming  
Registered Agent  
17 Cherokee Drive  
Great Falls, Montana, 59404

  
Laurie Dawson  
Securities Office Manager