



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
IPRACTICE GROUP, INC.; TING N. CHANG;)
MICHAEL JASON MORGAN;)
and COLIN P. PURCELL)

Case No.: AP-17-20

Respondents.)

Serve:)

iPractice Group Inc.)
c/o Hunter Durham)
130 Public Square)
Columbia, Kentucky 42728)

Ting N. Chang)
704 Boscobel Street)
Nashville, Tennessee 37206)

Michael Jason Morgan)
704 Boscobel Street)
Nashville, Tennessee 37206)

and)

Colin P. Purcell)
c/o Hunter Durham)
130 Public Square)
Columbia, Kentucky 42728)

**ORDER TO CEASE AND DESIST AND ORDER TO SHOW CAUSE WHY
RESTITUTION, CIVIL PENALTIES, AND COSTS SHOULD NOT BE IMPOSED**

On July 27, 2017, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“Enforcement Section”), through Director of Enforcement Sandra J. McDowell, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why

Restitution, Civil Penalties, and Costs Should Not Be Imposed (“Petition”). After reviewing the Petition, the Commissioner issues the following order:

I. ALLEGATIONS OF FACT

The Petition alleges the following facts:

A. Summary of Allegations

From at least October 22, 2010, representatives from iPractice Group, Inc. (“iPractice”) including but not limited to Colin P. Purcell (“Purcell”) began soliciting investors in Missouri via telephone “cold calls”¹. The Missouri investors who were solicited by phone had no prior knowledge or relationship with iPractice or any of its representatives. Investors were told iPractice had created software to be used by small doctor’s offices to help manage their medical records, and iPractice was growing so fast they were seeking to raise money to help expand their sales force.

Investors who were contacted by Purcell were not informed of Purcell’s prior Final Order and Judgment issued by the state of Oklahoma in October 2007. Investors were not told that Purcell has never been registered to sell securities in any state. Investors contacted by Purcell or other iPractice representatives were not told about iPractice’s Summary Order to Cease and Desist issued by the Pennsylvania Securities Commission on October 19, 2010. Investors who were solicited to invest with iPractice after March 7, 2011, were not told about the Consent Cease and Desist issued by the Colorado Securities Commissioner on March 7, 2011, against iPractice, Michael Morgan, Ting Chang, and Purcell.

iPractice has filed and claimed a Rule 506, Regulation D (“Reg D”) exemption. iPractice stated to the Enforcement Section they only solicited accredited investors and did not make any general solicitations. However, many of the investors were “cold called” and did not know the meaning of being an accredited investor. At least sixteen Missouri residents invested with iPractice for a total of \$905,600.

One investor was contacted via phone and asked to invest a second time in iPractice approximately two weeks prior to iPractice filing for bankruptcy in 2013. During the solicitation call, this investor was told that “business was great” at iPractice.

B. Respondents and Related Parties

1. iPractice Group Inc. (“iPractice”) is a Tennessee corporation that was incorporated on March 18, 2010. iPractice’s registered agent is Michael Jason Morgan (“Morgan”) with a last known mailing address of 51 Century Blvd Suite 125, Nashville, Tennessee 37214. iPractice claimed to be in the business of providing information technology services to independent physician offices.

¹ Cold-calling is the solicitation of potential customers who were not anticipating such an interaction or who have not previously expressed an interest in the products or services being offered.

2. Ting N. Chang (“Chang”) is co-founder and Chief Executive Officer (“CEO”) of iPractice, with a last known address of 704 Boscobel Street, Nashville, Tennessee 37206.
3. Morgan is co-founder and Chief Operating Officer of iPractice, with a last known address of 704 Boscobel Street, Nashville, Tennessee 37206.
4. Purcell, also known as Colme Purcell, was a sales representative with iPractice, owner and president of InnoVest Club, Inc., and co-owner of WHYremote, INC., with a last known mailing address of 1355 Bardstown Road, Apartment 156, Louisville, Kentucky 40204.
5. Vision 2 Records, LLC, (“V2R”) is a Tennessee limited liability company formed on June 4, 2010, but was administratively dissolved/revoked on August 8, 2015. V2R is purported to be owned by Purcell and has a last known mailing address of 533 Church Street, Suite 229, Nashville, Tennessee 37219.
6. InnoVest Club, Inc. (“InnoVest”) is a Tennessee corporation incorporated on December 7, 2011, with a last known mailing address of 131 Maple Row Boulevard Suite 516, Hendersonville, Tennessee 37075. Purcell is the owner, registered agent, and president of InnoVest. As registered agent, Purcell used the mailing address of 533 Church Street Suite 229, Nashville, Tennessee 37219. InnoVest was to be a mobile phone app and an online social media site that, among other things, assists entrepreneurs to obtain funding for their businesses.
7. WHYremote, INC. (“WHYremote”) is a Tennessee corporation incorporated on May 1, 2013, but was administratively dissolved/revoked on August 8, 2015. WHYremote’s registered agent and co-owner was Purcell, who used a mailing address of 131 Maple Row Boulevard, Suite 516, Hendersonville, Tennessee 37075. WHYremote claimed to be designing and manufacturing a device that allows people to control multiple electronic devices with hand gestures or voice control.
8. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter Respondents Purcell, Morgan, and Chang were not registered as securities agents with the state of Missouri.
9. As used herein, the term “Respondents” refers to iPractice, Morgan, Chang, and Purcell.

C. Enforcement Section Investigation

Administrative Actions by Other States

10. On February 6, 2007, in the District Court of Oklahoma County, the Oklahoma Department of Securities filed a petition (“Oklahoma Petition”) against, among others, Respondent Purcell (*Case No. CJ-2007-1082*).

11. The Oklahoma Petition alleged that Respondent Purcell:
 - a. offered and/or sold unregistered and non-exempt securities;
 - b. failed to register as an agent;
 - c. 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
 - d. engaged in acts, practices, and a course of business that operated as a fraud or deceit upon investors.
12. On October 30, 2007, Respondent Purcell entered into a Stipulation and Consent to a Final Order with the Oklahoma Department of Securities (“Oklahoma Consent”) that ordered Respondent Purcell to not transact business in and/or from the state of Oklahoma as an issuer, issuer agent, broker-dealer, broker-dealer agent, investment adviser, and/or investment adviser representative.
13. On October 19, 2010, the Pennsylvania Securities Commission issued a Summary Order to Cease and Desist (“Pennsylvania Order”) against iPractice (*Docket No. 2010-10-05*). The Pennsylvania Order alleged, among other things, that:
 - a. in or about September 2010, an iPractice representative called a Pennsylvania resident soliciting investments in iPractice;
 - b. the Pennsylvania resident did not have a substantive, pre-existing relationship with iPractice or the iPractice representative;
 - c. documents provided by the iPractice representative to the Pennsylvania Securities Commission claimed that the iPractice offering was limited to accredited investors only; and
 - d. the Pennsylvania resident was not an accredited investor.
14. On July 12, 2011, the Pennsylvania Securities Commission entered into a consent order with iPractice (“Pennsylvania Consent”). The Pennsylvania Consent ordered, among other things, that iPractice pay costs, pay fines, and comply with Pennsylvania securities laws.
15. On February 1, 2011, the staff of the Colorado Division of Securities filed a Verified Petition for Order to Show Cause (“Colorado Petition”) against Respondents Chang, Morgan, Purcell, and iPractice (*Case No. XY-11-CD-09*). The Colorado Petition alleged, among other things, that Respondent Purcell offered unregistered, non-exempt securities.
16. On March 7, 2011, the Colorado Securities Commissioner entered into a Consent Cease and Desist Order (“Colorado Consent”) with Respondents Chang, Morgan, Purcell, and

iPractice. The Colorado Consent ordered Respondents to cease and desist from engaging in acts in violation of Colorado securities laws.

Investor Information

17. Representatives of iPractice, including but not limited to Purcell, cold called at least six Missouri residents and solicited an investment on behalf of Respondent iPractice.
18. Other Missouri residents invested after they learned about these investment opportunities from some of the original investors who were cold called.
19. At least three Missouri residents received information from and were solicited by Chang to invest in iPractice via a conference call. All three Missouri residents subsequently invested with iPractice.
20. After making their first investment, many of the Missouri investors were solicited and invested at least a second time with iPractice.
21. Many of these Missouri investors were also solicited by Purcell, and others on behalf of Purcell, to invest in InnoVest and WHYremote (companies owned by Purcell).
22. From October 2010 through September 2012, at least 16 Missouri residents invested with Respondent iPractice for over \$905,000 and lost more than \$884,000.
23. Of the 16 Missouri investors, eight of them were over the age of 60 at the time of their investments.
24. All Missouri investors received Private Placement Memorandums (“PPM”) prior to investing with Respondents. The PPMs provide among other things, the following:
 - a. the offerings were for accredited investors only; and
 - b. the securities offered would be sold in compliance with an exemption from registration under rule 506 of Regulation D.
25. All Missouri investors signed subscription agreements for their investments.
26. Respondents failed to disclose to 12 Missouri investors the actions taken by other state regulatory agencies.

iPractice Group, Inc. Target Letter

27. During the Enforcement Section investigation, a written request for information, was sent to Respondent iPractice.

28. On January 11, 2013, a written response was received on behalf of iPractice from attorney Hunter Durham, with the law firm, Durham and Zornes, located at 130 Public Square, Columbia, Kentucky 42728. The response, from Mr. Durham, contained and/or revealed the following:
- a. “I am attaching, as part of this answer for [the Enforcement Section], the reply by my client, iPractice Group, through Ting Cheng [sic], a director and shareholder...”;
 - b. “Ting Chang is co-founder and CEO of iPractice Group.”;
 - c. “Jason Morgan is co-founder and COO of iPractice Group.”;
 - d. the iPractice board of directors consists of, among others, Chang and Morgan;
 - e. “iPractice Group enables smaller sized, independent physician offices (typically 1-7 doctors) to effectively manage their practice, records management, and information technology through an integrated EHR+ PM solution, iPracticeSUITE™. We offer a turnkey package that includes the hardware, certified award winning Greenway PrimeSUITE® integrated HER and PM, implementation methods, training and support services your office needs to make the transition to electronic health records.”;
 - f. iPractice was incorporated in Tennessee on March 18, 2010;
 - g. the incorporators and directors of iPractice are Ting Chang, of 704 Boscobel Street, Nashville, Tennessee 37206, and Michael Jason Morgan of 1015 Fatherland Street, Nashville, Tennessee 37206;
 - h. “Since our incorporation in early 2010, iPractice Group has developed significant infrastructure, business best practices, and Intellectual Property. Currently iPractice group has 5 main departments, Sales, Marketing, Information Services, Human Resources, and Finance. Our primary focus over the last 12 months has been establishing a distribution channel, forming strategic partnerships with industry leading vendors, and developing our brand image and message.”;
 - i. iPractice “[h]eld product demos and industry workshops for area physicians focused on the iPractice Group turnkey solution including 8 events to date with more planned. Reached more than 1,500 target Tennessee practices.”;
 - j. iPractice “doubled the accounting staff in Q2 2011 to ensure adequate controls over finances”;
 - k. iPractice is “implementing new financial system (Microsoft Dynamics great Plains) that will improve record keeping, budgeting, forecasting and analysis.”;

- l. iPPractice's financial summary as of June 30, 2011:
 - i. Total Assets - \$1,301,133;
 - ii. Total Liabilities - \$74,408;
 - iii. Cash on hand - \$1,026,148;
 - iv. Current Ratio – 16.4; and
 - v. Debt-to Equity Ratio – 6/1%.
- m. there are over 60 employees total, out of the management team, the Director of Investor Relations and/or a secretary would be contacting investors;
- n. iPPractice is relying on a “Reg D 506” exemption to sell securities in Missouri;
- o. “It would also qualify under the Limited Offering Transactions as provided by the same act.”;
- p. “We don’t use any marketing or advertising for investors.”;
- q. “We reached our Missouri investor thru [sic] various investment shows, or they come from referrals from current investors or customers.”;
- r. on or about March 19, 2010, iPPractice prepared a PPM, which offered shares of preferred Class “A” stock;
- s. on January 14, 2011, iPPractice sent an electronic receipt of filling their Form D with the SEC, and a check for the \$100 filing fee to the Missouri Securities Division. The cover letter to the Division stated the sale was completed on October 22, 2010. They also submitted a list of 10 Missouri investors, who purchased shares for this offering in 2010 and 2011. The list also contained investors from seven other states. This list included the name of the investor, and what appeared to be the date of investment, the number of shares, and the amount paid, but also included the name “Colin Purcell” in one of the unlabeled columns next to the date of every investor’s purchase;
- t. on or about July 11, 2011, iPPractice prepared a PPM, which offered shares of preferred Class “B” stock;
- u. on May 31, 2012, iPPractice sent an electronic receipt of filling their Form D with the SEC and a check for the \$150 filing fee with the late fee to the Missouri Securities Division, related to their Class B stock offering. They also submitted a list of 12 Missouri investors, who purchased shares for this offering in 2011 and 2012. Some of these purchasers where Class A stock shareholders. The list also

contained investors from 10 other states. This list included the name of the investor, and what appeared to be the date of investment, the number of shares, and the amount paid, but also included the name of either Colin Purcell, Ting Chang, or one other iPractice representative in one of the unlabeled columns next to the date of every investor's purchase;

- v. on November 20, 2012, iPractice sent a letter to the Securities Division stating the offering of the Class B stock had been completed as of September 30, 2012. The offering was completed with a total of 1,395,162 shares sold for \$5,580,648. Of that amount, 12 Missouri residents had invested a total of \$533,200;
- w. on or about August 21, 2012, iPractice prepared a PPM, which offered shares of preferred Class "C" stock. This offering was only made to Class A and B shareholders;
- x. on or about November 1, 2012, iPractice prepared a PPM, which offered shares of common stock. This offering was only made to Class A and B shareholders;
- y. "We only have one corporate [bank] account, it is US Bank in Nashville Tennessee, the signatories on the accounts are Ting Chang and Jason Morgan...";
- z. Chang and Morgan are listed as Executive Officer, Director, and Promoter on all of the SEC Filings for iPractice;
- aa. there are a total of 16 Missouri investors in iPractice. They have invested a total of \$893,100; and
- bb. a copy of each Missouri investor's subscription agreement(s) and a copy of their stock certificate(s). All of the subscription agreements were signed by Morgan on behalf of iPractice.

Bank Records

- 29. The Enforcement Section reviewed records from iPractice's US Bank account number ending in 2141 from August 31, 2011 through March 29, 2013, when the account was forced closed with a balance of negative \$498.95.
- 30. US Bank was unable to locate the signature cards for iPractice account ending in 2141.
- 31. The review of iPractice's account ending in 2141, during the above referenced time period, revealed among other things, the following:
 - a. deposits of more than \$9,354,000, of which \$468,000 came from nine Missouri investors;
 - b. 25 dividend checks written to Missouri investors totaling \$20,894;

- c. five checks written to V2R (Purcell's company) for more than \$194,000;
 - d. five checks written to Chang for more than \$36,000;
 - e. two counter withdrawals made by Chang totaling over \$132,000 with one of the withdrawals, for \$120,517.75 occurring three days prior to iPractice's filing bankruptcy; and
 - f. three checks written to Morgan for more than \$21,000.
32. On September 6, 2011, Purcell opened a business checking account, as "Colme" P. Purcell, in the name of V2R at US Bank, account number ending in 1916. Purcell is listed as the only signatory on the account. The address listed on the account is 533 Church Street, Suite 229, Nashville, Tennessee 37219.
33. The Enforcement Section reviewed records from V2R's account ending in 1916 from September 6, 2011 to September 30, 2015. The review revealed among other things, deposits totaling over \$2,000,000 from the following sources among others, more than \$194,000 from the iPractice account ending in 2141.

Additional Findings

34. From March 25, 2010 through December 20, 2012, iPractice, through its general counsel, Hunter Durham, and through Respondents Chang and Morgan, filed multiple notices of exempt offering of securities ("Form D") with the SEC claiming Rule 506, Regulation D for the sale of iPractice stock.
35. From January 14, 2011 through January 18, 2013, iPractice, through Hunter Durham, notice-filed multiple Rule 506, Regulation D offerings with the Missouri Securities Division.
36. On January 28, 2013, iPractice filed for Chapter 7 Bankruptcy in the Middle District of Tennessee US Bankruptcy Court; Case No. 3:13-bk-00672. The filing was signed by Ting Chang, CEO, on behalf of iPractice.
37. On February 18, 2013, iPractice filed their "Summary of Schedules" in relation to their bankruptcy case and all of the Missouri investors were named on the creditor list. Chang is listed as Director and President, Morgan is listed as Director and Secretary, and each are listed as having 48.23% of stock ownership with voting rights.
38. According to a March 31, 2015, news report, a warrant was issued for Colin P. Purcell, also known as Colme Purcell, along with 14 others, in Floyd County, Indiana. The report stated that there were 32 charges, which included 11 counts of corrupt business influence and 21 counts of securities fraud. According to the report, the securities fraud scheme

was conducted over nine states, involved nine victims, with the opening and closing of dozens of different companies, and at least \$750,000 was stolen.

II. COMMISSIONER'S DETERMINATIONS AND FINDINGS

Multiple Violations of Transacting Business as an Unregistered Agent

39. **THE COMMISSIONER DETERMINES** that Respondents Chang, Morgan, and Purcell transacted business as unregistered agents in the state of Missouri.
40. Respondents Chang, Morgan, and Purcell offered and/or sold securities to Missouri investors on behalf of iPractice.
41. These activities constitute transacting business in the state of Missouri under Section 409.1-102(1).
42. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter, Respondents Chang, Morgan, and Purcell were not registered as a securities agents in the state of Missouri.
43. At the time Respondents engaged in the conduct set forth above, some of the investors were over 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).
44. Respondents' conduct in violation of Section 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

45. **THE COMMISSIONER FURTHER DETERMINES** that Respondent iPractice employed and/or associated with unregistered agents in the state of Missouri.
46. Respondent iPractice employed Respondents Chang, Morgan, and Purcell who offered and/or sold securities to Missouri investors on its behalf of iPractice.
47. Respondent iPractice's activities constitute employing and/or associating with an agent in the state of Missouri under Section 409.4-402(d).
48. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter, Respondent iPractice had no registration or granted exemption for any agents to transact business in the state of Missouri.
49. At the time Respondent iPractice engaged in the conduct set forth above, some of the investors were over 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).

50. Respondent iPractice'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

51. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security, Respondents made untrue statements of material fact or 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, including, but not limited to, the following:
- a. Respondents failed to inform investors that they were not registered to offer or sell securities in the state of Missouri;
 - b. Respondents failed to inform the majority of investors of Purcell's Oklahoma Petition and Oklahoma Consent issued by the state of Oklahoma in October 2007;
 - c. Respondents failed to inform the majority of investors of iPractice's Pennsylvania Order and Pennsylvania Consent in October 2010; and
 - d. Respondents failed to inform the majority of investors of the Colorado Order and Colorado Consent against iPractice, Morgan, Chang, and Purcell in March 2011.
52. At the time Respondents engaged in the conduct set forth above, some of the investors were over 60 years-old and were elderly persons as that term is defined under Section 409.6-604(d)(3)(B).
53. 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 or 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.
54. 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.
55. 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).

III. 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 409.4-402(a), by transacting business as an unregistered agent;
- B. Section 409.4-402(d), by employing an unregistered agent; and
- C. 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.

IV. STATEMENT

Pursuant to Section 409.6-604, the Commissioner hereby states that he will determine whether to grant the Enforcement Section's requests for:

- A. \$15,000 against each Chang, Morgan, and Purcell for multiple violations of Section 409.4-402(a), when at least one of these violations was committed against an elderly person;
- B. \$15,000 against Respondent iPractice for multiple violations of Section 409.4-402(d), when at least one of the violations was committed against an elderly person;
- C. \$15,000 against each Respondent for multiple violations of Section 409.5-501, when at least one of these violations was committed against an elderly person;
- D. an order against Respondents to pay restitution in an amount of \$884,000 or more for any loss, including the amount of any actual damages that may have been caused by the conduct, and interest at the rate of 8% per year from the date of the violation causing the loss or disgorge any profits arising from the violation of Sections 409.4-402 and 409.5-501, in a final order, unless Respondents request a hearing and show cause why this restitution or disgorgement should not be imposed; and
- E. an order against Respondents to pay the costs of the investigation in this proceeding, after a review of evidence of the amount submitted by the Enforcement Section.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 8th DAY OF AUGUST, 2017.



JOHN R. ASHCROFT
SECRETARY OF STATE

David M. Minnick
DAVID M. MINNICK
COMMISSIONER OF SECURITIES



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
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Michael Jason Morgan)
704 Boscobel Street)
Nashville, Tennessee 37206)

and)

Colin P. Purcell)
c/o Hunter Durham)
130 Public Square)
Columbia, Kentucky 42728)

NOTICE

TO: Respondents and any unnamed representatives aggrieved by this Order:

You may request a hearing in this matter within thirty (30) days of the receipt of this Order pursuant to Section 409.6-604(b), RSMo. (2016), and 15 CSR 30-55.020. Any request for a hearing before the Commissioner must contain:

- a. a brief statement of the facts;
- b. a summary of the factual and legal issues involved;
- c. a request for relief;
- d. suggestions in support of the relief sought, including the relevant statutes;
- e. the name of the party requesting the hearing; and
- f. the name of the attorney representing the party, if any.

Within fifteen (15) days after receipt of a request in a record from a person or persons subject to this order, the Commissioner will schedule this matter for a hearing.

A request for a hearing must be mailed or delivered, in writing, to:

David M. Minnick, Commissioner of Securities
Office of the Secretary of State, Missouri
600 West Main Street, Room 229
Jefferson City, Missouri, 65101

CERTIFICATE OF SERVICE

I hereby certify that on this 8th day of August, 2017, a copy of the foregoing Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs Should Not Be Imposed in the above styled case was **mailed by certified U.S. mail and regular U.S. Mail to:**

iPractice Group Inc
c/o Hunter Durham
Durham and Zornes
130 Public Square
Columbia, Kentucky 42728

Ting N. Chang
704 Boscobel Street
Nashville, Tennessee 37206

Michael Jason Morgan
704 Boscobel Street
Nashville, Tennessee 37206

Colin P. Purcell
c/o Hunter Durham
Durham and Zornes
130 Public Square
Columbia, Kentucky 42728

and by hand delivery to:

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



Laurie Dawson
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