



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF)	
)	
HEALTHY PLUS, LLC;)	
VC MEDICAL GROUP, LLC; and)	
SEAN E. BLEDSOE,)	Case No. AP-20-02
)	
<i>Respondents.</i>)	
)	
Serve: Healthy Plus, LLC)	
229 Southeast Douglas, Suite 210)	
Lee’s Summit, MO 64063)	
)	
and)	
)	
VC Medical Group, LLC)	
229 Southeast Douglas, Suite 210)	
Lee’s Summit, MO 64063)	
)	
and)	
)	
Sean E. Bledsoe)	
4444 Northeast Park Springs Court)	
Lee’s Summit, MO 64064-1720)	
sbledsoe@healthyplus1.com)	

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

On March 6, 2020, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“the Enforcement Section”), through Enforcement Counsel Steven M. Kretzer, submitted a Petition for Order to Cease and Desist and an Order to Show Cause Why Restitution, Civil Penalties, Costs, and Other Administrative Relief Should Not Be Imposed (“the Petition”). After reviewing the Petition, the Missouri Commissioner of Securities (“the Commissioner”) issues the following order:

I. ALLEGATIONS OF FACT

The Petition alleges the following facts:

A. Introduction

In August, 2017, Sean E. Bledsoe (“Bledsoe”), through his business Healthy Plus, LLC, sold a \$50,000 unregistered, non-exempt investment contract to a Kansas resident. Prior to the investment, Bledsoe omitted to disclose material information to the Kansas resident. The Kansas resident asked Bledsoe for the investment funds to be returned but did not receive any payments. Further, Bledsoe failed to provide documents responsive to requests made by the Enforcement Section.

B. Respondents and Related Parties

1. VC Medical Group, LLC, is a Missouri business formed on December 14, 2015, with an address at 229 Southeast Douglas, Suite 210, Lee’s Summit, Missouri 64063. Bledsoe electronically signed a modification to the business filing on May 21, 2018, changing the registered agent and listing the address above.
2. 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 VC Medical Group, LLC.
3. Healthy Plus, LLC, is a Missouri business formed on June 27, 2017, and Bledsoe electronically signed as its organizer. In an updated business filing on May 21, 2018, Bledsoe changed the registered agent and changed the address of Healthy Plus, LLC, to 229 Southeast Douglas, Suite 210, Lee’s Summit, Missouri 64063.
4. 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 Healthy Plus, LLC.
5. Bledsoe is a 48-year-old Lee’s Summit, Missouri, resident with a last known address of 4444 Northeast Park Springs Court, Lee’s Summit, Missouri 64064-1720.
6. A check of the Central Registration Depository (“CRD”) indicates that at all times relevant, Bledsoe was not registered as a broker-dealer, broker-dealer agent, investment adviser, investment adviser representative, and/or issuer agent.

C. Enforcement Section Investigation

7. On May 6, 2019, the Enforcement Section received a complaint and documents from a 53-year-old Shawnee Mission, Kansas, resident (“KR”).
8. KR told the Enforcement Section that KR and KR’s spouse met Bledsoe at a church event where Bledsoe told KR about Bledsoe’s proprietary software that assisted doctors with scheduling and assessment of Medicaid patients.

9. Bledsoe purported that at least two major health companies had endorsed Bledsoe's proprietary software and that the companies recruited doctors to use the software.
10. According to Bledsoe, his companies, VC Medical Group, LLC, and/or Healthy Plus, LLC, received between \$85-\$150 per Medicaid patient and also received payments from the two medical companies for sales of the software.
11. Bledsoe recruited KR to manage a call center for Bledsoe's businesses in Lee's Summit, Missouri. The position included handling calls to and/or from Medicaid patients. KR held this position from May 1, 2017, to sometime in November 2017 when the call center was closed by Bledsoe.
12. Sometime in or near August 2017 Bledsoe solicited KR to invest funds into Healthy Plus, LLC. Bledsoe purported that the funds would be used to handle pending contracts and a potential merger with another company.
13. Bledsoe provided KR with documents that outlined an "Investment Opportunity" in Healthy Plus, LLC. Among other things, the documents stated:
 - a. "Healthy Plus is looking for investors to help grow the current business model at a streamlined pace. With our current clients and national contract with [a major health provider] we're confident that our path to incredible growth is happening at the right place and the right time.";
 - b. "We are looking for investors between \$50,000-\$300,000 and have provided an incredible 'rate of return' on that Investment.";
 - c. a \$50,000 investment would double to \$100,000 within one year, double again to \$200,000 by the second year, and double to \$400,000 by the third year;
 - d. the investor could expect to earn 5% interest per year on the investment; and
 - e. the documents included a projected revenue calculator for VC Medical Group, LLC.
14. Bledsoe provided KR with a document titled "Investor Agreement." Among other things, this document specified:
 - a. the agreement was between KR, KR's spouse, Healthy Plus, LLC, and its "Chief Executive Officer" Bledsoe;
 - b. "Healthy Plus desires to borrow the amount set forth on page 2 and the Investor desires to lend ('Invest') this amount, for the period of years set forth on page 2.";

- c. “Healthy Plus will evidence this investment by executing and delivering a Promissory Note (‘Note’) to the Investor of the principal sum of the investment at the interest rate set forth on page 2. The investment will earn interest from the day the investment is received by Healthy Plus. Interest accrues annually.”;
 - d. KR and KR’s spouse intended to invest \$50,000 for an investment period of three years; and
 - e. the document was signed by KR, KR’s spouse, but not signed by Bledsoe.
15. In August and September 2017 KR and KR’s spouse invested a total of \$50,000 in Healthy Plus, LLC. KR submitted documentation of the following:
- a. a \$25,000 Cashier’s Check from KR payable to Healthy Plus, LLC, dated August 18, 2017;
 - b. a \$15,000 Official Check from KR’s spouse payable to Healthy Plus, LLC, dated August 21, 2017;
 - c. a \$5,000 Official Check from KR’s spouse payable to Healthy Plus, LLC, dated September 2, 2017; and
 - d. an additional copy of a \$5,000 check from KR or has not been received to date.
16. KR demanded Bledsoe return the investment funds. Since the demand, Bledsoe has not returned any of the investment funds.

D. Enforcement Section’s Letter and Subpoena to Bledsoe

- 17. On May 7, 2019, the Enforcement Section sent a letter to Bledsoe to obtain additional information.
- 18. On May 22, 2019, Bledsoe’s attorney requested additional time to compile the requested documents.
- 19. After not receiving a response from Bledsoe or Bledsoe’s attorney, a subpoena was served on Bledsoe’s attorney on September 11, 2019. Bledsoe’s attorney acknowledged receipt of the subpoena via email on the same date.
- 20. As of March 6, 2020, neither Bledsoe nor his attorneys provided any documents or other information to the Enforcement Section.

E. Bledsoe's Omissions Prior To KR's Investment

21. Prior to the offer and/or sale of a security to KR, Bledsoe, through Healthy Plus, LLC, omitted to disclose material facts to KR including, but not limited to, the following:
- a. the specific risks associated with the investment;
 - b. the specific information regarding how Bledsoe intended to use KR's investment funds;
 - c. that Bledsoe and Healthy Plus, LLC, were not registered or exempt from registration;
 - d. that the securities offered by Bledsoe and/or Healthy Plus, LLC, were not registered or exempt from registration;
 - e. the financial condition of Bledsoe and his associated businesses;
 - f. a \$5,750 judgment against Bledsoe and in favor of Hilary Phan in Hamilton County, Indiana, on May 26, 2010, case number 29D051005SC000838;
 - g. a \$5,096 judgment against Bledsoe and in favor of Logo USA in Hamilton County, Indiana, on July 13, 2010, case number 29D041005SC001176;
 - h. a \$6,000 judgment against Bledsoe and in favor of Paul Marthaler in Hamilton County, Indiana on April 11, 2011, case number 29D041103SC001842;
 - i. a federal civil complaint filed in the U.S. Western District Court for the Western District of Missouri against VC Medical Group, LLC, Bledsoe, and Bledsoe's spouse on January 1, 2017, in the amount of \$435,557.49 in *Capital Funding Solutions, Inc. v. VC Medical Group, LLC, Sean E. Bledsoe, and Heather M. Bledsoe*, case number 4:17-cv-00017-BCW. The court entered a judgment on December 4, 2017, in the amount of \$477,022.99; and
 - j. a \$135,551.07 federal tax lien filed in Jackson County, Missouri against Bledsoe on March 7, 2017.

II. COMMISSIONER'S DETERMINATIONS AND FINDINGS

Violation of Offering and Selling Unregistered, Non-Exempt Securities

22. **THE COMMISSIONER FURTHER DETERMINES** that Respondents Healthy Plus, LLC, VC Medical Group, LLC, and Bledsoe offered and sold unregistered, non-exempt securities:

- a. “Sale” and “offer to sell” are defined in Section 409.1-102(26).¹ Respondents Healthy Plus, LLC, and VC Medical Group, LLC, through Respondent Bledsoe, solicited individuals to invest in Healthy Plus, LLC, and VC Medical Group, LLC, and received funds from investors. This activity constitutes the offer and sale of securities;
 - b. “investment contract” is enumerated in the list of items that are securities in Section 409.1-102(28). The investments Respondents Healthy Plus, LLC, and VC Medical Group, LLC, through Respondent Bledsoe, offered and sold to investors are investment contracts, in that:
 - i. investors invested funds in a common enterprise with Respondents;
 - ii. investors’ funds were to be used by Respondents to handle pending contracts and a potential merger with another company;
 - iii. investors expected a profit from the efforts and knowledge of Respondents, and not from investors’ own efforts or knowledge; and
 - iv. investors’ expected profits were interwoven with and dependent upon the efforts and knowledge of Respondents.
23. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for the securities offered and sold by Respondents.
24. Respondents offered and sold securities in Missouri without these securities being (1) a federal covered security, (2) exempt from registration under Sections 409.2-201 or 409.2-203 or (3) registered under the Missouri Securities Act of 2003.
25. Respondents offered and sold unregistered securities in violation of Section 409.3-301 and engaged 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.

Violation of Transacting Business as an Unregistered Agent

26. **THE COMMISSIONER FURTHER DETERMINES** that Respondent Bledsoe transacted business as an unregistered agent in the state of Missouri.
27. Respondent Bledsoe offered and/or sold securities to investors in Missouri.
28. These activities constitute transacting business as an agent in the state of Missouri under Section 409.1-102(1).

¹ Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

29. At all times relevant to this matter, Respondent Bledsoe was not registered as an agent in the state of Missouri.
30. Respondent Bledsoe offered and/or sold securities to investors in Missouri without being registered or exempt from registration as an agent in violation of Section 409.4-402(a), and engaged 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.

Violation of Employing an Unregistered Agent

31. **THE COMMISSIONER FURTHER DETERMINES** that Respondents Healthy Plus, LLC, and VC Medical Group, LLC, employed and/or associated with an unregistered agent in the state of Missouri.
32. Respondents Healthy Plus, LLC, and VC Medical Group, LLC, employed Respondent Bledsoe, who offered and sold securities on behalf of Respondents Healthy Plus, LLC, and VC Medical Group, LLC.
33. Respondents Healthy Plus, LLC, and VC Medical Group, LLC's activities constitute employing and/or associating with an agent in the state of Missouri under Section 409.4-402(d).
34. At all times relevant to this matter, Respondents Healthy Plus, LLC, and VC Medical Group, LLC, had no registration or granted exemption for any agents of Respondents Healthy Plus, LLC, and VC Medical Group, LLC, to transact business in the State of Missouri.
35. Respondents Healthy Plus, LLC, and VC Medical Group, LLC, employed and/or associated with Respondent Bledsoe, who transacted business in Missouri as an agent without being registered or exempt from registration as an agent, in violation of Section 409.4-402(d).
36. Respondents Healthy Plus, LLC, and VC Medical Group, 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

37. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security, Respondent Healthy Plus, LLC, through Respondent Bledsoe, 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. the specific risks associated with the investment;
 - b. the specific information regarding how Bledsoe intended to use KR's investment funds;
 - c. that Bledsoe and Healthy Plus, LLC, were not registered or exempt from registration;
 - d. that the securities offered by Bledsoe and/or Healthy Plus, LLC, were not registered or exempt from registration;
 - e. the financial condition of Bledsoe and his associated businesses;
 - f. a \$5,750 judgment against Bledsoe and in favor of Hilary Phan in Hamilton County, Indiana, on May 26, 2010, case number 29D051005SC000838;
 - g. a \$5,096 judgment against Bledsoe and in favor of Logo USA in Hamilton County, Indiana, on July 13, 2010, case number 29D041005SC001176;
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 - i. a federal civil complaint filed in the U.S. Western District Court for the Western District of Missouri against VC Medical Group, LLC, Bledsoe, and Bledsoe's spouse on January 1, 2017, in the amount of \$435,557.49 in *Capital Funding Solutions, Inc. v. VC Medical Group, LLC, Sean E. Bledsoe, and Heather M. Bledsoe*, case number 4:17-cv-00017-BCW. The court entered a judgment on December 4, 2017, in the amount of \$477,022.99; and
 - j. a \$135,551.07 federal tax lien filed in Jackson County, Missouri, against Bledsoe on March 7, 2017.
38. Respondents Healthy Plus, LLC, and Bledsoe made untrue statements of material fact, and 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, in violation of Section 409.5-501, and engaged 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.
39. An 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 409.3-301, 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.

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. \$1,000 against Respondent Bledsoe for a single violation of Section 409.3-301, in a final order, unless Respondent Bledsoe requests a hearing and shows cause why the penalties should not be imposed;
- B. \$1,000 against Respondent Bledsoe for a single violation of Section 409.4-402(a), in a final order, unless Respondent Bledsoe requests a hearing and shows cause why the penalties should not be imposed;
- C. \$1,000 against Respondent Healthy Plus, LLC, for a single violation of Section 409.4-402(d), in a final order, unless Respondent Healthy Plus, LLC requests a hearing and shows cause why the penalties should not be imposed;
- D. \$1,000 against Respondent VC Medical Group, LLC, for a single violation of Section 409.4-402(d), in a final order, unless Respondent VC Medical Group, LLC requests a hearing and shows cause why the penalties should not be imposed;
- E. \$10,000 against Respondents Bledsoe, Healthy Plus, LLC, and VC Medical Group, LLC, for more than one violation of Section 409.5-501, unless Respondents Bledsoe, Healthy

Plus, LLC, and VC Medical Group, LLC, request a hearing and show cause why the penalties should not be imposed;

- F. an order to pay restitution for any loss, including the amount of any actual damages that may have been caused by the Respondents' conduct, and interest, from the date of the violation causing the loss or disgorge any profits arising from any violation of the Missouri Securities Act or the rules attendant thereto;
- G. an order awarding of the costs of the investigation against Respondents in this proceeding, awarding an amount to be determined after review of evidence submitted by the Enforcement Section, unless Respondents request a hearing and shows cause why an award should not be made; and
- H. an order that the Commissioner provide such other relief as he deems just. All of the preceding relief is sought on behalf of the persons injured by the acts and practices of all Respondents that constitute violations of the Missouri Securities Act.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 14th DAY OF MARCH, 2020.



JOHN R. ASHCROFT
SECRETARY OF STATE



DAVID M. MINNICK
COMMISSIONER OF SECURITIES



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

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Sean E. Bledsoe)	
4444 Northeast Park Springs Court)	
Lee's Summit, MO 64064-1720)	
sbledsoe@healthyplus1.com)	

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, 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 65102

CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of March, 2020, a copy of the foregoing Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, Costs and Other Administrative Relief in the above styled case was **mailed via certified U.S. mail to:**

Healthy Plus, LLC
229 Southeast Douglas, Suite 210
Lee's Summit, MO 64063

VC Medical Group, LLC
229 Southeast Douglas, Suite 210
Lee's Summit, MO 64063

Sean E. Bledsoe
4444 Northeast Park Springs Court
Lee's Summit, MO 64064-1720

Derek E. Feagans
2018 Main Street
Kansas City, MO 64108

Brian T. Goldstein
Acho and Associates, P.C.
9140 Ward Parkway, Suite 225
Kansas City, MO 64114

Via email to:

sbledsoe@healthyplus1.com

Derek.feagans@feaganslaw.com

bgoldstein@cnda-law.com

And via hand delivery and email to:

Steven M. Kretzer
Enforcement Counsel
steven.kretzer@sos.mo.gov


Laurie Dawson
Securities Office Manager