



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
WCO HOLDINGS, LLC; and) Case No.: AP-21-10
ALAN KEITH BROOKS,)
Respondents.)

CONSENT ORDER

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“**Enforcement Section**”), through Enforcement Counsel Douglas M. Jacoby, has alleged that from at least February 1, 2016 and December 31, 2019 (“**Relevant Period**”), Respondents engaged in acts and practices in violation of Sections 409.3-301 and 409.4-402(d) of the Missouri Securities Act of 2003¹ by employing a third-party agent, for compensation, to raise funds for WCO Holdings, LLC through sales of unregistered, non-exempt promissory note securities (each, a “**Note**,” altogether, “**Notes**”). The nationwide fundraising campaign targeted at least one Missouri resident who purchased a Note. At no time was the third-party agent or any of its employees registered in the State of Missouri to conduct such activity.
2. Respondents and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the Respondents’ alleged violations of Sections 409.3-301 and 409.4-402(d).

CONSENT TO JURISDICTION

3. Respondents and the Enforcement Section stipulate and agree that the Missouri Commissioner of Securities (“**Commissioner**”) has jurisdiction over Respondents and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*
4. Respondents and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h) which provides:

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

¹ Unless otherwise noted, all statutory references are to the 2020 Supp. Revised Statutes of Missouri.

WAIVER AND EXCEPTION

5. Respondents waive Respondents' rights to a hearing with respect to this matter.
6. Respondents waive any rights that Respondents may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner of Securities, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Enforcement Section that, should the facts contained herein prove to be false or incomplete in a material way, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.
8. Respondents specifically and voluntarily waive any rights to claim that they are unable to pay, now or at any time hereafter, any debt for disgorgement, civil penalty or other amount imposed in this Order.

CONSENT TO COMMISSIONER'S ORDER

9. Respondents and the Enforcement Section stipulate and agree to the issuance of this Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
10. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents' (a) testimonial obligations; (b) right to take legal or factual position in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
11. Respondents agree that Respondents are not the prevailing party in this action since the parties have reached a good faith settlement.
12. Respondents neither admit nor deny the allegations made by the Enforcement Section, but consent solely for the purpose of this matter only and not for any other matter, to the Commissioner's Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Order.

COMMISSIONER'S FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

A. *Respondents*

13. Alan K. Brooks ("**Brooks**") is a sixty-eight-year-old Colorado resident with a last known address at 10452 Marigold Ct, Highlands Ranch, CO 80126-5623. During the Relevant Period, Brooks was the sole managing member and signatory for the relevant bank account of WCO Holdings, LLC. Brooks was also a managing member of West Coast Oil, LLC and a board member of West Coast Oil, Inc., during the Relevant Period.
14. WCO Holdings, LLC ("**WCO Holdings**") was a Florida limited liability company formed on July 29, 2015, with a last known principal place of business located at 5920 Lakewood Ranch Blvd., Bradenton, FL 34211. According to Brooks, WCO Holdings was formed for the sole purpose of holding a \$2.3 million note related to the financing of a Chevron gas station in Bradenton, FL owned by West Coast Oil, LLC. WCO Holdings was administratively dissolved on September 25, 2020.
15. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter, there was no registration, granted exemption or notice filing indicating status as a "federal covered security" for any securities issued by WCO Holdings.

B. *Related Parties*

16. West Coast Oil, Inc. ("**WCO INC**") was a Florida corporation organized by Brooks on January 9, 1998, with a last known principal address at 5920 Lakewood Ranch Blvd., Bradenton, Florida 34211. Brooks was the sole initial board member of WCO INC. According to Brooks, WCO INC was a co-owner of West Coast Oil, LLC. WCO INC was administratively dissolved on September 25, 2020.
17. West Coast Oil, LLC ("**WCO LLC**") is a Florida limited liability company formed in 2007 with a last known principal address at 5920 Lakewood Ranch Blvd., Bradenton, Florida 34211. Filings by WCO LLC with the State of Florida, from 2007 through 2020, list Brooks as WCO LLC's registered agent and WCO INC as WCO LLC's sole managing member. According to Brooks, WCO LLC was the entity that directly owned the Chevron gas station in Bradenton, FL.
18. Dennis R. Di Ricco ("**Di Ricco**") is a seventy-three-year-old resident of Washington State with a last known address of 26002 NE 10th Street, Camas, WA 98607. Di Ricco is a long-time associate of Brooks and, during the Relevant Period, served as accountant and corporate secretary for Retire Happy, LLC.
19. Taxes By DDR, Inc. ("**Taxes By DDR**") is a California corporation formed on February 17, 2005, with an address at 343 Franklin Street, Mountain View, California 94041. During the Relevant Period, Di Ricco was the sole director, chief executive officer, corporate

secretary, and chief financial officer of Taxes By DDR. In December 2018, Brooks began serving as Taxes By DDR, Inc.'s registered agent.

20. Retire Happy, LLC is a Nevada limited liability company with a last known address at 4840 W. University Ave, A-1, Las Vegas, NV 89103. Retire Happy, LLC purportedly specialized in educating individuals on various types of qualified retirement accounts and alternative investments.
21. Review of Central Registration Depository (“**CRD**”) records indicates that, during the Relevant Period, Retire Happy, LLC was not registered in any capacity in the securities industry. More specifically, Retire Happy, LLC was not registered or exempt from registration in Missouri or Nevada as a broker-dealer during the Relevant Period.
22. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter, no employees of Retire Happy, LLC were registered or exempt from registration as a broker-dealer agent in the State of Missouri.
23. Julie Ann Minuskin (“**Minuskin**”) is a forty-three-year-old Nevada resident. During the Relevant Period, Minuskin was the sole managing member and chief executive officer of Retire Happy, LLC and sole managing member of Land Jewels, Inc.
24. Review of CRD records indicate that Minuskin, during the Relevant Period, was not registered in any capacity in the securities industry. More specifically, Minuskin was not registered or exempt from registration in Missouri or Nevada as a broker-dealer agent during the Relevant Period.
25. Joshua Patrick Stoll (“**Stoll**”) is a thirty-year-old Nevada resident. During the Relevant Period, Stoll was a member and an employee of Retire Happy, LLC under the direction and control of Minuskin.
26. Review of CRD records indicate that during the Relevant Period, Stoll was not registered in any capacity in the securities industry. More specifically, Stoll was not registered or exempt from registration in Missouri or Nevada as a broker-dealer agent during the Relevant Period.
27. Land Jewels, Inc. (“**Land Jewels**”) is a Nevada corporation with a last known principal address of 4340 S. Valley View Blvd., #224, Las Vegas, NV 89103. Land Jewels purportedly engaged in a variety of activities including, among other things, real estate investments. During the Relevant Period, Land Jewels was solely owned and operated by Minuskin.
28. Review of CRD records indicates that, during the Relevant Period, Land Jewels was not registered in any capacity in the securities industry. More specifically, Land Jewels was not registered or exempt from registration in Missouri or Nevada as a broker-dealer during the Relevant Period.

29. Provident Trust Group, LLC (“**Provident**”), is a Nevada limited liability company with a principal place of business at 8880 W. Sunset Rd, Suite 250, Las Vegas, Nevada 89148. Provident provides administration, asset custody and related services for self-directed retirement accounts.

C. Origin of this Matter

30. This matter arises from facts discovered in another matter, *In the Matter of Retire Happy, LLC, Julie A. Minuskin and Joshua P. Stoll*, Case No. AP-20-06² (“**AP-20-06**”). In that matter, the Missouri Securities Commissioner found that Retire Happy, LLC conducted unregistered broker-dealer and investment advisory businesses in the State of Missouri and fraudulently offered and sold unregistered, non-exempt promissory note securities and other securities through its staff of unregistered agents and investment adviser representatives to twelve Missouri residents. In that matter, several small companies engaged Retire Happy, LLC to raise capital by soliciting investors and facilitating the execution of promissory note securities transactions. Respondent WCO Holdings was one of those companies.

D. Relationship Between WCO Holdings and Retire Happy, LLC

31. On or around February 9, 2016, Respondents engaged Minuskin and her staff at Retire Happy, LLC (altogether, “**Retire Happy**”) to assist in raising \$700,000 for WCO Holdings by soliciting Notes to investors.
32. According to Brooks, the purpose of the \$700,000 capital raise was for financing improvements to the Chevron gas station referenced in paragraphs 2 and 5 above and for the purchase or development of future gas stations.
33. In exchange for Retire Happy’s fundraising efforts, Respondents agreed to pay total compensation equal to fifteen percent (15%) of the gross dollar amount of funds raised and apportion the compensation between Retire Happy (10%) and Land Jewels (5%).
34. In order to offer and sell the Notes, Retire Happy engaged in nationwide solicitations, by means of telephone and email, to contact and identify potential Note investors and, in the course of doing so, targeted at least one Missouri resident.
35. Retire Happy not only identified prospective investors but also facilitated execution of the Notes, on behalf of Respondents, directly with the investors.
36. To facilitate the executions, Retire Happy maintained a prepared electronic template of the Note and an electronic specimen of Brooks’s signature, both of which had been reviewed and authorized by Respondents.

² See Findings of Fact, Conclusions of Law, and Final Order to Cease and Desist and Order Awarding Civil Penalties, Costs, and Restitution, dated March 10, 2021 at <https://www.sos.mo.gov/CMSImages/Securities/AP-20-06F.pdf>

37. Upon identifying an investor, Retire Happy staff would affix Brooks's signature to the template Note document and insert the investor's name, the investor's Provident account title and number (where applicable)³, the investment amount, and the date, before emailing the Note to the investor for countersignature and instructing the investor where on the Note to sign.
38. Between February 9, 2016, and March 16, 2016, as a result of Retire Happy's solicitation and execution services, Retire Happy raised a total of \$700,000 for Respondents from the sales of Notes to eleven (11) investors from eight (8) states across the U.S. during the Relevant Period.
39. In eight of the eleven instances, the source of funds used to purchase the Notes came from the IRAs, Roth IRAs and 401(k) retirement accounts of individual investors.
40. In one of those eleven instances, a Note was offered and sold to a Missouri resident ("MR").

E. Offer and Sale of Note to Missouri Resident

41. On or around early March 2016, Stoll contacted then sixty-eight-year-old Independence, Missouri resident, MR, and solicited MR a Note.
42. As a result of Stoll's solicitation, MR executed a Note on March 14, 2016, in the amount of \$18,500.
43. The Note purchased by MR is countersigned by Brooks, as Managing Operator of WCO LLC.
44. 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 Note purchased by MR.
45. In AP-20-06, the Commissioner found:
 - a. that the Note purchased by MR is a security under Section 409.1-102(28); and
 - b. that at the time the Note was solicited and sold to MR, no employees of Retire Happy were registered or exempt from registration as a broker-dealer agent in the State of Missouri.
46. As of June 6, 2021, MR had not received any return from WCO Holdings of the \$18,500 principal amount invested in the Note.

³ Three of the total eleven investors did not purchase a Note through their Provident retirement account (e.g., individual retirement account ("IRA"), Roth IRA, 401(k) account) but, rather, paid for their investment with a personal check (paid to the order of WCO Holdings) from a bank account.

47. On July 9, 2021, Respondents forwarded the Enforcement Section an email, dated June 7, 2021, from Provident confirming payment of \$21,275.06 to MR, representing full payment of MR's investment in the Note.

II. CONCLUSIONS OF LAW

48. **THE COMMISSIONER CONCLUDES** that the Note purchased by MR is a security under Section 409.1-102(28).
49. **THE COMMISSIONER CONCLUDES** Respondents offered and sold an unregistered, non-exempt security in the form of a promissory note security to MR, in the State of Missouri, in violation of Section 409.3-301.
50. **THE COMMISSIONER CONCLUDES** that Respondents, in the course of issuing securities, employed or associated with an agent who transacted business in the State of Missouri on behalf of Respondents while not being registered or exempt from registration as a broker agent in the State of Missouri, in violation of Section 409.4-402(d).
51. **THE COMMISSIONER CONCLUDES** that the violations above are sufficient to issue an order in accordance with Section 409.6-604.
52. The Commissioner, after consideration of the stipulations set forth above and on consent of the Respondents and the Securities Division, finds and concludes that the Commissioner has jurisdiction over Respondents in this matter and that the following order is in the public interest, necessary for the protection of public investors, and consistent with the purposes intended by Chapter 409.

III. ORDER

NOW, THEREFORE, it is hereby ordered that:

53. Respondents, their respective agents, employees and servants, and all other persons participating in the above-described alleged violations with knowledge of this Order are permanently enjoined and restrained from engaging in violations of Sections 409.3-301 and 409.4-402(d).
54. In full satisfaction of all past, present or future claims arising out of the subject matter of this Consent Order, Respondents shall pay \$100,000 to the Missouri Secretary of State's Investor Education and Protection Fund at the time of signing this Order. This amount shall be made payable to the **Missouri Investor Education and Protection Fund** and sent to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101.
55. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 22nd DAY OF JULY, 2021.



JOHN R. ASHCROFT
SECRETARY OF STATE

David M. Minnick
DAVID M. MINNICK
COMMISSIONER OF SECURITIES

Consented to by:
MISSOURI SECURITIES DIVISION

Douglas M. Jacoby
Enforcement Counsel

WCO HOLDINGS, LLC

Alan Brooks
By:

MEMBER
Title:

ALAN KEITH BROOKS

Alan Keith Brooks