



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)	
)	
CCRP INVESTMENTS LLC;)	Case No. AP-15-48
SHIH HUNG CHOU a/k/a/ SAM CHOU; and)	
SCOTT BROOKSHIRE,)	
)	
<i>Respondents.</i>)	
)	
Serve:)	
CCRP Investments LLC)	
Sam Chou, Registered Agent)	
4108 Walnut Street)	
Kansas City, Missouri 64111)	
)	
Shih Hung "Sam" Chou)	
8211 8th Ave NW)	
Seattle, Washington 98117)	
)	
and)	
)	
Scott Brookshire)	
PO Box 1362)	
Willow Grove, Pennsylvania 19090)	

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

On December 30, 2015, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State ("Enforcement Section"), through Chief Counsel Tyler B. McCormick, submitted a Petition for Order to Cease and Desist and Order to Show Cause why Restitution, Civil Penalties, And Costs Should not be Imposed. After reviewing the petition, the Commissioner issues the following order:

I. ALLEGATIONS OF FACT

The petition alleges the following facts:

A. Respondents and Related Parties

1. Shih Hung Chou, also known as Sam Chou (“Chou”) has a last known address of 8211 8th Ave NW, Seattle, Washington 98117-3218. Chou was registered as a broker-dealer agent in Missouri from August 22, 2000 through October 23, 2000 with Central Registration Depository number 4241957.
2. CCRP Investments LLC (“CCRP”) is a Missouri limited liability company formed in July 2008. The sole organizer and registered agent for CCRP is Chou with an address of 4108 Walnut Street, Kansas City, Missouri 64111.
3. Scott Brookshire (“Brookshire”) has a last known address of 64 York Road, Willow Grove, Pennsylvania 19090.
4. The Windsor Group, Inc. (“Windsor Group”) is a Pennsylvania corporation incorporated in 1994. Brookshire was purported to own and operate the Windsor Group.
5. Sipan Continental Capital Corp (“Sipan”) was a Florida corporation formed on June 19, 2008, and administratively dissolved on September 24, 2010. Frederic Francois (“Francois”) was listed as the registered agent and CEO for Sipan. The last know mailing address was 850 North West Federal Highway, Suite 202, Stuart, Florida 34994.
6. As used herein, the term “Respondents” refers to CCRP, Chou, and Brookshire.
7. At all times relevant to this matter, CCRP, Chou, and Brookshire were never registered with the State of Missouri as investment advisers, investment adviser representatives, broker-dealers, broker-dealer agents, or issuer agents.
8. 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/or sold by CCRP, Chou, and Brookshire.

Texas Resident

9. On or before February 18, 2009, Brookshire spoke with a 34-year-old Irving, Texas resident (“TR”) about an investment opportunity with CCRP. With regard to the investment opportunity, Brookshire:
 - a. told TR the investment was in a private placement platform involving a leased bank guarantee and/or a standby letter of credit that was to pay 20-30% return in 60 days;
 - b. told TR that the original principal was to be returned if the “bank instrument” did not perform;
 - c. told TR that the investment was for \$100,000, but if TR invested \$50,000 then Respondents would invest the other \$50,000; and

- d. provided TR with an investment agreement.
10. The investment agreement set forth, among other things, the following:
- a. CCRP's address is 4108 Walnut, Kansas City, Missouri 64111;
 - b. CCRP's phone number is 816-457-1024;
 - c. the Windsor Group would be referred to as "Program Consultant";
 - d. the investment is to pay 20-30% a week for approximately 40 weeks;
 - e. the disbursements of profits from the trading platform will be made from an escrow attorney in Tulsa, Oklahoma;
 - f. "That the services provided will be with Prime International bank and or related Trader banks."; and
 - g. the signature pages listed TR on behalf of TR's company and Chou on behalf of CCRP.
11. TR, on behalf of TR's company, signed the investment agreement.
12. On or around February 18, 2009, TR invested \$50,000 via wire transfer from TR's Wells Fargo bank account to an account in the name of CCRP at a Kansas City, Missouri branch of Bank of America.
13. After investing, TR received a letter from CCRP, signed by Brookshire, that helped explain how the investment worked. The letter stated, among other things, the following:
- a. "[the investment agreement] is for sharing the proceeds of a trade platform that CCRP has been accepted to participate in";
 - b. "The \$100K is for sharing the cost to deliver the leased instrument...";
 - c. "The lease agreement is with the provider of the instrument.";
 - d. "When it is MT700 to the trade group's bank it is lodged there."; and
 - e. "... you are expecting returns for your investment as well as CCRP..."
14. After the 60 days, TR did not receive returns as promised and began contacting Brookshire to ask why TR had not received any weekly payments. Brookshire often told TR that the "bank instrument still needed to be verified" and said TR was going to make a larger return due to the delays.

15. After approximately one year of calling Brookshire to ask questions, Brookshire stopped answering the phone. It was at this time that TR began to e-mail Brookshire and eventually Chou about the investment and the lack of any returns.
16. On or around March 2, 2010, TR received an e-mail from Brookshire. The e-mail stated that TR's investment agreement was with CCRP in Kansas City, Missouri and not with Brookshire or Brookshire's company. Brookshire stated he was the "facilitator" and did not receive any of TR's investment monies. Brookshire advised TR to contact CCRP if TR wished to "pursue the matter."
17. On or around March 3, 2010, TR received an e-mail from Chou in which Brookshire was copied. The e-mail stated, among other things, the following:
 - a. "as per our agreement ...we were going to obtain a \$200 million Bank Guarantee, you put in \$50,000 and we put in the remaining \$50,000.";
 - b. "We then paid this \$100,000 to a company out of Florida called Sipan Continental Capital...";
 - c. "Both you and I are out \$50,000 each."; and
 - d. Chou's attorney is filing suit against Sipan and that Chou will name TR as a co-plaintiff.
18. On or around March 3, 2010, TR received a second e-mail from Chou with five attached bank deposit/transfer slips that Chou stated was proof of the investment with Sipan. The first three slips totaled \$42,000, which Chou stated was his personal investments with Sipan. The last two slips totaled \$50,000, which Chou claimed was TR's investment money that was transferred to Sipan. Chou stated he had proof another \$8,000 investment with Sipan existed on another computer.
19. On March 30, 2010, TR received an e-mail from Chou that claimed Chou spoke to his attorney and the suit against Sipan had not been filed yet because of a backlog of court cases in Florida.
20. In April and May, 2010, Chou sent multiple emails to TR that claimed he was trying to "close a deal" that would help refund TR's investment money.
21. On May 22, 2010, TR sent Chou an e-mail with an attached copy of a Final Order to Cease and Desist against Brookshire issued by the State of Washington on August 16, 2007. Chou claimed he did not know about the Order against Brookshire or he "would not have gone through [Brookshire] for anything."
22. In or around June 2010, Brookshire and Chou stopped responding to TR's emails. TR has not been in contact with either Brookshire or Chou since that time.
23. TR has never received any type of monthly statement regarding TR's investment.

24. As of October 30, 2015, TR has not received any return or refund from Respondents.

Arizona Resident and Oklahoma Resident

25. In or before February 2009, Chou spoke with a 39-year-old Anthem, Arizona resident (“AR”) about an investment opportunity with CCRP. With regard to the investment opportunity, Chou told AR that:

- a. the investment involved leasing a bank instrument that was to be placed in a trading platform, which was to pay a return in the form of weekly payments for a period of 48 weeks; and
- b. that Chou was putting his own money into this investment and the return was going to be split between AR, a friend of AR’s, and Chou.

26. In or around February 2009, AR invested \$38,000 with CCRP via wire transfer.

27. In or around March 2009, a 31-year-old Tulsa, Oklahoma resident (“OR”), and friend of AR’s, invested \$8,400 with Chou and CCRP.

28. In or around March 2009, AR received a one-time return of \$30,000.

29. When AR began asking Chou for the rest of the investment money to be returned, Chou always made an excuse about why the investment was not paying or why he could not return the rest of AR’s investment money.

30. About a month after AR began requesting that the rest of AR’s investment money be returned, Chou’s phone number was disconnected and AR has not been in contact with Chou since that time.

31. As of October 30, 2015, neither AR nor OR have received additional returns or refund from Respondents.

Bank Records

32. A review of the bank records for CCRP’s checking account located at a Bank of America in Kansas City, Missouri (“CCRP Account”) revealed, among other things, the following:

- a. The CCRP Account was opened on August 19, 2008;
- b. Chou is the only signatory on the CCRP Account;
- c. from February 1, 2009 until May 31, 2009 (“Relevant Period”), the CCRP Account received deposits totaling \$196,400, including:
 - i. a \$50,000 wire transfer from TR on February 18, 2009;
 - ii. a \$38,000 wire transfer from AR on February 13, 2009;

- iii. an \$8,400 wire transfer from OR on March 20, 2009; and
 - iv. a \$100,000 wire transfer from a Van Nuys, California resident on March 23, 2009;¹
- d. during the Relevant Period, the following occurred in the CCRP Account:
- i. a beginning balance of \$10.35;
 - ii. other deposits and one counter credit totaling \$6,762.19;
 - iii. checks and transfers to unknown persons and unknown accounts totaling \$23,400;
 - iv. a payment to AR, via wire transfer, totaling \$30,000;
 - v. six teller transfers totaling \$96,000 to a Bank of America account in the name of Sipan located in Port Saint Lucie, Florida;
 - vi. a wire transfer totaling \$17,500 to an account in the name of Brookshire's mother;
 - vii. two incoming teller transfers totaling \$15,500 from a Bank of America branch located in Horsham, Pennsylvania (a town in which Brookshire once resided);
 - viii. two checks written to Chou's wife totaling \$20,000;
 - ix. ATM transactions, checks written to cash, and counter withdrawals totaling \$27,080;
 - x. debit card purchases and payments in excess of \$1,787 at Denny's, Sport Clips, Redbox, Target, Ted's Montana Grill, Southwest Airlines, Beachbody Fitness, Kabuki Japanese Restaurant, Cheesecake Factory, Geico Insurance, and Friendly Ice Cream, among other places; and
 - xi. an ending balance of \$1.18.

Additional Findings

33. On or around August 31, 2015, an investigator with the Enforcement Section contacted Brookshire regarding his involvement with CCRP and Chou. During the conversation, Brookshire stated, among other things, the following:
- a. Brookshire did business as the Windsor Group;

¹ The petition alleges that the California resident (now deceased) invested \$100,000 with Chou and CCRP.

- b. Brookshire used to do business with CCRP and Chou;
 - c. Brookshire remembers speaking to and soliciting TR for some type of investment with CCRP and Chou;
 - d. Brookshire received money from CCRP and Chou on multiple occasions related to business deals they completed together;
 - e. in February 2009, Brookshire received a \$17,500 payment from CCRP and Chou;
 - f. Brookshire could not remember exactly what the \$17,500 was for;
 - g. the \$15,500 in teller transfers to the CCRP Account from a bank in Horsham, Pennsylvania were most likely funds from Brookshire;
 - h. Brookshire and Chou were looking into an investment with a guy from New York who ended up going to prison for fraud; and
 - i. in Washington State, Brookshire got involved with Stephen Vinzant regarding some type of investment for a non-profit organization. Brookshire said he helped create a prospectus for the investment which Vinzant then used to solicit investors. The investment opportunity was determined to be unlawful and an Order was issued by the State of Washington against Brookshire & Vinzant. Brookshire still owes fines related to that Order.
34. The State of Washington issued a Final Order to Cease and Desist and Impose Fines, Order #S-06-166-07FO02, against Brookshire on August 16, 2005. The Order stated Brookshire offered or sold unregistered securities while not registered as a broker-dealer or securities salesperson in the State of Washington. The Order also stated that Brookshire made misstatements of material facts or omitted to state material facts. Brookshire was fined \$5,000.
35. In connection with the offer and/or sale of securities, Respondents failed to disclose to TR, AR, and/or OR, among other things, the following:
- a. that Respondents were not registered to offer or sell securities in the State of Missouri;
 - b. that the securities were not registered or exempt from registration in the State of Missouri;
 - c. the specific risks associated with the investment including, but not limited to, the risk associated with Sipan;
 - d. financial information to support the promised return on the investments;
 - e. the financial condition of CCRP;

- f. the financial condition of Chou;
- g. that the State of Washington had issued a Final Order to Cease and Desist against Brookshire;
- h. that Chou never personally invested; and
- i. that investment funds would be commingled with Chou's personal and/or business funds and used to pay personal expenses and/or to make cash withdrawals.

II. COMMISSIONER'S DETERMINATION AND FINDING

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

- 36. **THE COMMISSIONER DETERMINES** that Respondents CCRP, Chou, and/or Brookshire offered and/or sold securities by, among other things:
 - a. soliciting investors, including TR, AR, and/or OR to invest with CCRP;
 - b. providing and executing agreements with these investors promising a return on their investment dependent upon the efforts of others and not on the efforts of the investors;
 - c. receiving funds to invest from these individuals; and/or
 - d. pooling the investor funds with CCRP's funds and/or Chou's personal funds and the funds of other investors.
- 37. These activities constitute an offer and/or sale as those terms are defined in Section 409.1-102(26), RSMo. (Cum. Supp. 2013).²
- 38. The investments that Respondents offered and/or sold constitute securities as that term is defined in Sections 409.1-102(28).
- 39. 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/or sold by Respondents.
- 40. 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.

² Unless otherwise noted, all statutory references are to the 2013 cumulative supplement of the Revised Statutes of Missouri.

41. Respondents CCRP's, Chou's, and/or Brookshire's 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

42. **THE COMMISSIONER FURTHER DETERMINES** that Chou and Brookshire were representatives of CCRP.
43. Chou and/or Brookshire offered and/or sold securities to investors in or from the State of Missouri on behalf of CCRP by among other things offering and/or selling investments to investors, including TR, AR, and/or OR.
44. These activities constitute transacting business as an agent in the State of Missouri under Section 409.1-102(1).
45. At all times relevant, Respondents Chou and Brookshire were not registered as agents in the State of Missouri.
46. Respondents Chou and Brookshire 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).
47. Respondents Chou's and Brookshire's 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 or Associating with an Unregistered Agent

48. **THE COMMISSIONER FURTHER DETERMINES** that Respondent CCRP employed and/or associated with Chou and Brookshire, who offered and/or sold securities in or from the State of Missouri on behalf of Respondent CCRP.
49. Respondent CCRP's activities constitute employing and/or associating with an agent in the State of Missouri under Section 409.4-402(d).
50. At all times relevant to this matter, Respondent CCRP had no registration or granted exemption for any agents of Respondent CCRP to transact business in the State of Missouri.
51. Respondent CCRP employed and/or associated with Chou and Brookshire, who transacted business in Missouri as agents without being registered or exempt from registration as an agent, in violation Section 409.4-402(d).

52. Respondent CCRP'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

53. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security as described above, Respondent Brookshire, on behalf of CCRP, made an untrue statement of material fact to TR when Brookshire told TR:
- a. the investment was in a private placement platform involving a leased bank guarantee and/or a standby letter of credit that was to pay 20-30% return in 60 days;
 - b. the original principal was to be returned if the "bank instrument" did not perform; and
 - c. the investment was for \$100,000, but if TR invested \$50,000 then Respondents would invest the other \$50,000.
54. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security as described above, Respondent Brookshire, on behalf of CCRP, engaged in an act, practice or course of business that would operate as a fraud or deceit upon TR by, among other things, lulling TR by stating:
- a. the "bank instrument still needed to be verified"; and
 - b. TR was going to make a larger return due to the delays.
55. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security as described above, Respondent Chou, on behalf of CCRP, engaged in an act, practice or course of business that would operate as a fraud or deceit upon TR by, among other things:
- a. commingling investor funds with Chou's personal and other business funds; and
 - b. lulling TR by stating:
 - i. Chou paid \$100,000 to Sipan;
 - ii. "Both you and I are out \$50,000 each";
 - iii. Chou's attorney is filing suit against Sipan and that Chou will name TR as a co-plaintiff;

- iv. the suit against Sipan had not been filed because of a backlog of court cases in Florida; and
 - v. Chou was trying to “close a deal” that would help refund TR’s investment.
56. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security as described above, Respondent Chou, on behalf of CCRP, made an untrue statement of material fact to AR when Chou told AR, among other things:
- a. the investment involved leasing a bank instrument that was to be placed in a trading platform which was to pay a return in the form of weekly payments for a period of 48 weeks; and
 - b. that Chou was putting his own money into this investment.
57. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security as described above, Respondent Chou, on behalf of CCRP, engaged in an act, practice or course of business that would operate as a fraud or deceit upon AR by, among other things commingling investor funds with Chou’s personal and other business funds.
58. **THE COMMISSIONER FURTHER DETERMINES** that in connection with the offer, sale or purchase of a security as described above, Respondents CCRP, Chou, and/or Brookshire, omitted to state to TR, AR, and/or OR 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. that Respondents were not registered to offer or sell securities in the State of Missouri;
 - b. that the securities were not registered or exempt from registration in the State of Missouri;
 - c. the specific risks associated with the investment including, but not limited to, the risk associated with Sipan;
 - d. financial information to support the promised return on the investments;
 - e. the financial condition of CCRP;
 - f. the financial condition of Chou;
 - g. that the State of Washington had issued a Final Order to Cease and Desist against Brookshire;
 - h. that Chou never personally invested; and

- i. that investment funds would be commingled with Chou's personal and/or business funds and used to pay personal expenses and/or to make cash withdrawals.
59. 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.
 60. Respondents CCRP's, Chou's, and/or Brookshire's 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.
 61. 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 CCRP, Chou and Brookshire, 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(d), the Commissioner hereby states that he will determine whether to grant the Enforcement Section's requests for:

- A. \$10,000 civil penalty against each Respondent for more than one violation of Section 409.3-301;

- B. \$10,000 against Respondents Brookshire and Chou each for more than one violation of Section 409.4-402(a);
- C. \$10,000 against Respondent CCRP for more than one violation of Section 409.4-402(d); and
- D. \$10,000 against each Respondent for more than one violation of Section 409.5-501;
- E. An order against Respondents to pay restitution 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 and/or disgorge any profits arising from the violation of Sections 409.3-301, 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
- F. 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:

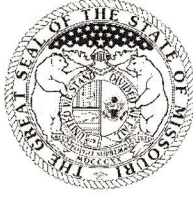
WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS SIXTH DAY OF JANUARY, 2016.



JASON KANDER
SECRETARY OF STATE

A handwritten signature in blue ink that reads "Andrew M. Hartnett".

ANDREW M. HARTNETT
COMMISSIONER OF SECURITIES



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:

CCRP INVESTMENTS LLC;
SHIH HUNG CHOU a/k/a/ SAM CHOU; and
SCOTT BROOKSHIRE,

Case No. AP-15-48

Respondents.

Serve: CCRP Investments LLC
Sam Chou, Registered Agent
4108 Walnut Street
Kansas City, Missouri 64111

Shih Hung "Sam" Chou
8211 8th Ave NW
Seattle, Washington 98117

and

Scott Brookshire
PO Box 1362
Willow Grove, Pennsylvania 19090

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. (Cum. Supp. 2013), and 15 CSR 30-55.020.

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:

Andrew M. Hartnett, 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 5th day of January, 2016, 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 email to:**


CCRP Investments LLC
Sam Chou, Registered Agent
4108 Walnut Street
Kansas City, Missouri 64111
samchou00@yahoo.com
Samejls@gmail.com

Shih Hung "Sam" Chou
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samchou00@yahoo.com
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Scott Brookshire
PO Box 1362
Willow Grove, Pennsylvania 19090
bubbabrookshire@live.com

and by hand-delivery to:

Tyler McCormick
Securities Chief Counsel
Missouri Securities Division


Marsha Presley
Securities Office Manager