ADMINISTRATIVE PROCEEDING

BEFORE THE

SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:	)	
	)	**ORDER TO CEASE AND DESIST**
PPE-Life, Inc.,	)	
Rick Crocker,	)	
and John Barter,	)	
	)	**File No. 10039**
Respondents.	)	

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division"), pursuant to authority granted in the South Carolina Uniform Securities Act of 2005 (the "Act"), S.C. Code Ann. § 35-1-101 to 35-1-703 (Supp. 2009), on or about May 14, 2010, received information regarding alleged activities of PPE-Life, Inc. ("PPE"), Rick Crocker ("Crocker"), and John Barter ("Barter") (collectively, the "Respondents") which, if true, could constitute violations of the Act; and

WHEREAS, the information led the Division to open and conduct an investigation of the Respondents pursuant to S.C. Code Ann. § 35-1-602; and

WHEREAS, in connection with the investigation, the Division has determined that evidence exists to support the following findings and conclusions:

1. Respondent PPE is a corporation registered under the laws of the State of Florida with a principal address of 24 Greenway Plantation, Ocala, Florida 34472 and a registered agent address of 4840 NE 10th Street, Ocala, Florida 34470.
2. Upon information and belief, Respondent Barter's home address during the time period relevant herein was 20 Greenway Plantation, Ocala, Florida 34472.

3. Upon information and belief, Crocker's home address during the time period relevant herein was 1302 Stonehaven Court, Wilmington, North Carolina 28411.

4. Respondents Crocker and Barter, representing PPE, held an informational meeting at the Quality Inn, 2390 Broad Street, Sumter, South Carolina on the evening of Thursday, May 20, 2010 (the "May 20 meeting"), to which South Carolina residents were invited to attend. A number of South Carolina residents attended the May 20 meeting.

5. The Respondents represented to those in attendance at this meeting that PPE was the marketing arm of an "international bank" and solicited funds from attendees for "memberships" in PPE. The funds solicited were $599 as an initial membership fee, and a $50 per month maintenance fee.

6. The Respondents also made the following representations, one or more of which were false or misleading as to a material fact:

    a. that the funds entrusted to PPE would create a return to the member of up to $440,000 per year;

    b. that members of PPE would be eligible for loans at a significant discount from what a traditional bank would offer;

    c. that members are not required to recruit new members or perform any other activities in order to receive significant financial benefits from PPE;

    d. that recruiting new members would result in financial bonuses to the members who recruit;

    e. that funds entrusted to PPE would, at least in part, be used to purchase debentures earning 40% to 50% interest;

f. that members are eligible to receive 1.5% of loan payments on loans made to any members who subsequently join PPE;

g. that members would receive a "free" credit card with a $1000 limit;

h. that the Respondents had spent at least $1.5 million to ensure that the federal government would not shut down PPE; and

i. that as new members were recruited, older members would financially benefit.

7. At the May 20 meeting, Respondents refused to respond to questions from the attendees regarding the method by which PPE would make money or extend loans, or the products that PPE would offer or invest in. Respondents stated that those were details that would be sorted out at a later time and that the priority of the May 20 meeting was for attendees to "sign up."

8. At the May 20 meeting, when asked who or what the bank was for which PPE was the marketing arm, Respondent Barter did not identify any bank and provided no evidence any such bank existed, but instead asserted, "I am the bank."

9. At the May 20 meeting, in response to concerns about possible federal action to shut down PPE, Respondent Barter asserted, "The Feds love us."

10. At the May 20 meeting, Respondents represented that they had been meeting in Sumter with PPE participants and prospective participants for at least six weeks in connection with PPE business.

11. At the May 20 meeting, Respondents made applications available to all attendees to start their memberships in PPE.

12. Respondents Crocker and Barter are not registered in South Carolina as agents under the Act, nor have any exemptions or exceptions to registration been claimed on their behalf.

13. Respondents' membership offering is not a registered security in South Carolina, nor is it a federally covered security or exempt from registration pursuant to S.C. Code Ann. § 35-1-301.

WHEREAS, the memberships offered by Respondents at the May 20 meeting constitute investment contracts and are "securities" within the meaning of S.C. Code Ann. § 35-1-102(29); and

WHEREAS, Respondents Barter and Crocker, as described above, acted as agents by effecting and/or attempting to effect sales of securities in or from this State; and

WHEREAS, Respondents Barter and Crocker were not registered in South Carolina or exempt from registration as agents within the meaning of the Act; and

WHEREAS, Respondent PPE utilized Barter and Crocker, who were not registered or exempt agents, to offer and sell its securities in South Carolina; and

WHEREAS, the securities Respondents offered and sold in and from South Carolina were (i) not registered, (ii) not federal covered securities, or (iii) otherwise exempt within the meaning of the Act; and

WHEREAS, the Respondents, in connection with the solicitation of participants described above, employed a device, scheme, or artifice to defraud and/or made untrue statements of material facts and/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; and

WHEREAS, based on the foregoing, the Division has determined that the Respondents have engaged, are engaging, and/or are about to engage in acts and practices which violate S.C. Code Ann. §§ 35-1-301, 35-1-402(a) and (d), and 35-1-501; and

WHEREAS, after due deliberation, the Division finds that it is necessary and appropriate, in the public interest, for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act to issue the following Order:

CEASE AND DESIST ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), IT IS HEREBY ORDERED that Respondents PPE, Crocker, and Barter and every successor, affiliate, control person, agent, servant, and employee of Respondents, and every entity owned, operated, or indirectly or directly controlled by or on behalf of the Respondents:

a. Immediately cease and desist from transacting business in this State in violation of the Act, and in particular, S.C. Code Ann. §§ 35-1-301, 35-1-402(a) and (d), and 35-1-501 thereof; and

b. Specifically, (i) cease and desist soliciting memberships in PPE in or from South Carolina, (ii) offering PPE memberships or any other securities in or from South Carolina, and (iii) collecting fees for membership or membership maintenance for PPE in or from South Carolina, and

c. Pay a civil penalty in the amount of ten thousand dollars ($10,000.00) per Respondent if this Order becomes effective by operation of law, or, if any Respondent seeks a hearing and a hearing officer or any other legal authority resolves this matter, pay a civil penalty in an amount not to exceed ten thousand dollars ($10,000.00) for each

violation of the Act by that Respondent, and the actual cost of the investigation or proceeding.

REQUIREMENT OF ANSWER AND NOTICE OF OPPORTUNITY FOR HEARING

The Respondents are hereby notified that they have the right to a hearing on the matters contained herein. To schedule such a hearing, a Respondent must file with the Securities Division, Post Office Box 11549, Rembert C. Dennis Building, Columbia, South Carolina 29211-1549, attention: Thresechia Navarro, within thirty (30) days after the date of service of this Order a written Answer specifically requesting that a hearing be held to consider rescinding the Order.

In the written Answer, the Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation of the Order, shall set forth specific facts on which the Respondent relies, and shall set forth concisely the matters of law and affirmative defenses upon which the Respondent relies. If Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, he shall so state.

Failure by a Respondent to file a written request for a hearing in this matter within the thirty (30) day period stated above shall be deemed a waiver by that Respondent of his right to such a hearing. Failure of a Respondent to file an Answer, including a request for a hearing, shall result in this Order, including the stated civil penalty, becoming final as to that Respondent by operation of law.

CONTINUING TO ENGAGE IN ACTS DETAILED BY THIS ORDER AND/OR SIMILAR ACTS MAY RESULT IN THE DIVISION'S FILING ADDITIONAL ADMINISTRATIVE ACTIONS AND/OR SEEKING FURTHER ADMINISTRATIVE FINES. WILLFUL VIOLATION OF THIS ORDER COULD RESULT IN CRIMINAL

PROSECUTION. REGARDING MATTERS DESCRIBED HEREIN, THIS ORDER DOES NOT PRECLUDE THE FILING OF PRIVATE CAUSES OF ACTION OR THE FILING OF CRIMINAL CHARGES UNDER S.C. CODE ANN. § 35-1-508 OR ANY OTHER APPLICABLE CODE SECTION.

SO ORDERED, This 25th day of May, 2010.

Michael S. Traynham
Assistant Attorney General
Securities Division
Office of the Attorney General
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