

**ADMINISTRATIVE PROCEEDING  
BEFORE THE  
SECURITIES COMMISSIONER OF SOUTH CAROLINA**

<b>IN THE MATTER OF:</b>	)	<b>CONSENT ORDER</b>
	)	
<b>Michael Brooks and Brooks</b>	)	<b>File No. 16021</b>
<b>Communications, LLC,</b>	)	
	)	
<u>                    <b>Respondents.</b></u>	)	

**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 *et. seq.* (Supp. 2012), initiated an investigation into certain activities by the parties named above (the "Respondents"); and

**WHEREAS**, in connection with its investigation, the Division determined that the Respondents engaged, were engaging, or were about to engage in certain acts constituting violations of the Act, and the Division issued an Order to Cease and Desist against the Respondents for these alleged violations; and

**WHEREAS**, the Respondents, without admitting or denying the factual allegations of the Order to Cease and Desist, except that the Securities Commissioner (the "Commissioner") has jurisdiction over them and the subject matter of these proceedings, which are admitted, acknowledge their desire to resolve the Order to Cease and Desist by Consent Order rather than by exercising their rights to a formal hearing before the Commissioner; and

**WHEREAS**, the Respondents agree to the investor protections and remedies set forth below; and

**WHEREAS**, the Commissioner finds the investor protections and remedies in this Consent Order both appropriate and in the public interest for the protection of the investors and the capital markets of the State of South Carolina;

**NOW, THEREFORE, it is HEREBY ORDERED, and the Respondents expressly consent and agree that:**

- A. Effective immediately, the Respondents, every successor, affiliate, control person, agent, servant, and employee of the Respondents, and every entity owned, operated, or indirectly or directly controlled by or on behalf of the Respondents will continue to **CEASE AND DESIST** from engaging in the acts set forth in the Order to Cease and Desist;
- B. Effective immediately, the Respondents, every successor, affiliate, control person, agent, servant, and employee of the Respondents, and every entity owned, operated, or indirectly or directly controlled by or on behalf of the Respondents are permanently barred from participating in any aspect of the securities industry in or from the State of South Carolina; and
- C. The Respondents, jointly and severally, will pay a civil penalty in the amount of twenty thousand dollars (\$20,000) to the Division, due in full prior to either Respondents' applying for registration as any type of securities professional(s) in the State of South Carolina or the Respondents' utilization of any exemption from securities registration in the State of South Carolina.

Upon execution by the Commissioner, this Order resolves Administrative Proceeding 16021.

The parties to this Consent Order agree that the Consent Order does not and should not be interpreted to waive any (i) criminal cause of action, (ii) private cause of action that may have accrued to any investor(s), (iii) action of any kind in any type of bankruptcy proceeding(s), or (iv) other causes of action which may result from any activity of the Respondents not detailed above or which may hereafter arise.

IT IS SO ORDERED this 15 day of November, 2016.

By: Alan Wilson  
Alan Wilson  
Securities Commissioner  
State of South Carolina

WE CONSENT:

Securities Division of the Office of the Attorney General:

By: Taylor Faw  
Taylor Faw  
Assistant Attorney General  
Securities Division

Date: 11/21/16

Respondents:

BROOKS COMMUNICATIONS, LLC

By: Michael Brooks  
Michael Brooks  
Principal

Date: 11/15/16

MICHAEL BROOKS

By: Michael Brooks  
Michael Brooks

Date: 11/15/16