

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
BUSINESS REGULATION AND ENFORCEMENT DIVISION**

In The Matter Of:)
)
MICHAEL DAVID COOPER) **Administrative Proceeding**
) **Number: S-05-0132 and**
) **S-05-0075**
RESPONDENT

CONSENT AGREEMENT

THIS AGREEMENT is hereby entered into between the State of Mississippi, Secretary of State's Office, Business Regulation and Enforcement Division (hereinafter "Division"), by and through James O. Nelson, II, Assistant Secretary of State, and MICHAEL DAVID COOPER (hereinafter "Cooper").

The Division, having the power to administer and to provide for the enforcement of all provisions of the Mississippi Securities Act (hereinafter "Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the Final Cease and Desist Order and Order Imposing Administrative Penalty (hereinafter "Order") issued October 9, 2006, detailing allegations by the Division of violations of certain provisions of the Act.

The Division's conclusions of law contained in the Order were as follows.

1. The Secretary of State has jurisdiction over this matter and the parties pursuant to Miss. Code Ann. §75-71-107(a) of the Mississippi Securities Act.
2. Since 2001, Respondent offered and sold securities in the form of investment contracts, within or from Mississippi to Mississippi residents.
3. Respondent Cooper was not registered with the Division as a broker-dealer in violation of Miss. Code Ann. § 75-71-301.

4. Respondent sold unregistered securities in violation of Miss. Code Ann. § 75-71-401.

NOW, THEREFORE, it is hereby agreed as follows:

- A. Respondent admits to the jurisdiction of the Division as to all matters herein.
- B. Respondent neither admits, nor denies that his conduct was in violation of the Act.
- C. Respondent acknowledges that a Final Cease and Desist Order and Order Imposing Administrative Penalty was issued by the Division on October 9, 2006. In consideration of the suspension of the Fifty Thousand Dollar (\$50,000.00) administrative penalty, Respondent voluntarily agrees to the following:
 - 1. Cooper agrees neither, during the course of his natural life, (a) to offer and/or sell any securities in the State of Mississippi, nor (b) to offer and/or sell any securities to any Mississippi residents.
 - 2. Cooper agrees neither to act as an investment advisor, nor investment advisor representative in Mississippi or for or with respect to residents of the State of Mississippi.
 - 3. Respondent agrees to permanently surrender his license, issued by the Mississippi Department of Insurance, to sell insurance.
- D. This Consent Agreement contains the entire understanding between the parties and supersedes any prior understandings and agreements between

them respecting the subject matter of this Consent Agreement.

Furthermore, the Respondent herein represents that he has read each provision, understands each provision, and agrees to each provision herein.

- E. A willful failure to comply with any of the terms, conditions or obligations of this Agreement will result in Respondent being deemed to be in violation of a lawful order made pursuant to the Act and, therefore, subject to the penalties available under the Act.
- F. The entry of this Agreement represents the settlement of regulatory claims by the Division against Respondent only and does not, in any way, restrict or affect the rights or causes of action, if any, of any individual or entity.
- G. This Agreement pertains only to those matters set forth in the Order, referred to above, and only to Respondent's involvement therein.
- H. Respondent acknowledges that he has read this Consent Agreement in its entirety and fully understands the rights, terms, and obligations contained therein.

WHEREFORE, the undersigned hereby acknowledges and agrees to the terms and conditions of the foregoing Agreement by written consent.

THIS, the 15 day of March, 2007

ERIC CLARK
Secretary of State

By: _____



JAMES O. NELSON, II
Assistant Secretary of State
Business Regulation and Enforcement

MICHAEL DAVID COOPER


Date: 3/27/07

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