

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

MIDAS MANAGEMENT PARTNERS LLC)	ADMINISTRATIVE ORDER
PHILIP LEON)	NO. CD-2012- 0009
JOHN G. WILKINS)	
JOSH LEWIS)	
)	
<u>RESPONDENTS</u>)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. MIDAS MANAGEMENT PARTNERS LLC., ("MMP") is a Florida Limited Liability Company, formed August 9, 2011, with a business address of 660 Executive Park Court, Suite 1200, Apoka, Florida, 32703.
2. PHILIP LEON ("LEON"), is a managing member of MMP, whose business address is 660 Executive Park Court, Suite 1200, Apoka, Florida 32703.
3. JOHN G. WILKINS, ("WILKINS"), is a managing member of MMP, whose business address is 660 Executive Park Court, Suite 1200, Apoka, Florida 32703.
4. JOSH LEWIS ("LEWIS"), is represented as the Vice President of Equity Funding for MMP, with a business address of 660 Executive Park Court, Suite 1200, Apoka, Florida, 32703.

STATEMENT OF FACTS

5. Information made available to the Commission indicates that on January 7, 2012, LEWIS placed a "cold call" to an Alabama resident attempting to solicit an investment involving "interest" in the Limited Liability Company MMP.

6. LEWIS described MMP as a money management company formed to create a fund whereby the company can create, manage, invest in, promote, and sell interest in one of more private investment vehicles for a limited number of sophisticated long-term investors. When created, the funds would engage in primarily the purchase and sale of long positions in publicly-traded securities, utilizing options, futures, other derivative securities, and short sales of stocks. The funds would be created by the Company when the Company accumulated sufficient capital to make a substantial opening investment for/by the Fund.

7. On January 12, 2012, the Alabama resident received from MMP, via the United States mail, offering documents which included a Private Offering Memorandum, a Limited Liability Company Operating Agreement signed by LEON and WILKINS, and a Subscription Agreement

8. On January 26, 2012, a review of the Registration files of the Alabama Securities Commission revealed no registration for MMP, LEON, WILKINS, or LEWIS as a Securities agent, dealer, Investment Advisor (IA) or Investment Advisor representative (IAR), in the state of Alabama.

9. On January 26, 2012, a review of the Registration files for the Alabama Securities Commission revealed no record of registration, or any perfected exemption from registration for the offered securities, to wit "interest" in the Limited Liability Company MMP.

CONCLUSIONS OF LAW

10. Section 8-6-2(10) Code of Alabama 1975, defines a “security” as “any note, stock, treasury stock, bond debenture, evidence of indebtedness, certificate of interest or participation in any profit sharing agreement,..... or investment contract....” The LLC “interest” solicited to be issued by MMP is a security under the Act.

11. Section 8-6-2(2) Code of Alabama 1975, defines an agent as any individual other than a dealer who represents a dealer or Issuer in effecting or attempting to effect sales of securities. A partner, officer or director of a dealer or issuer is an agent if he otherwise comes within the definition. LEWIS by “cold calling”/soliciting the Alabama investor to purchase “interest” in MMP LLC, along with LEON, and WILKINS, when executing the Operating Agreement sent to the Alabama investor acted as securities Agents as described in the Act.

12. Section 8-6-2(8), Code of Alabama, 1975, states that “sale” and “sell” includes every contract of sale of, contract to sell or disposition of a security of interest in a security for value. “Offer” or “offer to sell” includes every attempt to offer or dispose of, or solicitation of an offer to buy, a security, or interest in a security for value. The “cold call” conducted by LEWIS, and the receipt of the Private Offering Memorandum, the Limited Liability Company Operating Agreement, and the Subscription Agreement by the Alabama investor from MMP LLC, constitutes an “Offer” or “Offer to sell” as described in the Act.

13. Section 8-6-3 (a) (1) Code of Alabama 1975, of the Alabama Securities Act states that it is unlawful for any person to transact business in this state as a Dealer or Agent for securities unless he is so registered with the Commission. By soliciting the interest of MMP LLC, LEON, WILKINS and LEWIS acted as agents without benefit of registration in violation of the Act.

14. Section 8-6-4, Code of Alabama 1975, of the Alabama Securities Act states that it is unlawful for any person to offer or sell any security in this state unless: (1) It is registered under this article; (2) The security is exempt from registration under

section 8-6-10; or (3) The transaction is exempt under section 8-6-11. The securities solicited to the Alabama investor, to wit: the interest of MMP LLC, were not registered as required by the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purpose of the Act.

Additionally, if the allegations set forth herein are found to be true, through administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the RESPONDENTS, it is the intention of the Commission to impose sanctions upon the RESPONDENTS. Such sanctions may include, inter alia, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative cost arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

ACCORDINGLY, IT IS HEREBY ORDERED that **MIDAS MANAGEMENT PARTNERS LLC, PHILIP LEON, JOHN G. WILKINS, and JOSH LEWIS** immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama, this 28th day of February, 2012.



ALABAMA SECURITIES COMMISSION
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BY _____

Joseph P. Borg
Director