

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)
)
PANTHER TECHNOLOGY INC)
THE PANTHER GROUP INC)
PANTHER BUSINESS SERVICES INC)
BRIAN CHRISTOPHER RANSOM)
DERIC KEANE WILLIAMS)
)
)
)
RESPONDENTS)

ADMINISTRATIVE ORDER
NO. CD-2014-0004

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the 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, having confirmed information of the offer for sale of securities, into, within, or from the state of Alabama, has determined as follows:

RESPONDENT

1. PANTHER TECHNOLOGY INC, (PANTHER), at all time relevant, was a Nevada corporation with a company address of 1300 CR 42, Tuskegee, AL 36088. PANTHER is registered as a foreign corporation with the Alabama Secretary of State.

2. THE PANTHER GROUP INC (GROUP), at all time relevant, was a Nevada corporation with a company address of 1300 CR 42, Tuskegee, AL 36088. GROUP is registered as a foreign corporation with the Alabama Secretary of State.

3. PANTHER BUSINESS SERVICES INC, (BUSINESS), at all time relevant, was a Nevada corporation with a company address of 1300 County Rd 42, Tuskegee, AL 36088.

4. BRIAN CHRISTOPHER RANSOM (RANSOM), at all time relevant, was the owner, manager and CEO of PANTHER, GROUP and BUSINESS with a residential address of 1300 CR 42, Tuskegee, AL 36088.

5. DERIC KEANE WILLIAMS (WILLIAMS), at all time relevant, was the vice president and secretary of PANTHER, GROUP and BUSINESS with a residential address of 3661 Monticello Street, Douglasville, GA 30135.

STATEMENT OF FACTS

6. During 2007, Alabama Resident and RANSOM attended the same church located in Tuskegee, AL. On January 9, 2008, RANSOM visited the Tuskegee residence of Alabama Resident and discussed investing with PANTHER. RANSOM stated he owned PANTHER and planned to offer stock on the stock exchange in the near future. RANSOM stated he was accepting investments for the purchase of stock from investors. RANSOM stated that once PANTHER went public the value of its stock was expected to increase in price.

7. RANSOM gave Alabama Resident a Private Placement Memorandum for PANTHER. The offering date on the PPM was **November 30, 2007 (PPM#1)**. PANTHER was offering 1,000,000 shares of common stock at 25 cents a share as a SEC Regulation D, Rule 506 offering. **PPM#1** listed RANSOM as the president, treasurer, and director, and WILLIAMS as secretary and director of PANTHER, with a company address of 1300 County Rd 42, Tuskegee, AL 36088. After speaking to RANSOM and reviewing **PPM#1**, Alabama Resident decided to invest.

8. On January 9, 2008, Alabama Resident completed, signed and dated a PANTHER Offeree Questionnaire and Subscription Agreement contained inside **PPM#1**. Alabama Resident wrote a \$2,500 personal check, made out to PANTHER

and dated January 9, 2008, for the purchase of 10,000 shares of PANTHER stock. The documents and check were given to RANSOM by Alabama Resident.

9. In January 2008, California Resident #1 learned of PANTHER from a friend whose family lived in Tuskegee, Alabama. The friend stated PANTHER was owned by RANSOM, who was also from Tuskegee and that RANSOM was coming to California to give an investment presentation on behalf of PANTHER. The friend stated he and his family planned to invest. He said that RANSOM represented that he would soon go public with PANTHER.

10. California Resident #1 called RANSOM and inquired about PANTHER. RANSOM stated he owned PANTHER and planned to offer stock on the stock exchange in the near future. RANSOM stated he was accepting investments for the purchase of stock from investors. RANSOM stated that once PANTHER went public the value of its stock was expected to increase in price. RANSOM sent California Resident #1 a Private Placement Memorandum for PANTHER through the mail.

11. RANSOM sent **PPM#1** to California Resident #1. After speaking to RANSOM and reviewing **PPM#1**, California Resident #1 decided to invest \$5,000 for the purchase of 20,000 shares of PANTHER stock.

12. On January 29, 2008, California Resident #1 completed, signed, and mailed a PANTHER Offeree Questionnaire and Subscription Agreement contained inside **PPM#1**. On January 31, 2008, California Resident #1 wire transferred \$5,000 to a bank and account number provided by RANSOM. California Resident #1 later received a PANTHER stock certificate dated July 3, 2008, for 20,000 shares of stock. The PANTHER stock certificate was signed by RANSOM as president and WILLIAMS as secretary.

13. In early 2008, California Resident #2 learned of PANTHER from a friend. The friend stated PANTHER was owned by RANSOM, who was from Tuskegee. RANSOM was planning to soon come to California and give an investment

presentation on PANTHER. The friend stated he and his family planned to invest and that RANSOM was planning to go public with PANTHER.

14. California Resident #2 called RANSOM and inquired about PANTHER. RANSOM stated he owned PANTHER and planned to sell company stock on the stock exchange in the near future. RANSOM stated he was currently accepting investments for the purchase of stock to investors. RANSOM stated that once PANTHER went public the value of its stock was expected to increase in price.

15. RANSOM sent California Resident #2 a Private Placement Memorandum by e-mail. **PPM#2** was for BUSINESS, with an offering date of **February 8, 2008**. **PPM#2** stated that RANSOM was offering 1,000,000 shares of BUSINESS common stock at 25 cents a share and that the stock was being offered as a SEC Regulation D, Rule 506 offering. **PPM#2** listed RANSOM as the president, treasurer, and director and WILLIAMS as secretary and director of BUSINESS with a company address of 1300 County Rd 42, Tuskegee, AL 36088. **PPM#2** stated "We are a newly incorporated Nevada Corporation incorporated during the month of January, 2008." A check of the Nevada Secretary of State web site revealed no listing for BUSINESS. After speaking with RANSOM and reviewing **PPM#2**, California Resident #2 did not invest.

16. In August 2009, California Resident #3 learned of PANTHER from a friend whose family lived in Tuskegee, Alabama. The friend stated that PANTHER was owned by RANSOM, who was also from Tuskegee. RANSOM was planning to soon travel to California to give an investment presentation on PANTHER. The friend stated he and his family planned to invest and that RANSOM was preparing to go public with PANTHER in the near future.

17. California Resident #3 called RANSOM and inquired about PANTHER. RANSOM stated that PANTHER was his company and he planned to offer investments to the public soon. RANSOM stated he was currently accepting investments for the purchase of stock from a limited number of investors. RANSOM

stated that once PANTHER went public, the value of its stock was expected to increase in price. RANSOM sent California Resident # 3, **PPM#3** for Panther.

18. California Resident #3 stated the PPM arrived through the mail. **PPM#3** listed an offering date of **June 15, 2009**. **PPM#3** stated Panther was offering 6,000,000 shares of common stock for sale at 25 cents a share. **PPM#3** also stated that "the offering is made only to financially sophisticated persons defined as Accredited Investors in Regulation D and who are and will remain residents of states where notice of the offering has been filed." **PPM#3** lists RANSOM as president and CEO and WILLIAMS as a director and officer of PANTHER with a company address of 1300 County Rd 42, Tuskegee, AL 36088.

19. In August 2009, RANSOM went to California and gave a PANTHER presentation at the residence of California Resident #3. Approximately 12 other people attended the presentation. After the presentation, California Resident #3 decided to invest. On August 22, 2009, California Resident #3 completed, signed and mailed the Panther Subscription Agreement contained inside **PPM#3**. On August 24, 2009, California Resident #3 asked another friend, who also invested with PANTHER, to wire transfer \$2,500 to a bank and account number provided by RANSOM on behalf of California Resident #3, for the purchase of 10,000 shares of PANTHER stock. California Resident #3 stated because he introduced others that invested, RANSOM gave him an additional 10,000 shares of PANTHER stock. California Resident #3 later received a PANTHER and a GROUP stock certificate each dated October 27, 2009, for 20,000 shares of stock each. The PANTHER stock certificate was signed by RANSOM as president and WILLIAMS as secretary. California Resident #3 stated to an agent of the Commission that he was not an "Accredited Investor."

20. In September 2009, a Virginia Resident learned of PANTHER, from a family member that lives in Tuskegee, Alabama. The family member had attended a PANTHER presentation given by RANSOM in Tuskegee. The family member provided the Virginia Resident of PANTHER a telephone number for RANSOM.

21. In September 2009, the Virginia Resident spoke with RANSOM by phone. During the phone call, RANSOM stated PANTHER was offering stock to investors at 25 cents a share and was being sold in blocks of 10,000 shares for \$2,500. RANSOM stated that PANTHER was in the process of going public and, once completed, the value of PANTHER stock was expected to increase.

22. The Virginia Resident provided an e-mail address to RANSOM and requested additional information. RANSOM e-mailed the Virginia Resident additional PANTHER information. On September 23, 2009, the Virginia Resident received an e-mail from RANSOM with PANTHER **PPM#5** attached. The e-mail also provided a bank name and account number with instructions to wire or send investment funds for the purchase of the PANTHER stock. RANSOM stated, "Once the money and the PPM are received, you will receive your stock certificates within 10 days."

23. The Virginia Resident reviewed **PPM#5** sent by RANSOM. **PPM#5** listed an offering date of **August 26, 2009**. **PPM#5** stated that RANSOM was offering 4,000,000 shares of PANTHER stock at 25 cents a share and that the shares were to be offered under SEC Regulation D, Rule 504. **PPM#5** listed RANSOM as Director and CEO, and WILLIAMS as Director of PANTHER.

24. In October 2009, Virginia Resident invested \$2,500 for 10,000 shares of PANTHER common stock. RANSOM stated that an investment with PANTHER would also entitle the investor to 10,000 shares of GROUP at no additional cost. The Virginia Resident completed and signed the Subscription Agreement contained inside **PPM#5**. The Subscription Agreement stated the investment was offered under "SEC Regulation D, Rule 504" and that the offering was filed with the Securities Commission in Alabama. The Virginia Resident sent a Cashier's Check dated October 1, 2009, in the amount of \$2,500 made out to PANTHER. The check and subscription agreement were mailed to: Panther Technology Inc, 1300 County Road #42, Tuskegee, AL 36088, as listed in **PPM#5**. The Virginia Resident never received a PANTHER or GROUP stock certificate.

25. In early 2010, RANSOM sent California Resident #2 **PPM#6** by e-mail. **PPM#6** was entitled "The Panther Group Inc" (GROUP) with an offering date of **February 1, 2010**. RANSOM was offering 10,000,000 shares of GROUP common stock at 75 cents a share. The stock was being offered under SEC Regulation D, Rule 506. **PPM#6** listed RANSOM as director and CEO of GROUP with a contact address of 62 Star Lake Dr. Pensacola, FL 32507. After speaking with RANSOM and reviewing **PPM#6**, California Resident #2 decided not to invest.

26. In May 2010, California Resident #4 learned from a friend about a company identified as PANTHER and called RANSOM to inquire about PANTHER. RANSOM described PANTHER as a startup company that was offering stock to investors. RANSOM stated that an investment of \$6,500 with PANTHER would also entitle California Resident #4 to 10,000 shares of GROUP at no additional cost. RANSOM stated that PANTHER was in the process of going public with an Initial Public Offering (IPO). Once the IPO was completed, RANSOM expected the value of PANTHER stock to increase.

27. California Resident #4 requested additional information from RANSOM. On May 26, 2010, California resident #4 received mail from RANSOM containing PANTHER **PPM#7**, dated **May 15, 2010**. RANSOM wrote, "Please read and complete the information requested at the end of the PANTHER PPM. If you have any questions, please call me and I will get them answered." **PPM#7** stated PANTHER stock was being offered at 65 cents a share and was being sold in blocks of 10,000 shares for \$6,500.

28. California Resident #4 reviewed **PPM#7** sent by RANSOM. **PPM#7** contained a contact for PANTHER listed as: Brian Ransom, Director and CEO and WILLIAMS as Director of Panther Technology, Inc., 1300 County Road 42, Tuskegee, AL 36088, (334) 552-1280. California Resident #4 decided to invest \$6,500 for 10,000 shares of PANTHER common stock. California Resident #4 completed and signed the Subscription Agreement contained inside **PPM#7**. The Subscription Agreement stated the investment was offered under "SEC Regulation D, Rule 506 and that the investment was filed with the Securities Commission in

Alabama." On May 28, 2010, California Resident #4 completed a wire transfer of \$6,500 to a bank and account number provided by RANSOM. The subscription agreement was mailed to an address also provided by RANSOM. California Resident #4 never received a PANTHER or GROUP stock certificate.

29. In May 2013, RANSOM and WILLIAMS responded to a subpoena from the Commission by mailing a CD containing PANTHER information. Upon review of information contained on the CD, one PPM was found. The offering date of the PPM was listed as **August 26, 2009**, and it was identified as **PPM#4**. After reviewing all material on the CD, no other PPMs were found. As of the date of this order, the Commission has not located any investor that made any investment with PANTHER using **PPM#4**. No other PPMs were provided by RANSOM or WILLIAMS.

30. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on February 20, 2014. The review disclosed a notice filing pursuant to Regulation D, Rule 506, filed with the Commission on September 23, 2009. RANSOM was listed in the filing as a contact for PANTHER.

31. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on February 20, 2014, disclosing no record of registration for WILLIAMS, GROUP or BUSINESS as a broker dealer or an investment adviser in the state of Alabama.

32. On February 20, 2014, a search of the United States Securities and Exchange Commission's EDGAR database website disclosed three filings by PANTHER. One filing dated September 8, 2009 was made under Regulation D, Rule 504. Two filings dated December 15, 2008 and September 9, 2009 were made under Regulation D, Rule 506. Panther reported a total of 41 investors with 30 not qualified as accredited investors. All filings list RANSOM as CEO for PANTHER and WILLIAMS as DIRECTOR.

CONCLUSIONS OF LAW

33. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of security includes any stock. The stock of PANTHER, GROUP and BUSINESS offered and/or sold by RANSOM are securities under the Act.

34. Pursuant to Section 8-6-2(2), Code of Alabama 1975, an agent is any individual other than a dealer who represents a dealer or issuer in effecting or attempting to effect sales of securities. RANSOM'S actions establish that he acted as an agent of PANTHER and GROUP in the offer or sale of securities as set forth in the Act.

35. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under the Act. It is unlawful for any dealer or issuer to employ an agent unless the agent is registered. RANSOM is not registered as an agent or broker dealer in the state of Alabama. RANSOM has effected securities transactions with both Alabama and non-Alabama residents in violation of the Act.

36. Pursuant to Section 8-6-4, Code of Alabama 1975, it is unlawful for any person to offer or sell any security in this state unless: It is registered under the Act, the security is exempt from registration under section 8-6-10; or the transaction is exempt under section 8-6-11. The securities offered and issued by **RESPONDENTS**, RANSOM and WILLIAMS to wit: Stock were neither registered nor subject to a perfected exemption from registration and were offered and sold in violation of the Act.

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

This Order does not prevent the Commission from seeking such other civil or criminal remedies that may be available to it under the Alabama Securities Act.

Additionally, if the allegations set forth herein are found to be true, through either 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 costs 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 RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within, or from the state of Alabama.

Entered at Montgomery, AL this 12th day of March, 2014.



ALABAMA SECURITIES COMMISSION
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(834) 242-2984

BY:

JOSEPH P. BORG
Director

A handwritten signature in black ink, appearing to read "JOSEPH P. BORG". Below the signature, the word "Director" is printed in a smaller, sans-serif font.