

**ADMINISTRATIVE PROCEEDING**

**BEFORE THE**

**SECURITIES COMMISSIONER OF SOUTH CAROLINA**

**IN THE MATTER OF:**

**Robb Partners, LLC,**

**Respondent.**

**ORDER TO CEASE AND DESIST  
File No. 14070**

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division") has been authorized and directed by the Securities Commissioner of South Carolina (the "Securities Commissioner") to administer the provisions of S.C. Code Ann. § 35-1-101, *et seq.*, the South Carolina Uniform Securities Act of 2005 (the "Act"); and

WHEREAS, the Division received information regarding securities-related activities of Robb Partners, LLC (the "Respondent" or "Robb Partners"); and

WHEREAS, based on the information received, the Division decided it was necessary and appropriate to open an investigation pursuant to S.C. Code Ann. § 35-1-602 to determine whether the Respondent had violated, was violating, or was about to violate the Act; and

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

**I. JURISDICTION**

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

## **II. RESPONDENT**

2. Respondent Robb Partners is a South Carolina limited liability company with the last known address of 199 Rose Hill Way, Bluffton, South Carolina 29910.

## **III. FINDINGS OF FACT**

3. Robert L. White (“Robb White”) is a South Carolina resident with the last known address of 199 Rose Hill Way, Bluffton, South Carolina 29910.
4. At all times relevant to this order, Robb White was a manager, registered agent for service of process, and principal officer of Robb Partners.
5. Robb Partners is a manager-managed limited liability company.
6. Upon information and belief, Robb Partners has had one operating agreement since on or about November 20, 2008 (the “2008 Operating Agreement”).
7. The 2008 Operating Agreement was amended and restated on or about April, 2010 (the “Amended Operating Agreement”).
8. During the period beginning around November, 2008, and ending around January, 2010, Robb Partners obtained investments of money from at least five persons in exchange for membership units in Robb Partners.
9. In or around 2013, an additional investor invested money in exchange for membership units in Robb Partners.
10. Robb Partners gave membership units to four other individuals for alleged services rendered.
11. The membership units in Robb Partners are securities as that term is defined in the Act.

12. In connection with the offer or sale of the securities at issue, the Respondent provided investors a private placement memorandum (the “PPM”), a subscription agreement (the “Subscription Agreement”), and the 2008 Operating Agreement.
13. Prior to his association with Robb Partners and prior to October 1, 2001, Robb White was President of Millionaire.com.
14. On or about October 1, 2001, the United States Securities and Exchange Commission filed a complaint alleging that Millionaire.com had committed violations of federal securities laws, including anti-fraud laws, and that Robb White had aided and abetted those violations.
15. On or about October 4, 2001, the United States District Court for the District of South Carolina, Beaufort Division, entered a Judgment of Permanent Injunction and Other Relief as to all Defendants against Robb White and Millionaire.com (the “Permanent Injunction”).
16. The Permanent Injunction permanently restrains Robb White from knowingly and willfully violating; (A) section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder; (B) section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), and Rules 12b-20 and 13a-13, 17 C.F.R. §§ 240.12b-20 and 240.13a-13, thereunder; and (C) section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A).
17. The PPM provides a narrative biography of Robb White as CEO of Robb Partners.
18. The PPM, while referencing other past entities Robb White has worked with and for, fails to mention Millionaire.com and omits any reference to the Permanent Injunction.

19. The Respondent omitted to state in connection with the offer and sale of the securities at issue that Robb White had been affiliated with Millionaire.com, that Millionaire.com had been charged with violating securities laws, that Robb White was alleged to have aided and abetted in Millionaire.com's violations of securities laws, or that Robb White was subject to the Permanent Injunction.
20. In connection with the offer and sale of the securities at issue, the Respondent represented or stated that the money would be used for certain operating expenses of the company, "subject only to reallocation by Management in the best interests of the Company."
21. The Respondent failed to state in connection with the offer and sale of the securities at issue that money invested would be used for the personal benefit of Robb White.
22. Contrary to the representations and statements made in connection with the offer or sale of the securities at issue, money invested was in fact used for the personal benefit of Robb White, including the payment of the mortgage loan on his personal residence.
23. Contrary to the representations and statements made in connection with the offer or sale of the securities at issue, money invested was not used solely in the best interests of the company.

#### **IV. CONCLUSIONS OF LAW**

24. Pursuant to S.C. Code Ann. § 35-1-501, it is it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to employ a device, scheme, or artifice to defraud, to make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, or to engage in an act,

practice, or course of business that operates or would operate as a fraud or deceit upon another person.

25. Pursuant to S.C. Code Ann. §35-1-604(a)(1), if the Securities Commissioner determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act, the Securities Commissioner may issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with the Act.
26. Pursuant to S.C. Code Ann. §35-1-604(a)(2), if the Securities Commissioner determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act, the Securities Commissioner may issue an order denying, suspending, revoking, or conditioning the exemptions for a broker-dealer under § 35-1-401(b)(1)(D) or (F) or an investment adviser under § 35-1-403(b)(1)(C).
27. Pursuant to S.C. Code Ann. §35-1-604(a)(3), if the Securities Commissioner determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of the Act or a rule adopted

or order issued under the Act, the Securities Commissioner may issue an order under § 35-1-204.

28. Pursuant to S.C. Code Ann. §35-1-604(b), an order issued under § 35-1-604(a) is effective on the date of issuance and must include a statement of any civil penalty or costs of investigation sought, a statement of the reasons for the order, and notice that, within fifteen (15) days after the receipt of a request in a record from a Respondent, the matter will be scheduled for a hearing.

#### **V. CEASE AND DESIST ORDER**

**NOW THEREFORE**, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. The Respondent and every successor, affiliate, control person, agent, servant, and employee of the Respondent, and every entity owned, operated, or indirectly or directly controlled by or on behalf of the Respondent **CEASE AND DESIST** from transacting business in this State in violation of the Act, and, in particular, §35-1-501 thereof; and
- b. The Respondent pay a civil penalty in the amount of \$25,000 if this Order becomes effective by operation of law, or, if the Respondent seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed \$10,000 for each violation of the Act by the Respondent, and the actual cost of the investigation or proceeding.

**IT IS FURTHER ORDERED** that, pursuant to S.C. Code Ann. § 35-1-604(a)(2) and (3), any exemption from registration with the Division that the Respondent may claim to

rely upon under S.C. Code Ann. §§ 35-1-201(3)(C), (7), or (8); 35-1-202; 35-1-401(b)(1)(D) or (F); or 35-1-403(b)(1)(C), has been and is **PERMANENTLY REVOKED**.

#### **VI. REQUIREMENT OF ANSWER AND NOTICE OF OPPORTUNITY FOR HEARING**

The Respondent is hereby notified that he has the right to a hearing on the matters contained herein. To schedule such a hearing, the 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 to Cease and Desist, a written Answer specifically requesting a hearing. If the Respondent requests a hearing, the Division, within fifteen (15) days after receipt of a request in a record from the Respondent, will schedule the hearing for that Respondent.

In the written Answer, the Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation in this 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 the Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, he shall so state.

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

This Order does not prevent the Division or any other law enforcement agency from seeking additional civil or criminal remedies as are available under the Act, including remedies related to the offers and sales of securities by the Respondent set forth above.

ENTERED, this the 22<sup>nd</sup> day of May, 2015.

ALAN WILSON  
SECURITIES COMMISSIONER

By: Tracy Meyers  
TRACY A. MEYERS  
Deputy Securities Commissioner

**ISSUANCE REQUESTED BY:**

Jordan Crapps  
JORDAN CRAPPS  
Assistant Attorney General  
Securities Division  
Rembert C. Dennis Building  
1000 Assembly Street  
Columbia, South Carolina 29201



STATE OF SOUTH CAROLINA  
OFFICE OF THE ATTORNEY GENERAL  
SECURITIES DIVISION

CERTIFICATE OF SERVICE AND  
AFFIDAVIT OF COMPLIANCE  
File Number 14070

I hereby certify that I served upon the individual/entity listed below a copy of the document indicated below and dated May 22, 2015, by serving a copy of said document upon the Securities Commissioner of the State of South Carolina and by placing a copy of said document in the United States mail, certified mail, return receipt requested, first class postage prepaid and addressed to:

Robert L. White  
Individually & as Manager & Registered Agent  
Robb Partners, LLC  
199 Rose Hill Way  
Bluffton, SC 29910

Certified Article Number

9314 7699 0430 0013 4680 92

SENDERS RECORD

Document(s): Order to Cease and Desist

Mailed May 22, 2015 from Columbia, South Carolina.

I further hereby certify, swear and affirm that, service of the above-listed entity is in compliance with Section 35-1-611, Code of Laws of South Carolina.

By: Thresechia P. Navarro  
Thresechia P. Navarro  
South Carolina Attorney General's Office  
Securities Division  
Post Office Box 11549  
Columbia, SC 29211-1549  
(803) 734-4731

Subscribed and sworn to before me on  
this 22 day of May, 2015.

[Signature]  
Notary Public for South Carolina

My commission expires: 7/2/16