

STATE OF MICHIGAN  
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

In the matter of:

BANNER CO-OP, INC.,  
Unregistered,

Complaint No. 340998

Respondent.

---

Issued and entered  
this 4th day of June, 2020

**CONSENT ORDER RESOLVING  
NOTICE AND ORDER TO CEASE AND DESIST**

**A. RELEVANT INFORMATION AND STATUTORY PROVISIONS**, under the Michigan Uniform Securities Act (2002) (the "Act"), 2008 PA 551, MCL 451.2101 *et seq.*:

1. On January 14, 2020, the Director of the Corporations, Securities & Commercial Licensing Bureau of the Michigan Department of Licensing and Regulatory Affairs (the "Bureau"), as the Administrator of the Act (the "Administrator"), issued a Notice and Order to Cease and Desist (C&D) against Respondent Banner Co-Op, Inc., a Delaware corporation authorized to do business in Michigan and owned and operated by Michael Glaspie, which is not registered in any capacity under the Act, ("Respondent"), Complaint No. 340998. For purposes of this Consent Order Resolving Notice and Order to Cease and Desist ("Consent Order"), Respondent and Bureau staff are referred to individually as a "Party" and collectively as the "Parties."
2. The C&D Order ordered Respondent to immediately cease and desist from continuing to offer or sell unregistered securities; from omitting to state material facts necessary to make other statements made not misleading in connection with the offer or sale of securities; and from making false or misleading statements in records filed with the Administrator, contrary to the Securities Act, and further notified Respondent that the Administrator intended to impose a civil fine against it in the amount of \$30,000 under MCL 451.2604(4).

3. The C&D Order was immediately effective pursuant to MCL 451.2604(2); however, Respondent timely requested an administrative hearing on the C&D Order pursuant to the Act (including section 604, MCL 451.2604) and the Michigan Administrative Procedures Act of 1969, 1969 PA 306, MCL 24.201 *et seq.* (including section 71, MCL 24.271) (the "Hearing Request"). Thereafter, the Parties waived the 15-day statutory requirement to schedule a hearing and agreed to hold Respondent's Hearing Request in abeyance while negotiating possible resolution through this Consent Order.
4. As a result of negotiations, the Parties agree to and recommend that the Administrator order a settlement of this matter under the terms and conditions set forth in this Consent Order. Respondent was represented by, and had the advice of, legal counsel throughout the process of resolving the C&D through this Consent Order.

## **B. AGREEMENT**

The Parties agree to resolve the C&D pursuant to the following terms and conditions:

1. Respondent agrees to cease and desist from violating the Act, including Section 301 of the Act, MCL 451.2301, Section 501 of the Act, MCL 451.2501, and Section 505 of the Act, MCL 451.2505.
2. Respondent agrees that it will not conduct any business in Michigan regulated under the Act; and will not act as a principal or consultant on behalf of any entity so engaged in that business.
3. Respondent agrees to pay the Bureau a reduced civil fine in the amount of Fifteen Thousand (\$15,000.00) (the "Civil Fine"). Respondent agrees to pay the Civil Fine within sixty (60) calendar days after the mailing date of this Consent Order, once entered. The Civil Fine must be paid by cashier's check or money order made payable to the "State of Michigan," contain identifying information (name and "Complaint No. 340998"), and be mailed to the Bureau at the following address:

Corporations, Securities & Commercial Licensing Bureau  
Securities & Audit Division – Final Order Monitoring  
P.O. Box 30018  
Lansing, MI 48909

If any portion of the Civil Fine is overdue, the Administrator may refer it to the Michigan Department of Treasury for collection action against

Respondent. In addition, and consistent with Paragraph B.14 below, the Administrator reserves the right to take other available legal action to enforce payment of and collect the Civil Fine.

4. The Bureau will report and publish this Consent Order according to its current policy, as follows:

This Consent Order is a public record required to be published and made available to the public, consistent with section 11 of the Michigan Freedom of Information Act, MCL 15.241. The Bureau will publish this Consent Order consistent with its current policy, whereby copies of orders issued under the Act are posted to the Bureau's website and a summary of order content is included in monthly disciplinary action reports separately published on the Bureau's website.

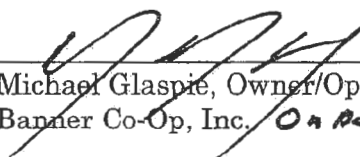
5. Notwithstanding the potential application of MCL 451.2412(9), this Consent Order expressly preserves the Bureau's and Administrator's ability to rely on and assert, in any future proceeding under the Act, all activities, conduct, and alleged Act violations by Respondent contained in or relating to the C&D Order.
  6. Respondent consents to entry of this Consent Order for the purpose of resolving the C&D Order in an expeditious fashion that avoids the time and expense associated with an administrative proceeding on the Hearing Request and any appeals therefrom. The Parties agree that this Consent Order is automatically admissible in a proceeding to enforce its provisions or in any administrative proceeding under the Act.
  7. The Parties agree that this Consent Order resolves only Respondent's activities, conduct, and alleged Act violations contained in the C&D Order, but it does not address or resolve any other activities, conduct, or potential Act violations engaged in by Respondent not expressly contained in the C&D Order or occurring after the date this Consent Order is entered.
  8. Respondent agrees that, effective upon entry of this Consent Order, the Hearing Request is automatically revoked without further action by the Parties.
  9. Respondent agrees to cooperate with the Bureau and comply with any reasonable investigative demands made by the Bureau in the future for purposes of ensuring compliance with this Consent Order or the Act.
-

10. Respondent acknowledges and agrees that: (a) the Administrator has jurisdiction and authority to enter this Consent Order; (b) the Administrator may enter this Consent Order without any further notice to Respondent; and (c) upon entry of this Consent Order, it is final and binding, and Respondent waives any right to a hearing or appeal of this Consent Order and the C&D Order under the Act, the rules promulgated under the Act or the predecessor Act, the Michigan Administrative Procedures Act of 1969, 1969 PA 306, MCL 24.201 *et seq.*, or other applicable law.
  11. The Parties understand and agree that this Consent Order will be presented to the Administrator for her final approval as evidenced by its entry, and that the Administrator may, in her sole discretion, decide to accept or reject this Consent Order. If the Administrator accepts this Consent Order by entering it, this Consent Order becomes fully effective and binding in accordance with Paragraph B.10. above. If the Administrator rejects this Consent Order by refusing to enter it, the Parties waive any objection to submitting the Hearing Request for adjudication through a formal administrative proceeding and the Administrator remaining the final decisionmaker at the conclusion of that proceeding.
  12. The Parties acknowledge and agree that this Consent Order contains the entire understanding of the Parties and supersedes and forever terminates all prior and contemporaneous representations, promises, agreements, understandings, and negotiations, whether oral or written, with respect to its subject matter. The Parties further agree that this Consent Order may only be amended, modified, or supplemented by a duly executed writing signed by each party and approved by Order of the Administrator.
  13. The Parties acknowledge and represent that: (a) each Party has read this Consent Order in its entirety and fully understands all of its terms, conditions, ramifications, and consequences; (b) each Party unconditionally consents to the terms of this Consent Order; (c) each Party has consulted with or had ample opportunity to consult with legal counsel of his, her, or its choosing prior to executing this Consent Order; (d) each Party has freely and voluntarily signed this Consent Order; and (e) the consideration received by each Party as described in this Consent Order is adequate.
  14. The Parties acknowledge and agree that the Administrator retains the right to pursue any action or proceeding permitted by law to enforce the provisions of this Consent Order.
  15. The signatories to this Consent Order below represent and warrant that they have the legal capacity and authority to enter into this Consent Order on
-


behalf of the named Parties and to bind the named Parties to the terms and conditions contained herein.

16. The Parties agree that facsimile or electronically transmitted signatures may be submitted in connection with this Consent Order and are binding on that Party to the same extent as an original signature.

Through their signatures, the Parties agree to the above terms and conditions.

By:  Dated: 5-27-2020  
Michael Glaspie, Owner/Operator  
Banner Co-Op, Inc. *On Behalf of*

Acknowledged and Reviewed by:

Signed:  Dated: 5/28/2020  
Jon M. Bylsma  
Attorney for Respondent

Approved by:

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_  
Timothy L. Teague  
Securities & Audit Division Director  
Corporations, Securities & Commercial  
Licensing Bureau

behalf of the named Parties and to bind the named Parties to the terms and conditions contained herein.

16. The Parties agree that facsimile or electronically transmitted signatures may be submitted in connection with this Consent Order and are binding on that Party to the same extent as an original signature.

Through their signatures, the Parties agree to the above terms and conditions.

By: \_\_\_\_\_  
Michael Glaspie, Owner/Operator  
Banner Co-Op, Inc.

Dated: \_\_\_\_\_

Acknowledged and Reviewed by:

Signed: \_\_\_\_\_  
Jon M. Bylsma  
Attorney for Respondent

Dated: \_\_\_\_\_

Approved by:

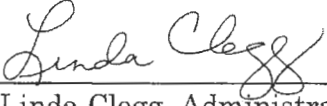
Signed: Timothy L. Teague  
Timothy L. Teague  
Securities & Audit Division Director  
Corporations, Securities & Commercial  
Licensing Bureau

Dated: 6/1/2020

**C. ORDER**

The Administrator NOW, THEREFORE, ORDERS:

THE TERMS AND CONDITIONS IN THE FOREGOING FULLY EXECUTED  
CONSENT AGREEMENT ARE INCORPORATED BY REFERENCE AND MADE  
BINDING AND EFFECTIVE THROUGH THIS CONSENT ORDER.

By:   
Linda Clegg, Administrator and Interim  
Director, Corporations, Securities &  
Commercial Licensing Bureau

Date: 06/01/2020

STATE OF MICHIGAN  
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

In the Matter of:

Complaint No. 340998

BANNER CO-OP, INC.  
Unregistered

Respondent.

\_\_\_\_\_  
This 14<sup>th</sup> day of January, 2020

NOTICE AND ORDER TO CEASE AND DESIST

Linda Clegg, the Interim Director (“Administrator”) of the Corporations, Securities & Commercial Licensing Bureau (“Bureau”), pursuant to her statutory authority and responsibility to administer and enforce the Michigan Uniform Securities Act (2002), 2008 PA 551, as amended, MCL 451.2101 *et seq.* (“Securities Act”), hereby orders Banner Co-Op, Inc. (“Respondent”) to cease and desist from offering and selling unregistered securities; from omitting to state material facts necessary in order to make other statements made, in the light of the circumstances under which they were made, not misleading in connection with the offer and sale of securities; and from making misleading material statements in filings with the Administrator, contrary to the Securities Act. Respondent is notified of the opportunity to request a hearing in this matter.

**I. BACKGROUND**

**A. The Respondent**

1. Banner Co-Op, Inc. is a Delaware corporation which has filed a certificate of authority to do business in Michigan. Respondent is owned and operated by Michael Glaspie, a Michigan resident. Respondent is not registered in any capacity under the Securities Act and has not registered any securities offerings under the Securities Act.



**B. Findings of Fact**

1. The Bureau conducted an investigation of Respondent's activities under the Securities Act in Michigan.
2. The investigation developed evidence that Respondent, through Michael Glaspie, offered and sold investment contract securities to investors in Michigan and around the United States. The investment related to an alleged pending sale of an anonymous cryptocurrency and artificial intelligence company which, upon consummation of the company's sale, would result in large profits for investors, with promised returns of ten times the investor's investment. Respondent pooled funds from investors, and distributed the pooled funds to the seller of the anonymous cryptocurrency and artificial intelligence company until the seller closed the sale, at which point it would use proceeds to pay back investors. The investment contract securities were not registered, and Respondent has not identified that the securities were federal covered or exempt under the Securities Act<sup>1</sup> in Michigan.
3. The investigation developed evidence that Respondent, through Michael Glaspie, omitted to state material facts necessary to make other statements made not misleading in connection with the offer or sale of securities. Respondent, by Glaspie, stated that investors would receive up to ten times their original investment, but omitted any information about the underlying transaction, such as the name of the company being sold, the sellers of the company, the buyers of the company, any risks associated with the transaction, when the transaction might occur, or that the transaction might not occur and that investors could lose their entire investment. A reasonable investor might consider these omitted facts important when making an investment decision.
4. The investigation developed evidence that Respondent, through counsel, submitted false or misleading information in records to the Administrator. Respondent represented through its attorney that it only offered the investment opportunities on two telephone calls in the month of January 2019. Reviews of call transcripts by Bureau staff shows that Respondent, by Glaspie, made offers of the investment opportunity at issue from December 2018 through at least April 2019, contrary to what was represented in statements made to Bureau staff.

---

<sup>1</sup> Respondent identified that the securities were exempt under 17 CFR 230.504 ("SEC Rule 504"), a federal exemption from registration. SEC Rule 504 only exempts the transaction from federal securities registration requirements; it has no preemptive effect on state securities laws, and does not provide for exemption from state securities registration requirements.

## II. RELEVANT STATUTORY PROVISIONS

1. Section 102c(c) of the Securities Act, MCL 451.2102c(c), defines “Security” in part as:

a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest in or based on the value of that put, call, straddle, option, or privilege on that security, certificate of deposit, or group or index of securities, put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, an investment in a viatical or life settlement agreement; or, in general, an interest or instrument commonly known as a “security”; or a certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing...

\*\*\*

(v) The term includes an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor. As used in this subparagraph, a “common enterprise” means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors...

2. Section 301 of the Securities Act, MCL 451.2301, states:

A person shall not offer or sell a security in this state unless 1 or more of the following are met:

- (a) The security is a federal covered security.
- (b) The security, transaction, or offer is exempted from registration under sections 201 to 203.
- (c) The security is registered under this act.

3. Section 501 of the Securities Act, MCL 451.2501, states:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security or the organization or operation of a Michigan investment market under article 4A, to directly or indirectly do any of the following:

- (a) Employ a device, scheme, or artifice to defraud.
- (b) Make an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.
- (c) Engage in an act, practice, or course of business that operates or would operate as a fraud or deceit on another person.

4. Section 503(1) of the Securities Act, MCL 451.2503(1), states:

In a civil action or administrative proceeding under this act, a person claiming an exemption, exception, preemption, or exclusion has the burden to prove the applicability of the exemption, exception, preemption, or exclusions.

5. Section 505 of the Securities Act, MCL 451.2505, states:

A person shall not make or cause to be made, in a record that is used in an action or proceeding or filed under this act, a statement that, at the time and in the light of the circumstances under which it is made, is false or misleading in a material respect, or, in connection with the statement, omit to state a material fact necessary to make the statement made, in the light of the circumstances under which it was made, not false or misleading.

### **III. CONCLUSIONS OF LAW**

1. Respondent, Banner Co-Op, Inc., offered and sold investment contract securities in Michigan, and has not identified a relevant exemption, exception, preemption, or exclusion from Securities Act registration requirements, contrary to section 301 of the Securities Act, MCL 451.2301.
2. Respondent, Banner Co-Op, Inc., by its shareholder Michael Glaspie, omitted to state material facts necessary to make other statements made not misleading in connection with the offer or sale of securities when Glaspie stated that investors would receive up to ten times their original investment, but omitted any information about the underlying transaction, such as the name of the company being sold, the sellers of the company, the buyers of the company, any risks associated with the transaction, when the transaction might occur, or that the transaction might not occur and that investors could lose their entire investment. The statements were material and were omitted in connection with the offer or sale of a security, contrary to section 501(b) of the Securities Act, MCL 451.2501(b).

3. Respondent, Banner Co-Op, Inc., made materially misleading statements in records filed with the Administrator when it, through counsel, stated that offers of the investments at issue were made only briefly during the month of January 2019. In reality, Respondent repeatedly offered the investment opportunity to potential investors from December 2018 until at least April of 2019. The statement made to the Administrator regarding the duration of the securities offering was false and misleading, contrary to section 505 of the Securities Act, MCL 451.2505.

#### **IV. ORDER**

IT IS THEREFORE ORDERED, pursuant to section 604 of the Securities Act, MCL 451.2604, that:

- A. Respondent shall immediately CEASE AND DESIST from continuing to offer or sell unregistered securities; from omitting to state material facts necessary to make other statements made not misleading in connection with the offer or sale of securities; and from making false or misleading statements in records filed with the Administrator, contrary to the Securities Act.
- B. Pursuant to section 604(2) of the Securities Act, this Notice and Order to Cease and Desist is IMMEDIATELY EFFECTIVE.
- C. In her Final Order, the Administrator, under section 604(4) of the Securities Act, MCL 451.2604(4), intends to impose civil fines of \$30,000.00 against Respondent.
- D. Pursuant to section 508 of the Securities Act, MCL 451.2508, a person that willfully violates the Securities Act, or an order issued under the Securities Act, is guilty of a felony punishable by imprisonment for not more than 10 years or a fine of not more than \$500,000.00 for each violation, or both. An individual convicted of violating a rule or order under this act may be fined, but shall not be imprisoned, if the individual did not have knowledge of the rule or order.
- E. The Administrator retains the right to pursue further administrative action against Respondent under the Securities Act if the Administrator determines that such action is necessary and appropriate in the public interest, for the protection of investors and is authorized by the Securities Act.

#### **V. NOTICE OF OPPORTUNITY FOR HEARING**

Section 604 of the Securities Act, MCL 451.2604, provides that Respondent has 30 days beginning with the first day after the date of service of this Notice and Order to Cease and Desist to submit a written request to the Administrator asking that this matter be scheduled for a hearing. If the Administrator receives a written request in a timely

manner, the Administrator shall schedule a hearing within 15 days after receipt of the request. The written request for a hearing must be addressed to:

Corporations, Securities & Commercial Licensing Bureau  
Regulatory Compliance Division  
P.O. Box 30018  
Lansing, MI 48909

**VI. ORDER FINAL ABSENT HEARING REQUEST**

- A. Under section 604 of the Securities Act, MCL 451.2604, the Respondent's failure to submit a written request for a hearing to the Administrator within 30 days after the service date of this **NOTICE AND ORDER TO CEASE AND DESIST** shall result in this order becoming a **FINAL ORDER** by operation of law. The **FINAL ORDER** includes the imposition of the fines cited described in section IV.C., and the fine amounts set forth below will become due and payable to the Administrator within sixty (60) days after the date this order becomes final:

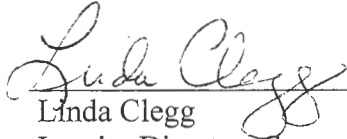
\$30,000.00 – Banner Co-Op, Inc., under section 604 of the Securities Act, MCL 451.2604.

- B. CIVIL FINE payments should be payable to the STATE OF MICHIGAN and contain identifying information (e.g., names and complaint numbers) and mailed to the following address:

Corporations, Securities & Commercial Licensing Bureau  
Final Order Monitoring  
P.O. Box 30018  
Lansing, MI 48909

- C. Failure to comply with the terms of this Order within the time frames specified may result in additional administrative penalties, including the summary suspension or continued suspension of all registrations held by Respondent under the Securities Act, the denial of any registration renewal, and/or the denial of any future applications for registration, until full compliance is made. Respondent may voluntarily surrender or withdraw a registration under the Securities Act; however, the surrender or withdrawal will not negate the summary suspension or continued suspension of the relevant registrations or any additional administrative proceedings if a violation of this Order or the Securities Act occurred.
- D. Failure to pay the civil fines within six (6) months after this Order becomes final may result in the referral of the civil fines to the Michigan Department of Treasury for collection action against Respondent.

DEPARTMENT OF LICENSING & REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU



\_\_\_\_\_  
Linda Clegg  
Interim Director, Corporations, Securities &  
Commercial Licensing Bureau

1-14-2020  
Date