

State of Missouri
Office of Secretary of State

Case No. AP-05-04

IN THE MATTER OF:

PROFESSIONAL RESOURCE NETWORK, LLC
WALTER B. MICKEY a/k/a J.R. MICKEY,

Respondents.

CONSENT ORDER

1. The Missouri Securities Division alleges that Professional Resource Network, LLC and Walter B. Mickey ("Respondents") sold unregistered securities, transacted business as an unregistered agent and made untrue statements of material fact in the offer and sale of securities in the State of Missouri in violation of Sections 409.3-301, 409.4-402 and 409.5-501 RSMo Cumulative Supp. 2003.
2. Respondents desire to settle the allegations and the matters raised by the staff of the Securities Division relating to this violation of Missouri Securities Laws.
3. Respondents and the Securities Division consent to the issuance of the Consent Order.
4. Respondents stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
5. Respondents waive their right to a hearing with respect to this matter.
6. Respondents stipulate and agree that they waive any rights that they may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Further, Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner of Securities and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree that, should the facts contained herein prove to be false or incomplete, the Missouri Division of Securities preserves the right to pursue any and all legal or administrative remedies at its disposal.

STIPULATIONS OF FACT

8. Professional Resource Network, LLC, ("PRN"), is a Missouri limited liability company created on March 1, 2004. PRN engaged in the business of providing nurses and other employees to health care facilities. PRN had a business address of 500 Chesterfield Center, Suite 360, Chesterfield, Missouri 63017 but recently relocated to 1830 County Road 360, Fulton, Missouri.
9. Ready Nurses, LLC ("Ready Nurses") is a Missouri limited liability company Inc. created on September 26, 2003, with the same purpose as PRN. Ready Nurses has a business address of 1830 County Road 360, Fulton, Missouri.
10. Walter B. Mickey, a/k/a JR Mickey purports to work for PRN and was responsible for the ongoing business and bank records for PRN. Mickey has a business address of 1830 County Road 360, Fulton, Missouri.
11. As used in this Consent Order, the term "Respondents" refers to PRN and Mickey.
12. From April 2004 through early June 2004, Mickey spoke with a Missouri resident ("MR") on numerous occasions about investing in a business named PRN that would provide medical staffing to hospitals and other health care facilities. Mickey told MR that:
 - a. If MR would invest \$10,000 in PRN, Mickey would provide MR with a job when MR retired;
 - b. MR would then be 10% owner of the business;
 - c. Mickey had the same type of nursing business in Fulton but shut it down to move the office to Chesterfield to contract nationally;
 - d. If MR loaned Mickey \$50,000 to get the business going, MR would have a steady monthly income as Mickey would start repaying MR immediately at 5.9% interest; and
 - e. MR would make money "hand over fist" and would be "a millionaire."

13. On June 10, 2004, MR gave Mickey a check for \$60,000 and received a certificate of interest in PRN from Mickey that states, "LET IT BE KNOWN THAT TEN (10%) COMMON INTEREST IS HERBY CONVEYED" [emphasis in original]. MR's name and "PRN" were also typed on the certificate.
14. On or about June 10, 2004, Mickey gave MR an Employment Agreement that stated, among other things:
 - a. This employment agreement is entered into by and between Professional Resource Network a company organized and existing under the laws of the State of Missouri, and Charles David Martin on June 10, 2004...
 - b. In addition MR shall loan to the company an initial sum of \$50,000.00 dollars to be repaid by the company at a predetermined rate over the following 15 years with no penalty for prepayment of the same. This document shall also act as bill of sale MR has Purchased 10% interest in the company for the sum of \$10,000.00.
15. As of October 10, 2004, Mickey repaid MR \$5,747.
16. On November 5, 2004, Mickey repaid MR \$55,000 by check and had MR sign a Satisfaction of Promissory Note dated November 4, 2004, that stated in part, "...MR hereby deems the note referenced above (the August 13, 2004 note) to be SATISFIED. [EMPHASIS IN ORIGINAL].
17. During this November 5, 2004 meeting with MR, Mickey admitted to MR that he misappropriated the funds that MR gave Mickey stating, in part, "I took a whole lot of the funds. I knew better. I wouldn't do it again."
18. A check of the bank records indicate, among other things, the following:
 - a. On June 11, 2004, Mickey deposited MR's \$60,000 into the PRN account. From June to July 2004, Mickey transferred over \$15,000 from the PRN account to the Ready Nursing account.
 - b. In June 2004, Mickey spent \$8,800 from both the PRN account and the Ready Nursing account using debit cards.
 - c. Between June and July 2004, Mickey withdrew approximately \$15,000 from the PRN account and made payments on his mortgage, car, American Express card and at the Isle of Capri.
19. Respondents were not registered to offer and sell securities in the State of Missouri.
20. Respondents offered and sold unregistered, non-exempt securities to Missouri residents.
21. These securities were not federal covered securities.
22. In connection with the offer, sale or purchase of a security to a Missouri resident, Respondents omitted to state the material fact that Respondents were not registered to sell securities in the State of Missouri.
23. In connection with the offer, sale or purchase of a security to a Missouri resident, Respondents omitted to state the material fact that the securities offered and sold by Respondents were not registered in the State of Missouri.
24. In connection with the offer, sale or purchase of a security to a Missouri resident, Respondents made the untrue statement of material fact that the money would be spent on the business when, in fact, this was not true.
25. This Order is in the public interest.

JURISDICTIONAL BASIS

26. Respondents and the Securities Division stipulate and agree that the Commissioner has jurisdiction over these matters pursuant to the 2003 Act, Chapter 409, et al.
27. Respondents and the Securities Division stipulate and agree that the Commissioner has authority to enter this Consent Order pursuant to Section 409.6-604(h), RSMo Cumulative Supp. 2003, which provides that the commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.

ORDER

WHEREAS, the Commissioner, after consideration of the stipulations set forth above and on consent of Respondents and the Securities Division, finds the following Order to be in the public interest, necessary for the protection of public investors and consistent with the provisions of the 2003 Act.

NOW, THEREFORE, it is hereby Ordered that:

1. Respondents their agents, employees and servants are prohibited from:
 - a. Offering and selling securities in the state of Missouri in violation of Sections 409.3-301, 409.4-402 and 409. 5-501,

RSMo Cumulative Supp. 2003.

2. Respondents shall pay \$15,000 to the Missouri Secretary of State's Investor Education and Protection Fund.
3. Respondents shall pay this \$15,000 by making monthly payments of \$500 a month for thirty months. The first payment shall be due on February 1, 2005 and on the first of each month thereafter until this amount is paid in full. If Respondents miss any payment the full amount remaining shall be immediately due and payable.
4. Respondents shall pay their own costs and attorneys fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 2ND DAY OF FEBRUARY, 2005.

ROBIN CARNAHAN
SECRETARY OF STATE

(Signed/Sealed)
DAVID COSGROVE
COMMISSIONER OF SECURITIES

Consented to by:

Mary S. Hosmer
Assistant Commissioner for Enforcement
Missouri Division of Securities

Consented to by:

Professional Resource Network, LLC

Walter B. Mickey

Approved as to form

Chad R. Caraker,
Attorney at Law