



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
FLASH FORWARD PUBLICATIONS LLC; and)
KINGSLEY CHARLES BARHAM, CRD No. 12433) Case No. AP-16-39
)
Respondents.)

**FINAL ORDER TO CEASE AND DESIST AND ORDER AWARDING
RESTITUTION, CIVIL PENALTIES, AND COSTS**

Now on the 30th day of October, 2017, the Commissioner, having reviewed this matter, issues the following findings and order:

I. PROCEDURAL BACKGROUND

1. On October 13, 2016, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“Enforcement Section”), through Chief Counsel Tyler B. McCormick, submitted a Petition for Order to Cease and Desist and an Order to Show Cause why Restitution, Civil Penalties, and Costs Should not be Imposed (“Petition”).
2. On October 19, 2016, the Missouri Commissioner of Securities (“Commissioner”) issued an Order to Cease and Desist and Order to Show Cause why Restitution, Civil Penalties and Costs Should not be Imposed (the “Order”). On that same day, the Office of the Commissioner sent, via U.S. certified mail, return receipt requested, a copy of the Order, and Notice of Right to Request a Hearing to Respondent Flash Forward at 139A Industrial Park Drive, Hollister, Missouri 65672, and to Respondent Barham at 525 Dotterel Road, Apt. 36B, Delray Beach, Florida 33444, and via email to charleskingsley777@yahoo.com. A delivery confirmation email notice was received, which indicates the email was at least received by the email address listed.
3. On or around October 19, 2016, a copy of the Order was made available to the general public on the Missouri Secretary of State’s website.¹

¹ <https://www.sos.mo.gov/CMSImages/Securities/orders/AP-16-39.pdf>.

4. On October 27, 2016, the certified mail return receipt from the Order sent to Respondent Flash Forward was received. The receipt had been signed on October 24, 2016.
5. On October 31, 2016, the certified mail return receipt from the Order sent to Respondent Barham was received. The receipt had been signed on October 27, 2016.
6. On November 14, 2016, the Office of the Commissioner received the envelope containing the Order that was sent via U.S. certified mail to Respondent Flash Forward, though the Office of the Commissioner had already received the certified mail return receipt from this mailing. The envelope was marked "Return to Sender, Refused, Unable to Forward".
7. On November 14, 2016, the Office of the Commissioner sent, via U.S. certified mail, return receipt requested, a copy of the Order, and Notice of Right to Request a Hearing to Respondent Flash Forward at 525 Dotterel Road, Apt. 36B, Delray Beach, Florida 33444.
8. On December 19, 2016, the Office of the Commissioner received the Order sent to Respondent Flash Forward on November 14, 2016, at 525 Dotterel Road, Apt. 36B, Delray Beach, Florida 33444. The envelope was marked "Return to Sender, Unclaimed, Unable to Forward".
9. On December 19, 2016, the Commissioner was served pursuant to Section 409.6-611(b), RSMo. (2016),² by providing a copy of the process to the Office of the Commissioner.
10. On December 19, 2016, the Office of the Commissioner sent, via U.S. certified mail, return receipt requested, a Notice of the Service and a copy of the process, to Respondents at 525 Dotterel Road, Apt. 36B, Delray Beach, Florida 33444, and via email to charleskingsley777@yahoo.com. A delivery confirmation email notice was received, which indicates the email was at least received by the email address listed.
11. On December 20, 2016, the Enforcement Section filed an Affidavit of Compliance with Section 409.6-611 demonstrating that the Enforcement Section had exercised reasonable steps to give notice to the Respondents and that substitute service on the Commissioner was justified.
12. On October 10, 2017, the Enforcement Section submitted a Motion for Final Order.
13. Respondents failed to request a hearing within the time allowed by Section 409.6-604.
14. The Commissioner has not ordered a hearing in this matter pursuant to Section 409.6-604.
15. To date, the Respondents have failed to respond to the Motion for Final Order.

² Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

II. FINDINGS OF FACT

A. Respondents and Related Parties

16. Kingsley Charles Barham (“Barham”) is a 71-year-old Florida resident with a last known address of 525 Dotterel Road, Apt. 36B, Delray Beach, Florida 33444.
17. Flash Forward Publications LLC (“Flash Forward”) is a Missouri limited liability company organized on October 6, 2011, with an address of 139A Industrial Park Drive, Hollister, Missouri 65672. Barham is the organizer and registered agent of Flash Forward.
18. As used herein, the term “Respondents” refers to Barham and Flash Forward.
19. At all times relevant to this matter, Respondents were not registered with the state of Missouri as investment advisers, investment adviser representatives, broker-dealers, broker-dealer agents, and/or issuer agents.
20. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for the securities offered and/or sold by Respondents.

B. Enforcement Section Investigation

21. In or around June 2011, Barham spoke with a 73-year-old Walnut Shade, Missouri resident (“MR”) and MR’s spouse about an investment opportunity. With regard to the investment opportunity, Barham:
 - a. told MR that Barham had produced numerous collector or trading card releases;
 - b. told MR that MR’s funds would be used for the printing and distribution of tattoo art trading cards;
 - c. told MR that Spencer Gifts had committed to purchasing two cases for each of their stores; and
 - d. promised MR a return on MR’s investment in six months or less.
22. Barham provided MR with a proposed agreement (“MR Proposed Agreement”). The MR Proposed Agreement set forth, among other things, the following:
 - a. \$8,000 is being extended for the establishment of Flash Forward;
 - b. “[MR’s] funds will be used for the creation and the mailing of promotional material related to this intended retail product, which is scheduled to be publicly released in early October 2011”;

- c. the principal plus a \$2,000 fee will be returned to MR within 60 days of its receipt;
 - d. MR will also receive a 10% partnership in the enterprise;
 - e. the proceeds from prepaid orders will be used to retire this debt; and
 - f. “The borrower agrees to provide a complete financial statement every two weeks, pertaining to all income and expenditures relating to the progress of this project.”
23. On or around June 6, 2011, MR wired approximately \$4,000 to Barham as an investment in Flash Forward.
24. On or around June 21, 2011, MR wrote a check for \$8,000 to Barham as an investment in Flash Forward.
25. In or around June 2011, Barham and MR executed an agreement (“MR Agreement”). The MR Agreement set forth, among other things, the following:
- a. MR had transferred \$4,000 to Barham to be used as an investment in Flash Forward;
 - b. MR had given Barham a check for \$8,000 to be used as an investment in Flash Forward; and
 - c. “The full amount plus profit is to be paid back to [MR] no later than Oct. 1.”
26. On or around August 16, 2011, MR wrote a check for \$4,000 to Barham with the memo “Final investment in Tattoo Card.” The check was endorsed by Barham and deposited on or around August 17, 2011.
27. On or around October 28, 2011, Barham, on behalf of Flash Forward, sent MR a letter (“October 28, 2011 Letter”). The October 28, 2011 Letter set forth, among other things, the following:
- a. the investment opportunity Barham had been and still was proposing required “a relatively small amount of money” and had “substantial reward potential”;
 - b. Barham determined that it would require \$32,000 to do the myriad of tasks and undertakings to bring the project to the point of mailing the prototype cards to the first 5,000 businesses;
 - c. for \$16,000 an investor would get 10% of Flash Forward and a 25% payoff fee when the money was repaid. The money would be repaid within six months of the shipping of the first products;

- d. a \$16,000 investment would return \$20,000 and an \$8,000 investment would return \$10,000;
 - e. Barham’s “investors are hotter than a firecracker over this...”; and
 - f. “We still have time to do this but we are running very short of it.”
28. On or around November 7, 2011, Barham, on behalf of Flash Forward, sent MR a letter (“November 7, 2011 Letter”). The November 7, 2011 Letter set forth, among other things, the following:
- a. Barham called the families of victims of the September 11, 2001 World Trade Center attacks about the investment opportunity in Flash Forward;
 - b. MR and MR’s spouse invested the first \$16,000 in June;
 - c. “We are ready to go to press – as we speak...”;
 - d. “...there is a burgeoning market that is just sitting there; one that is completely recession-proof, and is ours for the taking!”; and
 - e. “...I do not need \$16,000.00 anymore – I only need \$8,000.00 – maybe not even that much. But I will repay you \$10,000.00 by June, and I will give you 5% of my company...”
29. On or around November 7, 2011, MR wrote a check for \$8,000 to Barham with the memo “Flash Forward.” The check was endorsed by Barham and deposited on or around November 7, 2011.
30. MR has asked the Respondents for a return of MR’s investment.
31. MR has not received a return on MR’s investment and was never repaid the principal from MR’s investment.
32. From September 8, 2015 to September 21, 2016, the Enforcement Section was in contact with and received information from Barham. In regards to information received, Barham stated and/or revealed the following:
- a. from 1969 until the fall of 1994, Barham was an NASD registered representative, securities salesman and stockbroker;
 - b. after passing the Series 7 exam, Barham began a brokerage career on January 2, 1977;

- c. at the end of 1988, Barham bought a small stock brokerage firm near Miami, Florida called Key Biscayne Brokers;
- d. in 1991, Barham became involved with a San Francisco area sports memorabilia collector and began a career in the collector card business;
- e. since 1991, Barham has issued several different series and types of collector cards;
- f. in 2011, Barham decided to move his collector card operation to Mid-Missouri and do business with a commercial printer located in Hollister, Missouri;
- g. approximately 10 years prior to moving to Missouri, Barham had met MR while producing a set of collector cards related to the victims of the World Trade Center bombing;
- h. MR's son was killed in the World Trade Center bombing;
- i. Barham had stayed in touch with MR over the years and MR lived approximately 20 miles from Hollister, Missouri;
- j. Barham contacted MR to inform MR of Barham's plans to move his business to the Branson area, and that Barham was seeking an investor to cover some of the initial costs of a new trading card project, to be produced in Branson;
- k. after moving to the area, Barham rented a house from MR;
- l. MR agreed to invest \$50,000, which was needed for the initial promotion of the new trading cards;
- m. MR would be repaid by receiving 30% of paid sales of the cards and \$10 commission on all cases of trading cards sold;
- n. MR initially invested \$4,500 to "get started";
- o. Barham could not remember how much MR invested, "perhaps \$25,000, but I just can't be certain.";
- p. "In June of 2001, all of the necessary factors were in place or could now easily be acquired, due to the funding I personally had and now what [MR and MR's spouse] were contributing.";
- q. Barham was the President of Flash Forward;
- r. MR had no role in the operation or decision making of Flash Forward;

- s. Barham experienced multiple unplanned problems with the project involving the graphic designers, the printing company, and sales persons; and
- t. “I was running an embarrassing, one man show!”

Additional Findings

- 33. On or around October 5, 1983, Barham was convicted of hit and run in Fernandina Beach, Florida.
- 34. On or around October 18, 1993, Woo Family Trust obtained a civil judgment against Barham in the amount of \$3,299.
- 35. On or around November 1, 1993, Safeco Plastics Inc. obtained a small claims judgment against Barham in the amount of \$2,167.
- 36. On or around June 26, 1996, Platinum Radio obtained a civil judgment against Barham in the amount \$17,121.
- 37. On or around February 20, 1997, Halycon Ferrari obtained a civil judgment against Barham in the amount of \$6,804.
- 38. On or around April 16, 1998, the state of California filed a state tax lien against Barham in the amount of \$3,469.
- 39. On or around January 14, 1999, the state of California filed a state tax lien against Barham in the amount of \$21,115.
- 40. On or around December 9, 1999, the state of Maine filed a state tax lien against Barham in the amount of \$1,771.
- 41. On or around May 10, 2001, the state of California filed a state tax lien against Barham in the amount of \$53,019.
- 42. On or around November 2, 2002, KJR INK Inc obtained a civil judgement against Barham in the amount of \$2,852.
- 43. On or around January 6, 2003, Barham pleaded guilty to a probation violation related to a driving under the influence arrest in Palm Beach County, Florida.
- 44. On or around January 5, 2004, the state of California filed a state tax lien against Barham in the amount of \$63,181.
- 45. On or around August 14, 2006, Barham pleaded guilty to unlawful use of a temporary tag in Marion County, Florida.

46. On or around February 20, 2007, the state of Maine filed a state tax lien against Barham in the amount of \$16,956.
47. On or around July 14, 2011, Barham pleaded nolo contendere to leaving the scene of a crash involving damage to property and driving with a suspended license in Manatee County, Florida.
48. In connection with the offer and/or sale of securities, Respondents failed to disclose to MR, among other things, the following:
 - a. Respondents were not registered to offer or sell securities in the state of Missouri;
 - b. that the securities were not registered or exempt from registration in the state of Missouri;
 - c. the specific risks associated with the investment including, but not limited to, the risk associated with Flash Forward and tattoo trading cards;
 - d. financial information to support the promised return on the investments;
 - e. the history and background of Barham;
 - f. the financial condition of Barham; and
 - g. the financial condition of Flash Forward.

III. CONCLUSIONS OF LAW

49. Because Respondents failed to request a hearing within the time allowed by Section 409.6-604, and because the Commissioner never ordered such a hearing, the Order issued on October 19, 2016, against Respondents became **FINAL** by operation of law.

Multiple Violations of Offering and Selling Unregistered, Non-Exempt Securities

50. **THE COMMISSIONER CONCLUDES** that Respondents violated Section 409.3-301 when Respondents offered and/or sold unregistered, non-exempt securities in the state of Missouri by, among other things:
 - a. soliciting investors, including MR and MR's spouse, to invest in Flash Forward; and
 - b. providing and executing an agreement with MR promising a return on MR's investment dependent upon the efforts of others and not on the efforts of the MR.
51. These activities constitute an offer and sale as those terms are defined in Section 409.1-102(26).

52. The investments that Respondents offered and sold constitute securities as that term is defined in Section 409.1-102(28).
53. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for the securities offered and sold by Respondents.
54. Respondents offered and sold securities in Missouri without these securities being (1) federal covered securities, (2) exempt from registration under Sections 409.2-201 or 409.2-203, or (3) registered under the Missouri Securities Act of 2003, in violation Section 409.3-301.
55. At the time Respondents engaged in the conduct set forth above, MR was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).
56. Respondents’ conduct in violation of Section 409.3-301 constitutes an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner’s authority under Section 409.6-604.

Multiple Violations of Transacting Business as an Unregistered Agent

57. **THE COMMISSIONER FURTHER CONCLUDES** that Barham violated Section 409.4-402(a) when Barham transacted business as an unregistered agent in the state of Missouri.
58. Barham was a representative of Flash Forward.
59. Barham transacted business in Missouri on behalf of Flash Forward by, among other things, offering and/or selling investments to investors, including MR and MR’s spouse.
60. These activities constitute transacting business as an agent in the state of Missouri under Section 409.1-102(1).
61. At all times relevant, Barham was not registered as an agent in the state of Missouri.
62. Barham transacted business in Missouri by offering and selling securities without being registered or exempt from registration as an agent in violation of Section 409.4-402(a).
63. Barham’s conduct in violation of Section 409.4-402(a), constitutes an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner’s authority under Section 409.6-604.

Violation of Employing an Unregistered Agent

64. **THE COMMISSIONER FURTHER CONCLUDES** that Flash Forward employed and/or associated with an unregistered agent in the state of Missouri.
65. Flash Forward employed and/or associated with Barham, who offered and sold securities in the state of Missouri on behalf of Flash Forward.
66. Flash Forward's activities constitute employing and/or associating with an agent in the state of Missouri under Section 409.4-402(d).
67. At all times relevant to this matter, Flash Forward had no registration or granted exemption for any agents of Flash Forward to transact business in the state of Missouri.
68. Flash Forward employed and/or associated with Barham, who transacted business in Missouri as an agent without being registered or exempt from registration as an agent, in violation Section 409.4-402(d).
69. Flash Forward's conduct in violation of Section 409.4-402(d), constitutes an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

Multiple Violations of Making an Untrue Statement, Omitting to State Material Facts or Engaging in An Act, Practice, or Course of Business that Would Operate as a Fraud or Deceit Upon Another Person in Connection with the Offer or Sale of a Security

70. **THE COMMISSIONER FURTHER CONCLUDES** that Respondents violated Section 409.5-501, when, in connection with the offer, sale or purchase of a security as described above, Respondents omitted to state to MR material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, the following:
 - a. telling MR that (1) MR's funds would be used for the creation and the mailing of promotional material, and the production of tattoo art trading cards; (2) Spencer Gifts had committed to purchasing two cases for each of their stores; (3) MR would receive a return on MR's investment in six months or less; (4) Barham would provide a complete financial statement every two weeks, pertaining to all income and expenditures relating to the progress of this project; (5) the tattoo trading card market "is completely recession-proof"; and/or (6) the cards were ready to go to press. These statements, in light of the circumstances under which they were made, were misleading statements because Respondents omitted to disclose the following material facts that could impact this return and the viability of MR's investment:
 - i. Respondents were not registered to offer or sell securities in the state of Missouri;

- ii. that the securities were not registered or exempt from registration in the state of Missouri;
 - iii. the specific risks associated with the investment including, but not limited to, the risk associated with Flash Forward and tattoo trading cards;
 - iv. financial information to support the promised return on the investments;
 - v. the history and background of Barham;
 - vi. the financial condition of Barham; and
 - vii. the financial condition of Flash Forward.
71. Respondents omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made not misleading in violation of Section 409.5-501.
72. At the time Respondents engaged in this conduct, MR was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).
73. Respondents' conduct in violation of Section 409.5-501, constitutes engaging in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.
74. This order is in the public interest and is consistent with the purposes of the Missouri Securities Act of 2003. See Section 409.6-605(b).

IV. ORDER

NOW, THEREFORE, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order be prohibited from violating or materially aiding in any violation of:

- A. Section 409.3-301, by offering or selling any securities as defined by Section 409.1-102(28), in the state of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-301;
- B. Section 409.4-402(a), by transacting business as an unregistered agent;
- C. Section 409.4-402(d), by employing an unregistered agent; and

- D. Section 409.5-501, by, in connection with the offer or sale of securities, making an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), each Respondent shall pay a civil penalty in the amount of \$15,000 for multiple violations of Section 409.3-301 when these violations were committed against an elderly person. This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), Respondent Barham shall pay a civil penalty in the amount of \$1,000 for violating Section 409.4-402(a). This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), Respondent Flash Forward shall pay a civil penalty in the amount of \$1,000 for violating Section 409.4-402(d). This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), each Respondent shall pay a civil penalty in the amount of \$15,000 for multiple violations of Section 409.5-501 when these violations were committed against an elderly person. This amount shall be made payable to the state of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), Respondents shall pay, jointly and severally, restitution and interest in the amount of \$34,560 for violations of Sections 409.3-301, 409.4-402, and 409.5-501. This amount shall be made payable to the Missouri Secretary of State's Investor Restitution Fund, and the Commissioner will take reasonable and necessary actions to distribute such funds to MR. This amount shall be sent to the Missouri

Securities Division at 600 West Main, P.O. Box 1276, Jefferson City, Missouri, 65102, within 30 days from the date of this Final Order.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(e), Respondents shall pay, jointly and severally, \$2,852.36 in actual costs for investigation into, and the proceedings associated with, this matter. This amount shall be made payable to the Investor Education and Protection Fund. This amount shall be sent to the Missouri Securities Division, at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102, within 30 days of the date of this Final Order.

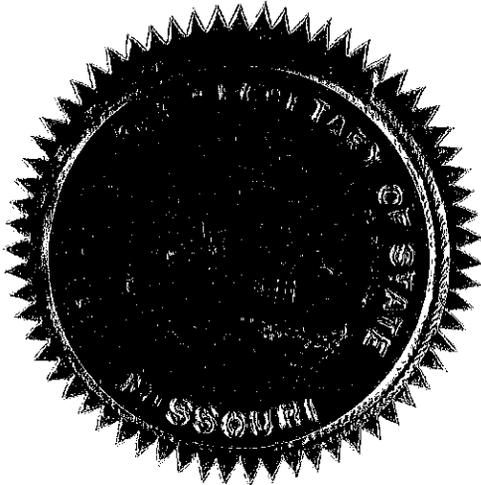
SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 30th DAY OF OCTOBER, 2017.

JOHN R. ASHCROFT
SECRETARY OF STATE



DAVID M. MINNICK
COMMISSIONER OF SECURITIES



CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of October, 2017, a copy of the foregoing Final Order to Cease and Desist and Order to Awarding Restitution, Civil Penalties, and Costs in the above styled case was sent by **certified U.S. mail to:**

Flash Forward Publications LLC
Charles Kingsley Barham, Registered Agent
525 Dotterel Road, Apt. 36B
Delray Beach, Florida 33444

and

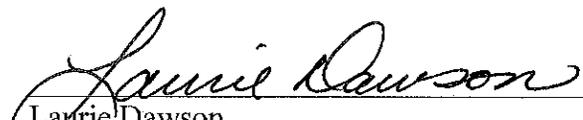
Kingsley Charles Barham
525 Dotterel Road, Apt. 36B
Delray Beach, Florida 33444

and via email to:

charleskingsley777@yahoo.com

and by hand-delivery to:

Tyler B. McCormick
Chief Counsel
Missouri Securities Division



Laurie Dawson
Securities Office Manager