

State of Missouri  
Office of Secretary of State

Case No. AP-11-16

IN THE MATTER OF:

JAMES A. BAYER, CRD #1011184;

*Respondent.*

Serve at: James A. Bayer  
4705 Oakridge Park Drive  
St. Louis, Missouri 63129

**FINAL ORDER TO CEASE AND DESIST AND ORDER IMPOSING CIVIL  
PENALTIES AND AWARDING COSTS**

On April 7, 2011, the Enforcement Section of the Securities Division of the Office of Secretary of State (the "Enforcement Section"), by and through its Chief Enforcement Counsel, Nathan Soendker, submitted a Petition for Final Order to Cease and Desist and Payment of Civil Penalties and Costs (the "Petition"). After reviewing the Petition, the Commissioner issues the following findings of facts, conclusion of law, and order:

**PROCEDURAL BACKGROUND**

1. On January 18, 2011, the Enforcement Section submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Civil Penalties, Costs, and Restitution Should Not Be Imposed (the "C&D Petition") in the above-styled matter.
2. On January 31, 2011, the Commissioner issued an Order to Cease and Desist and Order to Show Cause Why Civil Penalties, Costs, and Restitution Should Not Be Imposed (the "C&D Order") against Respondent James Bayer.
3. On February 9, 2011, Respondent James Bayer accepted service of process via certified mail and signed the Domestic Return Receipt related to the same.
4. Respondent James Bayer failed to request a hearing within the time allowed by Section 409.6-604, RSMo. (Cum. Supp. 2009), and did not otherwise contact or communicate with the Commissioner at any time.
5. In the Petition, the Enforcement Section requested a Final Order to Cease and Desist in this matter.
6. In the Petition, the Enforcement Section requested that the Commissioner issue an order imposing a civil penalty of ten thousand dollars (\$10,000) against Respondent James Bayer for multiple violations of Section 409.3-301, RSMo. (Cum. Supp. 2009).
7. In the Petition, the Enforcement Section requested that the Commissioner issue an order imposing a civil penalty of ten thousand dollars (\$10,000) against Respondent James Bayer for multiple violations of Section 409.4-403(a), RSMo. (Cum. Supp. 2009).
8. In the Petition, the Enforcement Section requested that the Commissioner issue an order imposing a civil penalty of ten thousand dollars (\$10,000) against Respondent James Bayer for multiple violations of Section 409.5-501, RSMo. (Cum. Supp. 2009).
9. In the Petition, the Enforcement Section requested that the Commissioner issue an order requiring Respondent James Bayer to pay the costs of the investigation in this matter in the amount of six thousand forty-five dollars (\$6,045).

**FINDINGS OF FACT**

10. The Commissioner adopts and incorporates the Findings of Fact, paragraphs 1-20 in the C&D Order, as to Respondent James A. Bayer.

**CONCLUSION OF LAW**

11. The Commissioner adopts and incorporates the Conclusions of Law in the C&D Order paragraphs 29-41 as to Respondent James A. Bayer.
12. This Order is in the public interest and consistent with the purposes intended by the Missouri Securities Act of 2003.

**ORDER**

**NOW THEREFORE**, it is hereby **ORDERED** that:

- A. The Cease and Desist Order entered in Case Number AP-11-16 on January 31, 2011, is **FINAL**, as to Respondent James A. Bayer.
- B. Pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), Respondent James Bayer shall pay a civil penalty in the amount of six thousand dollars (\$6,000) to the State of Missouri for multiple violations of Section 409.3-301, RSMo. (Cum. Supp. 2009). This amount shall be made payable to the State of Missouri and paid within thirty (30) days of the date of this 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. Respondent James Bayer shall deliver this payment to the Securities Division, 600 W. Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.
- C. Pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), Respondent James Bayer shall pay a civil penalty in an amount of six thousand dollars (\$6,000) to the state of Missouri for multiple violations of Section 409.4-403(a), RSMo. (Cum. Supp. 2009). This amount shall be made payable to the State of Missouri and paid within thirty (30) days of the date of this 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. Respondent James Bayer shall deliver this payment to the Securities Division, 600 W. Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.
- D. Pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2009), Respondent James Bayer shall pay a civil penalty in an amount of six thousand dollars (\$6,000) to the state of Missouri for multiple violations of Section 409.5-501, RSMo. (Cum. Supp. 2009). This amount shall be made payable to the State of Missouri and paid within thirty (30) days of the date of this 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. Respondent James Bayer shall deliver this payment to the Securities Division, 600 W. Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.
- E. Pursuant to Section 409.6-604(e), RSMo. (Cum. Supp. 2009), Respondent James Bayer shall pay, within thirty (30) days from the date of this Order, the additional sum of six thousand forty-five dollars (\$6,045) as reimbursement for costs of the investigation and administration of this matter. This amount shall be made payable to the Missouri Secretary of State's Investor Education and Protection Fund. Respondent James Bayer shall deliver this payment to the Securities Division, 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.
- F. Pursuant to Section 409.6-604(f), RSMo. (Cum. Supp. 2009), this matter shall be referred to the Missouri Attorney General's Office to collect the penalties and costs described in this Order, as necessary.
- G. Respondents shall pay their own costs and attorney's fees with respect to this matter.

**SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 12<sup>TH</sup> DAY OF APRIL, 2011.

ROBIN CARNAHAN  
SECRETARY OF STATE

(Signed/Sealed)  
MATTHEW D. KITZI  
COMMISSIONER OF SECURITIES

**CERTIFICATE OF SERVICE**

I hereby certify that on this 12<sup>th</sup> day of April, 2011, a copy of the foregoing Final Order to Cease and Desist in the above styled case was **mailed by certified U.S. mail to:**

James A. Bayer  
4705 Oakridge Park Drive  
St. Louis, Missouri 63129

**And hand delivered to:**

Nathan Soendker  
Chief Enforcement Counsel  
Missouri Securities Division

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John Hale, Specialist