



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
) Case No. AP-14-18
STACI STANLEY,)
)
 Respondent.)
)

CONSENT ORDER

SUMMARY OF ENFORCEMENT SECTION'S ALLEGATIONS

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State ("Enforcement Section"), through Assistant Commissioner Mary S. Hosmer, has alleged that Staci Stanley ("Stanley" or "Respondent"), materially aided Mark Kistler in violating Section 409.3-301, RSMo. (Cum. Supp. 2013), and that this constitutes grounds to issue an order pursuant to Section 409.6-604, RSMo. (Cum. Supp. 2013).
2. Respondent and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the Respondent's alleged activity in Missouri.

CONSENT TO JURISDICTION

3. Respondent and the Enforcement Section stipulate and agree that the Missouri Commissioner of Securities ("Commissioner") has jurisdiction over the Respondent and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*
4. Respondent and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), RSMo. (Cum. Supp. 2013), which provides:

"The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act."

WAIVER AND EXCEPTION

5. Respondent waives the right to a hearing with respect to this matter.
6. Respondent waives any right that Respondent may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondent specifically forever releases and holds harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondent stipulates and agrees with the Enforcement Section that, should the facts contained herein prove to be false or incomplete in a material respect, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER'S ORDER

8. Respondent and the Enforcement Section 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.
9. Respondent agrees not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondent's (a) testimonial obligations; (b) right to take legal or factual position in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondent agrees that Respondent is not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondent neither admits nor denies the allegations made by the Enforcement Section, but consents to the Commissioner's Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Consent Order.

COMMISSIONER'S FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

12. Stanley is a thirty-six (36) year-old Colorado resident with an address of 8416 South Pebble Creek Way, Unit 201, Highland Ranch, Colorado 80126. Stanley resided in Missouri prior to March 2012.

13. Mark Kistler (“Mark Kistler”) is a forty-five (45) year-old Missouri resident with an address of 8218 Albin Avenue, Saint Louis, Missouri 63114.
14. In 2007, an eighty-nine (89) year-old Missouri resident (“MR”) invested in excess of two hundred thousand dollars (\$200,000) in a real estate investment (“Real Estate Investment”) through Mark Kistler.
15. Mark Kistler used some of MR’s funds for the Real Estate Investment to acquire three (3) properties.
16. The Real Estate Investment was not registered or exempt from registration in the State of Missouri.
17. Stanley was a roommate of Mark Kistler. Stanley assisted Mark Kistler by receiving Real Estate Investment funds from MR into Stanley’s bank account.
18. On April 10, 2007, MR wrote a check to Stanley in the amount eight thousand dollars (\$8,000) for the Real Estate Investment. Stanley deposited MR’s funds into Stanley’s personal bank account and used some of these funds for personal expenses unrelated to the Real Estate Investment.
19. By receiving Real Estate Investment funds from MR, Stanley materially aided Mark Kistler’s sale of unregistered securities in Missouri in violation of Section 409.3-301, RSMo. (Cum. Supp. 2013).

II. CONCLUSIONS OF LAW

20. Respondent Stanley materially aided Mark Kistler’s violations of Section 409.3-301, RSMo. (Cum. Supp. 2013). The Commissioner, after consideration of the stipulations set forth above and on the consent of Respondent and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over the Respondent and this matter and that the following Order is in the public interest, necessary for the protection of public investors and consistent with the purposes intended by Chapter 409, RSMo. (Cum. Supp. 2013).

III. ORDER

NOW, THEREFORE, it is hereby Ordered that:

1. Respondent is hereby ordered to Cease and Desist violating or materially aiding in any violation of Section 409.3-301, RSMo. (Cum. Supp. 2013), by offering or selling any securities as defined by Section 409.1-102(28), RSMo. (Cum. Supp. 2013), 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.

2. Respondent is ordered to pay four thousand dollars (\$4,000) in restitution. Respondent is ordered to pay this amount in monthly installments of three hundred seventy-five dollars (\$375) on the first day of each month beginning February 1, 2015, with the final payment of two hundred fifty dollars (\$250) due on December 1, 2015. These payments shall be sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101, and shall be payable to the Missouri Secretary of State's Investor Restitution Fund. This payment will be distributed by that Fund to MR. If Respondent fails to make any payment described in this Paragraph, the full amount remaining shall be immediately due and payable and the Commissioner may refer this matter for enforcement as provided in Sections 409.6-603 and 409-6-604, RSMo. (Cum. Supp. 2013).
3. Respondent shall pay a civil penalty of five thousand dollars (\$5,000). Payment of this amount will be suspended provided Respondent is in compliance with the provisions of this Order and with the Missouri Securities Act of 2003.
4. Respondent is ordered to pay one thousand dollars (\$1,000) as the cost of this investigation. Five hundred dollars (\$500) of this amount will be suspended provided Respondent is in compliance with the provisions of this order and with the Missouri Securities Act of 2003. The remaining five hundred dollars (\$500) shall be paid in two (2) monthly installments of two hundred fifty dollars (\$250) on January 1, 2016 and February 1, 2016. These payments shall be sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101, and shall be payable to the Missouri Secretary of State's Investor Education and Protection Fund. The Division will send the money to the Missouri Secretary of State's Investor Education and Protection Fund. If Respondent fails to make any payment described in this Paragraph, the full amount remaining shall be immediately due and payable and the Commissioner may refer this matter for enforcement as provided in Sections 409.6-603 and 409-6-604, RSMo. (Cum. Supp. 2013).
5. For two (2) years from the execution of this document, the suspended payments in paragraphs 3 and 4 above shall become immediately payable, under operation of law, upon Respondent's failure to comply with the terms of this Consent Order or the Missouri Securities Act following reasonable notice, and such payments shall be in addition to all other penalties then available under the law.
6. Respondent shall pay Respondent's 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 31st DAY OF December, 2014.



JASON KANDER
SECRETARY OF STATE

Andrew M. Hartnett

Andrew Hartnett
COMMISSIONER OF SECURITIES

Consented to by:

THE ENFORCEMENT SECTION OF THE
MISSOURI SECURITIES DIVISION

M. S. Hosmer
Mary S. Hosmer
Assistant Commissioner of Securities

Staci Stanley
Staci Stanley

Approved as to Form:

Alexandrea Everson
Alexandrea Everson
Attorney for Respondent