

OPEN MEETING ITEM

6/11/09



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SECURITIES DIVISION
1300 West Washington, Third Floor
Phoenix, AZ 85007
TELEPHONE: (602) 542-4242
FAX: (602) 594-7470
E-MAIL: securitiesdiv@azcc.gov

COMMISSIONERS
KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

MICHAEL P. KEARNS
INTERIM EXECUTIVE DIRECTOR



ARIZONA CORPORATION COMMISSION

ORIGINAL

MEMORANDUM

TO: Kristin K. Mayes, Chairman
Gary Pierce
Paul Newman
Sandra D. Kennedy
Bob Stump

Arizona Corporation Commission

DOCKETED

FROM: Matthew J. Neubert *mjn*
Director of Securities

JUN - 2 2009

DOCKETED BY *[Signature]*

DATE: May 19, 2009

RE: Proposed Order to Cease and Desist, Order for Restitution, Order for Administrative Penalties and Consent to Same by Jerome William Carter, individually and doing business as Good Only Done Productions and The Greatest Only Divine Productions, L.L.C. (collectively "Respondents") (S-20625A-08-0481)

CC: Michael P. Kearns, Interim Executive Director

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AZ CORP COMMISSION
DOCKET CONTROL

Attached is a proposed Order to Cease and Desist, Order for Restitution, Order for Administrative Penalties and Consent to Same by Respondents. The Order requires the Respondents to cease and desist their activity, repay the funds raised from investors in the amount of \$278,000 and pay an administrative penalty in the amount of \$75,000.

Respondent Jerome Carter ("Carter") owns and operates The Greatest Only Divine Productions, L.L.C. Carter describes himself as an international numerologist and spiritual financial adviser who can predict into the future utilizing numerology. Carter also performs services as a type of life coach to individuals in his VIP coaching program ("program"). Carter represented to people who joined the program that they could, through Carter's use of numerology concepts, improve their financial well-being by investing in futures and commodities.

The Order finds that Respondents violated A.R.S. §§44-1841, 44-1842 and 44-1991 by selling unregistered securities while being unlicensed and making untrue statements or misleading omissions of material facts. The Division believes that this Consent Order is appropriate to protect the public welfare.

Originator: William W. Black

1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007 / 400 WEST CONGRESS STREET, TUCSON, ARIZONA 85701

www.azcc.gov

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2 COMMISSIONERS

3 KRISTIN K. MAYES, Chairman
4 GARY PIERCE
5 PAUL NEWMAN
6 SANDRA D. KENNEDY
7 BOB STUMP

8 In the matter of)

9 JEROME WILLIAM CARTER,)
10 individually and doing business as GOOD)
11 ONLY DONE PRODUCTIONS, L.L.C., a)
12 defunct Colorado limited liability company,)
13 and JANE DOE CARTER, husband and)
14 wife,)

15 THE GREATEST ONLY DIVINE)
16 PRODUCTIONS, L.L.C., a Nevada limited)
17 liability company,)

18 Respondents.)

DOCKET NO. S-20625A-08-0481

DECISION NO. _____

**ORDER TO CEASE AND DESIST, ORDER
FOR RESTITUTION, ORDER FOR
ADMINISTRATIVE PENALTIES AND
CONSENT TO SAME
BY: RESPONDENTS**

19 Respondents JEROME WILLIAM CARTER individually and doing business as GOOD
20 ONLY DONE PRODUCTIONS, L.L.C. and THE GREATEST ONLY DIVINE PRODUCTIONS,
21 L.L.C. ("Respondents") elect to permanently waive any right to a hearing and appeal under
22 Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act")
23 with respect to this Order To Cease and Desist, Order for Restitution, Order for Administrative
24 Penalties and Consent to Same ("Order"). Respondents admit the jurisdiction of the Arizona
25 Corporation Commission ("Commission"); admit the Findings of Fact and Conclusions of Law
26 contained in this Order; and consent to the entry of this Order by the Commission.

I. FINDINGS OF FACT

1. Respondent JEROME WILLIAM CARTER ("CARTER") has been, at all times
material hereto, a resident of Arizona.

2. At all times relevant, CARTER was not married.

1 3. GOOD ONLY DONE PRODUCTIONS, L.L.C. ("GODP, L.L.C.") was formed in
2 the state of Colorado on January 26, 2007 by CARTER. On June 21, 2007, GODP, L.L.C. was
3 voluntarily dissolved. CARTER was the CEO, President and Founder of GODP, L.L.C.

4 4. CARTER, through websites under his control and operated for his benefit,
5 represented that GODP, L.L.C. maintains offices in Boulder, Colorado, Nassau, Bahamas,
6 Scottsdale, Arizona, San Diego, California and Beverly Hills, California.

7 5. THE GREATEST ONLY DIVINE PRODUCTIONS, L.L.C. ("GREATEST ONLY,
8 L.L.C.") was formed in the State of Nevada on March 19, 2008 by CARTER who, according to
9 corporate documents filed with the State of Nevada, is a manager of GREATEST ONLY, L.L.C.

10 6. CARTER, individually and doing business as GODP, L.L.C., and GREATEST
11 ONLY, L.L.C. may be referred to collectively as "Respondents."

12 7. Respondents offered and sold securities from Arizona in the form of investment
13 contracts and/or commodity investment contracts from at least July 2007 to approximately 65
14 investors in an amount totaling \$432,450.

15 8. Respondents have returned to investors \$154,450, representing a partial return or, in
16 some instances, a full return of their principal investment amount.

17 9. At all times material hereto, Respondents were not registered as dealers or securities
18 salesmen.

19 10. At all times material hereto, CARTER conducted the business of GREATEST
20 ONLY, L.L.C. and GODP, L.L.C. including the offer and sale of securities, from a home located in
21 Scottsdale, Arizona.

22 11. CARTER described himself to potential investors through video teleconferences,
23 radio shows and appearances at various events as an international numerologist and spiritual
24 financial adviser who could predict into the future utilizing numerology.

25 12. CARTER also performed services as a type of life coach to individuals in
26 Respondents' VIP coaching program ("program"). CARTER represented to people who joined the

1 program that they could, through the use of numerology concepts, improve their financial well-
2 being by investing in futures and commodities and/or enhance their spiritual awareness.

3 13. Video teleconference calls between the members of the program and CARTER,
4 often took place three to four times per week. CARTER typically conducted the conferences from
5 his home in Arizona. To become a member of the program, individuals were required to pay a fee
6 in an amount determined at the discretion of CARTER.

7 14. CARTER through video teleconferences, began offering members of the program
8 and others an opportunity to invest with Respondents. Members of Respondent's program resided
9 throughout the United States, including Arizona.

10 15. CARTER told various members of the program and investors that he had a gift with
11 which he could a substantial amount of money.

12 16. Respondents' maintained websites that supplied various information including, but
13 not limited to, articles addressing the current price and anticipated growth in the use of
14 commodities including copper, water, cork and rubber.

15 17. According to one of Respondents' websites, referring to CARTER:

16 Jerome's sport or lottery is in the realm of Futures and
17 Commodities. In this area Jerome dominates and shares his
18 information with only the closest of family, his coaching clients.
19 Together they will earn millions of dollars in the upcoming year.

20 18. The website then offered individuals the opportunity to view three recorded video
21 teleconferences that were prefaced with the following claim:

22 Here is a behind the scenes look at some of the conferences Jerome
23 has with the investors of copper. These people have invested
24 millions of dollars and will receive back Billions! . . .

25 19. The initial offering to potential investors by Respondents was for investment in the
26 purchase of copper futures.

20. Respondents represented to potential investors, including several who resided in
Arizona, that Respondents would invest investors' money in copper by utilizing numerology

1 principles to select the date(s) on which Respondents would purchase copper futures on behalf of
2 investors.

3 21. CARTER told potential investors that he had invested his own personal funds in the
4 copper venture and that he thought he would invest additional funds.

5 22. Respondents informed investors that their investment funds would be placed into
6 individual accounts. In fact, all investors' funds were deposited into the GODP, L.L.C. and
7 GREATEST ONLY, L.L.C. business checking accounts being used to conduct CARTER's
8 numerology business.

9 23. Respondents promised investors various returns including as much as \$30,000 for
10 every \$2,000 invested.

11 24. In connection with their investment, investors were required to enter into a contract
12 with Respondents.

13 25. Pursuant to the Contractual Agreement ("contract") signed by investors, upon
14 execution of the contract, the investor became "a temporary officer of the Boulder, CO based
15 corporation registered as Good Only Done Productions, L.L.C."

16 26. The contract with GODP, L.L.C. included a provision purporting to give "full power
17 of attorney for GODP, LLC and/or Jerome Carter to invest the funds on behalf of the temporary
18 officer."

19 27. CARTER represented to investors that he would be interviewing several brokers,
20 one of whom would be selected. According to CARTER, the copper futures would be purchased
21 through the selected broker on a date to be determined at the sole discretion of CARTER.

22 28. Once investors provided Respondents with their funds and signed contracts, they
23 had no contractual right or authority to select a particular broker or date on which the copper
24 futures would be purchased.

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- a. Misrepresenting to investors that their funds would be held in individual accounts in their names when, in fact, investor funds were being pooled into business accounts in the name of GODP, L.L.C. and GREATEST ONLY;
- b. Misrepresenting to investors that participants in Respondents' video teleconferences had invested millions of dollars in copper and would receive back billions;
- c. Misrepresenting to investors via the contract, that Respondents would invest or return funds received from investors;

6. Respondents' conduct is grounds for a cease and desist order pursuant to A.R.S. § 44-2032.

7. Respondents' conduct is grounds for an order of restitution pursuant to A.R.S. § 44-2032.

8. Respondents' conduct is grounds for administrative penalties under A.R.S. § 44-2036.

III. ORDER

THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and Respondents' consent to the entry of this Order, attached and incorporated by reference, the Commission finds that the following relief is appropriate, in the public interest, and necessary for the protection of investors:

IT IS ORDERED, pursuant to A.R.S. § 44-2032, that Respondents, and any of Respondents' agents, employees, successors and assigns, permanently cease and desist from violating the Securities Act.

IT IS FURTHER ORDERED that Respondents comply with the attached Consent to Entry of Order.

IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that Respondents, jointly and severally shall pay restitution to the Commission in the amount of \$278,000. Payment shall be

1 made in full on the date of this Order. Any amount outstanding shall accrue interest at the rate of
2 10% per annum from the date of this Order until paid in full. Payment shall be made to the "State
3 of Arizona" to be placed in an interest-bearing account controlled by the Commission.

4 The Commission shall disburse the funds on a pro-rata basis to investors shown on the
5 records of the Commission. Any restitution funds that the Commission cannot disburse because an
6 investor refuses to accept such payment, or any restitution funds that cannot be disbursed to an
7 investor because the investor is deceased and the Commission cannot reasonably identify and
8 locate the deceased investor's spouse or natural children surviving at the time of the distribution,
9 shall be disbursed on a pro-rata basis to the remaining investors shown on the records of the
10 Commission. Any funds that the Commission determines it is unable to or cannot feasibly
11 disburse shall be transferred to the general fund of the state of Arizona.

12 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that Respondents, jointly and
13 severally shall, pay an administrative penalty in the amount of \$75,000. Payment shall be made to
14 the "State of Arizona." Any amount outstanding shall accrue interest at the rate of 10% per annum
15 from the date of this Order until paid in full. The payment obligations for these administrative
16 penalties shall be subordinate to any restitution obligations ordered herein and shall become
17 immediately due and payable only after restitution payments have been paid in full or upon
18 Respondents' default with respect to Respondents' restitution obligations.

19 For purposes of this Order, a bankruptcy filing by any of the Respondents shall be an act of
20 default. If any Respondent does not comply with this Order, any outstanding balance may be
21 deemed in default and shall be immediately due and payable.

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1 IT IS FURTHER ORDERED, that if any Respondent fails to comply with this order, the
2 Commission may bring further legal proceedings against that Respondent, including application to
3 the superior court for an order of contempt.

4 IT IS FURTHER ORDERED that this Order shall become effective immediately.

5 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

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8 CHAIRMAN COMMISSIONER

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10 COMMISSIONER COMMISSIONER COMMISSIONER

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12 IN WITNESS WHEREOF, I, MICHAEL P. KEARNS,
13 Interim Executive Director of the Arizona Corporation
14 Commission, have hereunto set my hand and caused the
15 official seal of the Commission to be affixed at the
16 Capitol, in the City of Phoenix, this _____ day of
17 _____, 2009.

18 MICHAEL P. KEARNS
19 INTERIM EXECUTIVE DIRECTOR

20 DISSENT

21
22 DISSENT

23 This document is available in alternative formats by contacting Shaylin A. Bernal, ADA
24 Coordinator, voice phone number 602-542-3931, e-mail sabernal@azcc.gov.

25
26 (wwb)

CONSENT TO ENTRY OF ORDER

1
2 1. Respondents JEROME WILLIAM CARTER individually and doing business as
3 GOOD ONLY DONE PRODUCTIONS, L.L.C. and THE GREATEST ONLY DIVINE
4 PRODUCTIONS, L.L.C. (“Respondents”) admit the jurisdiction of the Commission over the
5 subject matter of this proceeding. Respondents acknowledge that they have been fully advised of
6 their right to a hearing to present evidence and call witnesses and they knowingly and voluntarily
7 waive any and all rights to a hearing before the Commission and all other rights otherwise
8 available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code.
9 Respondents acknowledge that this Order To Cease and Desist, Order for Restitution, Order for
10 Administrative Penalties and Consent to Same (“Order”) constitutes a valid final order of the
11 Commission.

12 2. Respondents knowingly and voluntarily waive any right under Article 12 of the
13 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief
14 resulting from the entry of this Order.

15 3. Respondents acknowledge and agree that this Order is entered into freely and
16 voluntarily and that no promise was made or coercion used to induce such entry.

17 4. Respondents understand and acknowledge that they have a right to seek counsel
18 regarding this Order, and that they have had the opportunity to seek counsel prior to signing this
19 Order. Respondents acknowledge and agree that, despite the foregoing, Respondents freely and
20 voluntarily waive any and all right to consult or obtain counsel prior to signing this Order.

21 5. Respondents admit the Findings of Fact and Conclusions of Law contained in this
22 Order. Respondents agree that they shall not contest the validity of the Findings of Fact and
23 Conclusions of Law contained in this Order in any present or future administrative proceeding
24 before the Commission or any other state agency concerning the denial or issuance of any license
25 or registration required by the state to engage in the practice of any business or profession.

26

1 6. By consenting to the entry of this Order, Respondents agree not to take any action
2 or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding
3 of Fact or Conclusion of Law in this Order or creating the impression that this Order is without
4 factual basis. Respondents will undertake steps necessary to assure that all of Respondents'
5 agents and employees understand and comply with this agreement.

6 7. While this Order settles this administrative matter between Respondents and the
7 Commission, Respondents understand that this Order does not preclude the Commission from
8 instituting other administrative or civil proceedings based on violations that are not addressed by
9 this Order.

10 8. Respondents understand that this Order does not preclude the Commission from
11 referring this matter to any governmental agency for administrative, civil, or criminal proceedings
12 that may be related to the matters addressed by this Order.

13 9. Respondents understand that this Order does not preclude any other agency or
14 officer of the state of Arizona or its subdivisions from instituting administrative, civil, or criminal
15 proceedings that may be related to matters addressed by this Order.

16 10. Respondents agree that they will not apply to the state of Arizona for registration as
17 a securities dealer or salesman or for licensure as an investment adviser or investment adviser
18 representative until such time as all restitution and penalties under this Order are paid in full.

19 11. Respondents agree that they will not exercise any control over any entity that offers
20 or sells securities or provides investment advisory services within or from Arizona until such time
21 as all restitution and penalties under this Order are paid in full.

22 12. Respondents agree that they will not sell any securities in or from Arizona without
23 being properly registered in Arizona as a dealer or salesman, or exempt from such registration;
24 Respondents will not sell any securities in or from Arizona unless the securities are registered in
25 Arizona or exempt from registration; and Respondents will not transact business in Arizona as an
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1 investment adviser or an investment adviser representative unless properly licensed in Arizona or
2 exempt from licensure.

3 13. Respondents agree that they will continue to cooperate with the Securities Division
4 including, but not limited to, providing complete and accurate testimony at any hearing in this
5 matter and cooperating with the state of Arizona in any related investigation or any other matters
6 arising from the activities described in this Order.

7 14. Respondents consent to the entry of this Order and agree to be fully bound by its
8 terms and conditions.

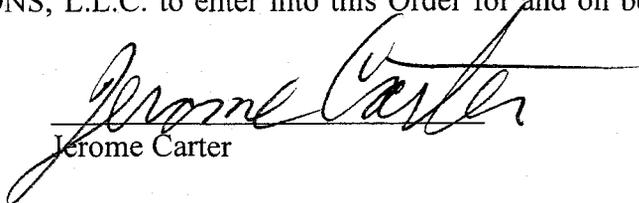
9 15. Respondents acknowledge and understand that if they fail to comply with the
10 provisions of the order and this consent, the Commission may bring further legal proceedings
11 against Respondents, including application to the superior court for an order of contempt.

12 16. Respondents understand that default shall render Respondents liable to the
13 Commission for its costs of collection and interest at the maximum legal rate.

14 17. Respondents agree and understand that if they fail to make any payment as required
15 in the Order, any outstanding balance shall be in default and shall be immediately due and payable
16 without notice or demand. Respondents agree and understand that acceptance of any partial or late
17 payment by the Commission is not a waiver of default by Commission.

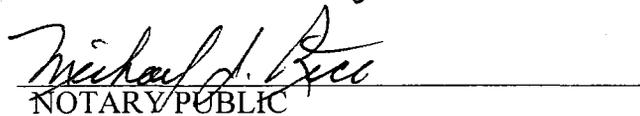
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1 18. Respondent Jerome Carter represents that he is the managing member of THE
2 GREATEST ONLY DIVINE PRODUCTIONS, L.L.C. and has been authorized by THE
3 GREATEST ONLY DIVINE PRODCUTIONS, L.L.C. to enter into this Order for and on behalf
4 of it.

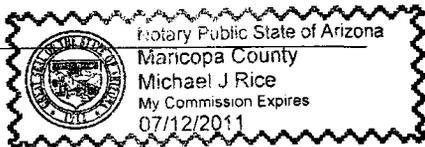

Jerome Carter

6 STATE OF ARIZONA)
7) ss
8 County of)

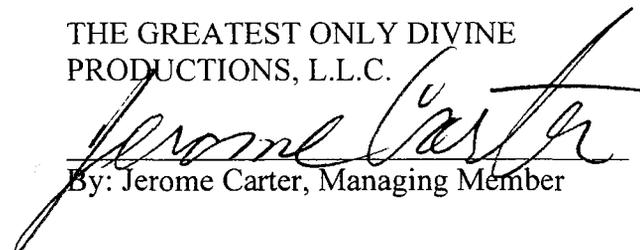
9 SUBSCRIBED AND SWORN TO BEFORE me this 11th day of May, 2009.


NOTARY PUBLIC

12 My commission expires:



13 THE GREATEST ONLY DIVINE
14 PRODUCTIONS, L.L.C.


By: Jerome Carter, Managing Member

18 STATE OF ARIZONA)
19) ss
20 County of)

21 SUBSCRIBED AND SWORN TO BEFORE me this 11th day of May, 2009.


NOTARY PUBLIC

24 My commission expires:

