

2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. CCG, was, at all times material herein, a Pennsylvania limited liability company with an address at 2463 Jefferson Street, Harrisburg, Pennsylvania 17110.

4. Burns was, at all times material herein, a promoter and manager of CCG and an individual with an address at 2463 Jefferson Street, Harrisburg, Pennsylvania 17110.

5. Jean was, at all times material herein, a promoter and manager of CCG and an individual with an address at 2463 Jefferson Street, Harrisburg, Pennsylvania 17110.

6. From in or about August 2016 until the present, CCG maintained a web site ("Web Site") at www.cobblecreeksmoothiecafe.com. According to the Web Site, CCG is in the business of establishing Cobble Creek Smoothie Cafe locations ("Locations") in Pennsylvania, California, North Carolina, and Texas.

7. According to the Web Site, CCG is offering for sale and has sold limited liability membership opportunities (LLC Opportunities) in existing and future Locations.

8. The Web Site states:

- a. The LLC Opportunities are "a cross between new and old forms of investing. [CCG] uses the new method of crowdfunding on a local level for each location, and intertwine it with the traditional Limited Liability Company structure, to maximize returns";
- b. The LLC Opportunities "are broken down into two stages. Stage 1 is the construction phase and stage 2 is the operation phase. The minimum stage 1 investment is \$5,000 and the maximum is \$20,000 or based on an investors financial strength";

- c. "Minimum and maximum stage 2 investment is \$1,000";
 - d. CCG "will determine the number of investors needed for each location";
 - e. "We have seen between 4-14% ROI's"; and
 - f. CCG "is the 20% managing member of the new entity, and charges a minimal management fee per location".
9. In or about July 2016, CCG sold LLC Opportunities to 4 Pennsylvania residents for an aggregate amount of \$16,000.
10. The Web Site does not contain the disclosure set forth in Department Regulation 203.190, 10 Pa. Code §203.190.
11. The LLC Opportunities described above are "securities" within the meaning of Section 102(t) of the 1972 Act, 70 P.S. §1-102(t).
12. CCG is the "issuer" of the LLC Opportunities described above within the meaning of Section 102(l) of the 1972 Act, 70 P.S. §1-102(l).
13. Burns acted as an "affiliate" of CCG within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused and is about to cause CCG to commit the herein stated acts which violated and are about to violate the 1972 Act.
14. Jean acted as an "affiliate" of CCG within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused and is about to cause CCG to commit the herein stated acts which violated and are about to violate the 1972 Act.
15. The records of the Department disclose that the LLC Opportunities are (a) not registered under Section 201 of the 1972 Act, 70 P.S. §1-201; (b) not exempt from registration under Section 202 of the 1972 Act, 70 P.S. §1-202; and (c) not federally

covered securities; and further, the securities transactions relating to the LLC

Opportunities are not exempt under Section 203 of the 1972 Act, 70 P.S. §1-203.

16. On September 29, 2016, the Department issued a Summary Order to Cease and Desist against CCG, Burns, and Jean pursuant to Section 606(c.1) of the 1972 Act, 70 P.S. §1-606(c.1).

17. On November 1, 2016, CCG, Burns, and Jean offered rescission to 4 Pennsylvania residents.

VIOLATIONS

18. By engaging in the acts and conduct set forth in paragraphs 1 through 17 above, CCG, Burns, and Jen offered and sold the LLC Opportunities to Pennsylvania residents in violation of Section 201 of the 1972 Act, 70 P.S. §1-201.

RELIEF

19. Within 30 days of the Effective Date of this Order, as defined in Paragraph 29, CCG, Burns, and Jean shall pay the Department an administrative assessment in the amount of \$5,000.00. Payment shall be wired to the following account:

Name: Wells Fargo Bank
Branch: 123 South Broad Street
City: Philadelphia
State: PA
Zip Code: 19109

ABA#: Redacted
Acct#: Redacted

Contact: Beverly Wright
Title: Commonwealth of PA
Checking account.

20. The Summary Order to Cease and Desist issued on September 29, 2016 is prospectively RESCINDED as to CCG, Burns, and Jean.

21. This Order is not intended to indicate that CCG, Burns, or Jean or any of their affiliates or current or former employees should be subject to any disqualification contained in the federal securities laws, the rules and regulations thereunder; the rules and regulations of self-regulatory organizations or various states' securities law, including the provisions of the 1972 Act and regulations promulgated thereunder; and any disqualification from relying upon the registration exemptions or safe harbor provisions, and this Order is not intended to form the basis of any such disqualification.

22. CCG, Burns, and Jean are ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Section 301(c).

23. Should CCG, Burns, and Jean fail to pay the assessment as set forth in paragraph 19, above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording CCG, Burns and Jean the option of either paying the assessment or being indefinitely subjected to the sanctions.

24. Should CCG, Burns, and Jean fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to CCG's, Burns', and Jean's right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

25. Consent. CCG, Burns, and Jean hereby knowingly, willingly, voluntarily and irrevocably consent to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agree that both understand all of the terms and conditions contained herein. CCG, Burns,

and Jean, by voluntarily entering into this Order, waive any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

26. Entire Agreement. This Order contains the entire agreement among the Department, CCG, Burns, and Jean. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department, CCG, Burns, and Jean.

27. Binding Nature. The Department, CCG, Burns, Jean, and all officers, owners, directors, employees, heirs and assigns of CCG, Burns, and Jean intend to be and are legally bound by the terms of this Order.

28. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

29. Effectiveness. CCG, Burns, and Jean hereby stipulate and agree that the Order shall become effective on the date that the Bureau executes the Order ("Effective Date").

30. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against CCG, Burns, and Jean in the future regarding all matters not resolved by this Order.

(b) CCG, Burns, and Jean acknowledge and agree that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

31. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

32. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

33. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

34. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Compliance and Examinations, Cobble Creek Group LLC d/b/a Cobble Creek Smoothie Cafe, Robert L. Burns, and Jason C. Jean, intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES COMPLIANCE AND EXAMINATIONS**



Redacted

Joseph T. Minisi
Deputy Secretary of Securities

Date: 11/29/16

**FOR COBBLE CREEK GROUP, LLC
d/b/a COBBLE CREEK SMOOTHIE CAFE**

Redacted

(Officer Signature)

Robert L Burns

(Print Officer Name)

Member

(Title)

Date: 11/25/16

FOR ROBERT L. BURNS

Redacted

Date: 11/25/16

FOR JASON C. JEAN

Redacted

Date: 11/25/16