

STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

In the Matter of:)
)
Social Voucher.com, Inc., a Florida) **CONSENT ORDER**
corporation, and Gerald C. Parker,)
)
Respondents.)

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THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO:
SOCIAL VOUCHER.COM, INC., a Florida corporation, and GERALD C. PARKER, its
President, RESPONDENTS.

The North Dakota Securities Commissioner has advised the Respondents that the Commissioner is prepared to commence formal action pursuant to Chapter 10-04 of the North Dakota Century Code and has determined as follows:

1. Respondent, Social Voucher.com, Inc., is a Florida corporation, with its principal address at 1320 South Killian Drive, Lake Park, Florida. Social Voucher.com, Inc. is not now and has never been registered as an issuer-dealer or broker-dealer in North Dakota.
2. Respondent, Gerald C. Parker, ("Parker") is a Florida resident who, for all times relevant to this matter, operated and controlled Social Voucher.com, Inc. as its President. Respondent Parker is not now and has never been registered as an agent with the North Dakota Securities Department.
3. On or about November 14, 2013, Respondents offered for sale and sold, by electronic communication, equity securities in Social Voucher.com, Inc., to at least one resident of Williston, North Dakota.

4. The subject securities have not been registered with the Securities Department under N.D.C.C. §§ 10-04-07.1, 10-04-08, or 10-04-08.1; are not exempt securities under N.D.C.C. § 10-04-05; and have not been offered for sale or sold in exempt transactions under N.D.C.C. § 10-04-06; and are not federal covered securities or have not been properly filed as federal covered securities under N.D.C.C. § 10-04-08.4. The offer for sale of the subject securities was made in violation of N.D.C.C. § 10-04-04.
5. The Respondent, Social Voucher.com, Inc., was not registered as an issuer-dealer or broker-dealer with the Securities Department and the offer for sale of the subject securities was made in violation of N.D.C.C. § 10-04-10(1).
6. The Respondent, Parker, was not registered as an agent with the Securities Department and the offer for sale of the subject securities was made in violation of N.D.C.C. § 10-04-10(2).
7. The offer for sale of the subject securities included an offering document described as a “Business Plan” that stated as one of the reasons to invest that “The Company has a highly experienced management team”. The document described the experience of Respondent Parker as follows:

Gerald C. Parker – *President and CEO*. Gerald C. Parker has more than 30+ years’ experience in marketing, brand management, strategy, angel investing and business development, as well as day-to-day leadership and operations as a CEO. He has held key positions in internet, consumer packaging goods, media, and telecommunications and entertainment companies. Since 1994, he has been an investor, consultant, advisor and founder of many startups. In 1994 to 1996 Mr. Parker and his co-founders raised 40 million dollars for Inktomi (NASDAQ: INKT) prior to the IPO. The underwriters were Goldman Sachs and Alex Brown. The initial offering price was \$13.50 per share and the first trade was \$16.50. The stock closed at \$65.00 the opening day. Over the next 2 years it went to \$240.00 per share after 2 forward splits, reaching a market cap of 26 Billion. The company was bought by Yahoo.com.”

8. The offering document failed to disclose that on April 25, 2011, the United States District Court for the District of Nebraska, entered a judgment against Respondent Parker, individually, and against two companies which he served as an officer and director, Royal Palm Capital Group, Inc. and American Capital Corporation, for damages in the amount of \$30,352,111, plus interest at the rate of 6% from November 30, 2010, and post-judgment interest as permitted by statute. The case was a class action lawsuit alleging securities fraud captioned Lyle Brehm, *et al.* vs. Rebecca Engle, *et al.*, Civil No. 8:07CV254. The Judgment has not been satisfied.
9. The failure to disclose the outstanding Judgment and the underlying allegations of this lawsuit were material omissions of fact, necessary to make the statements made in the offering document concerning Parker's experience, not misleading. This failure to disclose material information in connection with the offer to sell any security in this state constitutes a fraudulent practice in violation of N.D.C.C. § 10-04-15(2).
10. Pursuant to N.D.C.C. § 10-04-16(1), the Securities Commissioner has the authority to Order that a person Cease and Desist from violations of the Securities Act, to rescind transactions made in violation of the Securities Act, and to assess civil penalties in an amount not to exceed \$10,000 for each violation of the Securities Act. The violations described above are sufficient grounds for the Commissioner to assess civil penalties against the Respondents.
11. Respondents have a right to a hearing on this matter, but affirmatively waive any right to a hearing and to present arguments to the Commissioner regarding this matter.
12. Respondents agree to resolve this matter with the Securities Commissioner by this Consent Order, and this is evidenced by Respondents' signatures on the Consent to Entry of Order, attached hereto and incorporated herein by reference.

13. This following Order is necessary and appropriate in the public interest.

NOW, THEREFORE, IT IS ORDERED AND AGREED as follows:

1. The Respondents shall **CEASE AND DESIST** from offering for sale or selling in North Dakota the subject securities, or any other securities however denominated, unless and until such securities have been registered with the Securities Department or sold in exempt transactions under the Securities Act.
2. The Respondents shall **CEASE AND DESIST** from offering for sale or selling securities, or effecting transactions in securities, in North Dakota unless and until they have registered with the Securities Commissioner as issuer-dealers, broker-dealers or agents or in transactions in which they would be exempt from registration.
3. In any offering for sale or selling securities, or effecting transactions in securities in North Dakota, the Respondents will make full disclosure of all facts material to the investment so that the offer is not misleading.
4. The Commissioner hereby assesses a civil penalty of \$1,000.00 against the Respondents, jointly and severally, for the violations set forth herein.
5. In accordance with 17 C.F.R. §230.506(d)(2)(iii), the Commissioner advises that disqualification under 17 C.F.R. §230.506(d)(1)(iii)(B) should not arise as a consequence of this Consent Order.
6. This Order shall be effective upon signature of the Commissioner.

IN TESTIMONY WHEREOF, witness my hand and seal this 6th day of

June, 2014.




Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
600 East Boulevard Ave.
State Capitol – Fifth Floor
Bismarck, ND 58505-0510
(701) 328-2910

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SECURITIES DEPARTMENT
STATE OF NORTH DAKOTA

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In the Matter of:

Social Voucher.com, Inc., a Florida
corporation, and Gerald C. Parker,

Respondents.

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CONSENT TO ENTRY
OF ORDER

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Based on mutual concessions and a willingness to resolve all matters discussed in the foregoing Consent Order, the above-named Respondents state that:

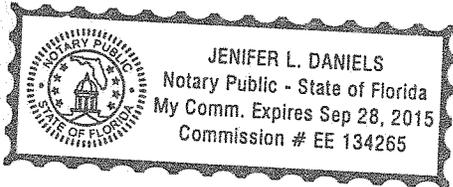
1. The Respondents have read the foregoing Consent Order and know and fully understand its contents and effects.
2. The Respondents have been advised of their rights to a hearing with regard to this matter, and have specifically waived their rights to a hearing.
3. The foregoing Consent Order, which is attached hereto and incorporated herein by reference, constitutes the entire settlement agreement between the Respondents and the Securities Commissioner, there being no other promises or agreements, either expressed or implied.
4. The Respondents admit the jurisdiction of the Securities Department and the factual determinations set forth in the foregoing Consent Order, and they are specifically precluded from denying those determinations in any forum, public or private.
5. The Respondents consent to entry of the foregoing Consent Order by the Securities Commissioner, and do so willingly and voluntarily for the purpose of resolving the issues described in the foregoing Consent Order.

Dated this 4 day of June, 2014.

Social Voucher.com, Inc.

By: [Signature]
Its: CEO

Subscribed and sworn to before me this 4 day of June, 2014.

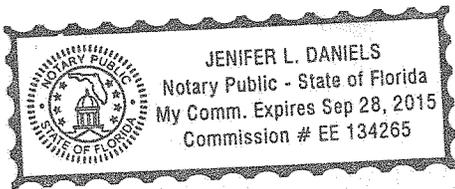


[Signature]
Notary Public
My Commission Expires:

Dated this 4 day of June, 2014.

[Signature]
Gerald C. Parker

Subscribed and sworn to before me this 4 day of June, 2014.



[Signature]
Notary Public
My Commission Expires: