

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 76526 / November 25, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16972

In the Matter of

Brett A. Cooper,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE
ACT OF 1934 AND NOTICE OF HEARING**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Brett A. Cooper. (“Respondent” or “Cooper”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. During the period from 2008 through 2011, Respondent, a resident of New Jersey, was the sole Managing Member of Global Funding Systems LLC, Dream Holdings, LLC and PWD Philadelphia Unit, LLC, the general partner of Peninsula Waterfront Development, L.P. He was also the founder and sole Principal of Fortitude Investing, LLC and the sole Director of REOP Group Inc.¹ Neither Cooper, nor any of the Cooper Companies, nor Reop Group have ever been, nor have they ever applied with the Commission to be, a registered securities broker or dealer; nor has Cooper ever been associated with any registered broker or dealer. During the entire time in

¹ Together, Global Funding Systems LLC, Dream Holdings, LLC, Fortitude Investing, LLC and Peninsula Waterfront Development, L.P are referred to herein as the “Cooper Companies”.

which he engaged in the conduct underlying the complaint described below, Cooper was not a registered representative associated with a broker-dealer registered with the Commission.

B. ENTRY OF THE INJUNCTION

2. On November 5, 2015, a final judgment was entered against Respondent, permanently enjoining him from future violations of Section 10(b), Rule 10b-5, and Section 15(a) of the Securities and Exchange Act of 1934, and Section 17(a) of the Securities Act of 1933 in the civil action entitled Securities and Exchange Commission v. Brett A. Cooper, et al., Civil Action No. 13- 5781, in the United States District Court for the District of New Jersey. In addition to enjoining Respondent from future violations of the anti-fraud provisions of the federal securities laws and from acting as an unregistered broker or dealer, the final judgment also enjoined Respondent against participating directly or indirectly in the issuance, offer, or sale of certain securities.

3. The Commission's complaint alleged that, during 2008 through 2011, Cooper, through the Cooper Companies, lured investors into fictitious "Prime Bank" or "High-Yield" investment contracts with the promise of extraordinary returns on their investments in a matter of weeks, with little to no risk. Respondent successfully solicited at least 11 investors in three schemes and received approximately \$2.1 million in investor funds. Respondent, however, was not registered with the Commission as a broker or dealer, nor was he associated with any registered broker or dealer.

4. The district court found that Respondent Cooper acted with a high degree of scienter and engaged in multiple, recurrent and egregious violations of the securities laws. The court also found that Cooper has never admitted his role in his fraudulent schemes nor taken responsibility for his actions. The court also found that Cooper committed a "Finder's Fee" scheme after being sued for fraud, after being named as a defendant in another prime bank case, and after becoming aware of the Commission's investigation which led to the civil action in this matter.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act;

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent as provided for in the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Brent J. Fields
Secretary