

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Adrian Cooper
CRD No. 3271084,

Respondent.

ODS File No. 05-009

**ORDER BARRING FROM ASSOCIATION
WITH A BROKER-DEALER OR INVESTMENT ADVISER AND FROM OFFERING
OR SELLING SECURITIES**

Pursuant to his authority under Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Oklahoma Department of Securities (Department) conducted an investigation into the activities of Adrian Cooper (Respondent), in connection with the offer and/or sale of securities in and/or from Oklahoma. As a result of the investigation, the Enforcement Division of the Department recommended that Respondent be barred from association with a broker-dealer and/or investment adviser in any capacity and from offering and/or selling any security (Recommendation). The activities described in the Recommendation constitute violations of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and would also constitute violations of the Act.

Pursuant to Section 1-604 of the Act, the Administrator of the Department (Administrator) gave notice to Respondent of his right to request a hearing to show why an order based on the Recommendation should not be issued and that he had twenty (20) days after the date of service of the notice to request such hearing (Notice). Respondent has failed to request a hearing. The Notice, with the Recommendation attached, was served on Respondent on August 1, 2005.

The Administrator, being fully advised in the premises, hereby finds that this action is necessary and appropriate in the public interest and sets forth the following Findings of Fact and Conclusions of Law.

Findings of Fact

1. In November of 1999, Cooper was registered under the Predecessor Act as an agent of Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch), a registered broker-dealer. In August of 2004, Merrill Lynch permitted Cooper to resign while he was under

internal investigation for selling away from the firm. Cooper's registration under the Act was terminated on September 1, 2004.

2. Since as early as 2003, Cooper has engaged, and he may continue to engage, in the issuance, offer, and/or sale of various investments in and/or from Oklahoma including, but not limited to, shares of stock, real estate interests, and purported interests in an investment club managed by Cooper (Investment Interests). Cooper represents that he will make investments on behalf of, and return profits to, investors (Investors).

3. Cooper's offer and sale of the Investment Interests while a registered agent of Merrill Lynch involved transactions outside the scope of his relationship or affiliation with Merrill Lynch.

4. Cooper did not advise Merrill Lynch of the outside investment activities described above.

5. Cooper directed Investors to remit their money to him personally or to a third party through which the money was transferred to Cooper.

6. As described in paragraphs 7 through 25 below, Cooper did not invest the money entrusted to him. Such monies were used to pay personal expenses and to make payments to other investors. While Cooper represented the purported returns made to investors as being funded through the success of an underlying venture, the payments were actually funded with the monies of newly attracted investors - a classic "Ponzi" scheme.

Investor Ashmore

7. On November 18, 2003, Investor Ashmore, a resident of the state of Virginia, transferred \$40,000 to the joint account of Adrian and Trina Cooper (the "Coopers") at Bank of America for a purported real estate investment. Over eighty percent (80%) of the money wired by Investor Ashmore was used to cover an overdraft in the Coopers' Bank of America account. Cooper used the remainder of the money to pay personal expenses and to make cash withdrawals.

Investor Canada

8. In late 2003, Cooper represented to an Oklahoma resident (Investor Canada) that he could purchase a purported position in Sirius Satellite Radio stock and make a 6% profit on the investment.

9. On December 9, 2003, Investor Canada gave Cooper a check in the amount of \$12,200 to purchase shares of Sirius Satellite Radio stock. The check, payable to Cooper, was deposited into Cooper's personal account at First American Bank in Norman, Oklahoma, and used to cover an overdraft of \$22,807.50 in the account.

10. Subsequent to December 9, 2003, Investor Canada requested the return of his money from Cooper. On December 22, 2003, Cooper returned Investor Canada's money to him by using money wired to Cooper by another investor (Investor Constantine).

Investor Nichols

11. On December 30, 2003, Investor Nichols, a resident of the state of Texas, sent Cooper a check, payable to Cooper, in the amount of \$50,000 in order to purchase shares of Sirius Satellite Radio stock. The check was deposited into Cooper's account at Bank One. Cooper used the money sent by Investor Nichols to pay personal living expenses and other investors. Cooper also made cash withdrawals from the money sent by Investor Nichols.

Investor Nagel

12. In February of 2004, Cooper solicited Investor Nagel, a resident of the state of Oklahoma, for money to invest. On February 24, 2004, Investor Nagel gave Cooper a cashier's check in the amount of \$12,500, made payable to Cooper.

13. The cashier's check was deposited into the Cooper's joint account at Bank of America. Cooper paid personal expenses and made cash withdrawals from the funds provided by Investor Nagel.

Investor Resler

14. In the spring of 2004, Cooper informed an Oklahoma investor (Investor Resler) that he could purchase shares of U.S. Asante Technologies, Inc. (Asante) stock from Cooper's personal holdings. At the time, Cooper did not maintain a position in the stock of Asante.

15. Investor Resler gave Cooper two checks totaling \$20,000 in order to purchase shares of the Asante stock purportedly owned by Cooper.

16. Investor Resler gave Cooper a check, payable to Cooper, in the amount of \$5,000 on April 16, 2004. That check was deposited into the Coopers' joint account at Bank of America. The money was used to pay personal expenses.

17. On May 5, 2004, Investor Resler wired \$15,000 to Cooper's checking account at Bank One. Cooper withdrew the money in cash.

Investor Constantine

18. On December 10, 2003, Investor Constantine, a resident of the state of Texas, wired \$25,000 to Cooper believing he was purchasing shares of Sirius Satellite Radio stock that Cooper represented was held in his Merrill Lynch account. Cooper did not hold any Sirius Satellite Radio stock in his Merrill Lynch account.

19. From December 10, 2003, through July 2, 2004, Investor Constantine wired a total of \$185,000 to Cooper believing he was purchasing shares of Sirius Satellite Radio and Asante stocks. Cooper used the money wired by Investor Constantine to pay personal living expenses and to make payments to other investors. Cooper also made cash withdrawals of a portion of the money wired by Investor Constantine.

Investor Mosley

20. In June of 2004, Cooper solicited Investor Mosley for cash to invest. At the time, Investor Mosley was a recently widowed resident of the state of Oklahoma. On June 14, 2004, Investor Mosley wired \$20,000 to the Coopers' joint account at Bank of America.

21. Cooper used the money wired by Investor Mosley to pay personal expenses and to transfer money to an acquaintance, Rickey Brady (Brady).

22. On or about June 25, 2004, Investor Mosley received Check No. 775 in the amount of \$20,000 drawn on the Coopers' joint account at Bank of America. The check was returned by the bank for insufficient funds. Investor Mosley then received a cashier's check in the amount of \$20,000 from Cooper to replace Check No. 775. Investor Mosley also received \$2,500 in cash from Cooper as a purported return on the sale of stock.

23. Cooper again solicited Investor Mosley for cash to invest on her behalf. On or about June 29, 2004, Mosley gave a cashier's check to Rickey Brady. The cashier's check, in the amount of \$20,000, was made payable to Brady. Brady deposited the check into his personal account and then wired \$20,000 to the Coopers' joint account at Bank of America. This money was used to pay personal expenses.

24. In July of 2004, Cooper advised Investor Mosley that she could receive a profit of \$4,000 on the sale of her purported \$20,000 stock investment. Investor Mosley agreed to the sale. On July 23, 2004, Investor Mosley received a check in the amount of \$24,000 drawn on the Coopers' joint account at Bank of America.

Investor Steiner

25. On July 23, 2004, Investor Steiner, a resident of the state of California, wired \$6,000 into the Coopers' joint account at Bank of America for the purchase of shares of Asante stock. Cooper used the money wired by Investor Steiner toward the July 23, 2004 payment to Investor Mosley.

Other Findings

26. Cooper continued to represent himself to the public as a representative of Merrill Lynch after he resigned from the firm in August of 2004.

27. The investment club interests were not registered under the Act or the Predecessor Act.

28. The real estate investment interests were not registered under the Act or the Predecessor Act.

29. Based upon the foregoing conduct, it is in the public interest to issue an order barring Cooper from association with any broker-dealer and/or investment adviser in any capacity and from offering and/or selling any security.

To the extent any of these Findings of Fact should be considered Conclusions of Law, they should be so considered.

Conclusions of Law

1. Cooper offered and sold unregistered securities in Oklahoma, in violation of Section 301 of the Predecessor Act and/or Section 1-301 of the Act.

2. Cooper transacted business in Oklahoma as an unregistered broker-dealer or agent, in violation of Section 201 of the Predecessor Act and/or Section 1-401 of the Act.

3. Cooper, directly or indirectly, employed a device, scheme, or artifice to defraud, in connection with the offer and sale of securities, in violation of Section 101 of the Predecessor Act and Section 1-501 of the Act.

4. Cooper, directly or indirectly, made untrue statements of material fact, and omitted to state material facts necessary in order to make the statement made, in the light of the circumstances under which they were made, not misleading, in connection with the offer and sale of securities, in violation of Section 101 of the Predecessor Act and Section 1-501 of the Act.

5. Cooper, directly or indirectly, engaged in an act, practice, or course of business that operated as a fraud or deceit upon other persons, in connection with the offer and sale of securities, in violation of Section 101 of the Predecessor Act and Section 1-501 of the Act.

6. Cooper engaged in dishonest or unethical practices in violation of subsection (b) of 660:10-5-42 of the Rules.

7. The Administrator is authorized to bar Cooper from association with a broker-dealer or investment adviser in any capacity and from offering and/or selling any security.

8. It is in the public interest to bar Cooper from association with any broker-dealer or investment adviser in any capacity and from offering and/or selling any security.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Order

IT IS HEREBY ORDERED that Adrian Cooper be barred from association with a broker-dealer and/or investment adviser in any capacity and from offering and/or selling any security in and/or from the state of Oklahoma.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 24th day of August, 2005.

(SEAL)

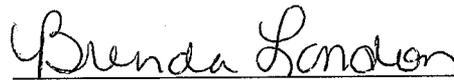


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 24th day of August, 2005, a true and correct copy of the above and foregoing *Order Barring from Association with a Broker-Dealer or Investment Adviser and from Offering or Selling Securities* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Adrian Cooper
18801 Wolfcreek Drive
Edmond, OK 73102



Brenda London
Paralegal