BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of JOHN EDWARD SPALDING, Respondent.	ORDER OF PROHIBITION & REVOCATION (CONSENT) File No. S-209641 (EX)

Based upon the attached Petition for Order, I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to §§ 551.24(2), 551.60(2)(a) and 551.63, Wis. Stats.,[1]

IT IS ORDERED THAT:

a) John Edward Spalding, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities qualify as covered securities or are registered under Wis. Stats. Ch. 551, or successor statute.

b) All exemptions from registration set forth at Wis. Stats. Ch. 551, or successor statute, that might otherwise apply to any offer or sale of any security of or by John Edward Spalding, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, other than with respect to a federal covered security specified in § 18(b)(1) of the Securities Act of 1933 (15 U.S.C. 77r(b)(1)) or by rule adopted under that provision, are hereby revoked.

c) John Edward Spalding, his servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on his behalf, are prohibited from employing an agent to represent them in Wisconsin unless the agent is registered under Wis. Stats. Ch. 551, or successor statute, or excepted from the registration requirement.

d) John Edward Spalding, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, are prohibited from violating Wis. Stat. 551.501 (2007-08), or successor statute.

e) The Administrator of the Division of Securities advises that, given the unique timing and circumstances of this case, the disqualification under paragraph (d)(1) of Rule 506 of Regulation D promulgated by the U.S. Securities & Exchange Commission pursuant to the Securities Act of 1933 should not arise as a consequence of this final order and decree. This final order and decree supersedes the administrative summary Order of Prohibition and Revocation issued in this matter on April 9, 2013, by the State of Wisconsin, Department of Financial Institutions.

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[1] Unless otherwise noted, the statutory references are to the Wisconsin Statutes (2005-06), which were in effect at the time of the violations alleged herein and apply pursuant to § 551.703, Wis. Stats. (2007-08).

EXECUTED at Madison, Wisconsin, this 30th day of June, 2014.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE:

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities under Wis. Stats. Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508 (2007-08).