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OFFICE OF THE ATTORNEY GENERAL
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IN THE MATTER OF: BRACALL, DENNIS, BRACALL, MARIA and PRO-TECH ENTERPRISES, LLC RESPONDENTS.	NEW JERSEY OFFICE OF ADMINISTRATIVE LAW OAL Docket No. BOS 12104-11 **ADMINISTRATIVE CONSENT ORDER AS TO ALL RESPONDENTS**

This matter was commenced on August 16, 2011 by the issuing of a Summary Order by Abbe R. Tiger, Chief of the New Jersey Bureau of Securities ("Bureau Chief"), against Dennis Bracall ("D-Bracall"), Maria Bracall ("M-Bracall") and Pro-Tech Enterprises, LLC ("Pro-Tech") (collectively, "Respondents"), assessing a joint and several civil monetary penalty of $30,000 against D-Bracall and M-Bracall and a civil monetary penalty of $30,000 against Pro-Tech for violations of the Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq. ("Securities Law"). Respondents, through counsel, George N.

Polis, Esq., answered the Summary Order and requested a hearing. The matter was subsequently transmitted by the New Jersey Bureau of Securities ("Bureau") to the Office of Administrative Law ("OAL"). The Bureau and Respondents now desire to settle this matter and set forth below the full terms of the settlement in this Administrative Consent Order ("Consent Order") pursuant to N.J.A.C. 1:1-19.1.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

The Bureau Chief makes the following findings of fact which Respondents admit, consistent with the admissions in their September 27, 2011 Answer to Summary Order and Request for Hearing:

1. Pro-Tech is a New Jersey limited liability company incorporated on or around September 17, 2004, and having its principal place of business at 200 Route 50, Corbin City, New Jersey 08270.
2. M-Bracall is a resident of New Jersey and a managing member of Pro-Tech. She is also a managing member and President of Pro-Tech Custom Modular Homes, Inc. ("Pro-Tech Custom"), a New Jersey corporation, and a distributor of custom built homes.
3. D-Bracall is the husband of M-Bracall. He has also held himself out as a representative of Pro-Tech.

The Bureau Chief further makes the following findings of fact and conclusions of law, which **for the purposes of settlement only**, Respondents neither admit nor deny:

4. Neither D-Bracall, M-Bracall nor Pro-Tech has ever been

registered with the Bureau in any capacity.

5. Pro-Tech functioned as an investment vehicle for a real estate development project known as Hawks Landing.

6. In May 2006, M-Bracall and D-Bracall brought AMS and BKS (collectively, the "Investors") to visit Hawks Landing. Hawks Landing was a ten (10) lot housing development located in Middle Township, Cape May County that was purportedly being developed by Pro-Tech. D-Bracall and M-Bracall had an existing relationship with the Investors as the Investors had purchased a home from Pro-Tech Custom on or around April 6, 2006.

7. D-Bracall and M-Bracall falsely represented to the Investors that the Bracalls, along with their business partner, Harris Slavick, owned the ten (10) lots constituting Hawks Landing and their plan was to erect ten (10) luxury modular homes on the site.

8. After taking the Investors to see Hawks Landing, M-Bracall and D-Bracall told the Investors that the Hawks Landing project would be a good investment opportunity for them and suggested that the Investors use $125,000 from their line of credit at National City Mortgage to invest in Hawks Landing.

9. On May 12, 2006, Pro-Tech and the Investors signed an investment contract evidencing the Investors' $125,000 investment in Hawks Landing. In exchange for the Investors' $125,000 investment, the investment contract provided, in

relevant part, that the Investors would receive $12,500 towards their principal amount and a $5,000 dividend upon the settlement of each home. M-Bracall and D-Bracall also represented to the Investors that they would receive their principal and dividend within one (1) year.

10. On January 21, 2007, the Investors met with M-Bracall and D-Bracall and inquired as to the status of Hawks Landing development project. M-Bracall and D-Bracall informed the Investors that Pro-Tech had pulled out of the Hawks Landing project, retaining only two (2) of the original ten (10) lots. However, D-Bracall assured the Investors that their $125,000 investment would transfer to "The Landings," a nearby subdivision purportedly being developed by Pro-Tech.

11. In reality, neither Pro-Tech, M-Bracall nor D-Bracall owned all ten (10) lots at the Hawks Landing development site. Instead, M-Bracall and D-Bracall owned lots 28 and 35, two (2) of the twelve (12) lots situated on Hawks Landing Road where the Hawks Landing development was located. Lots 28 and 35 have since been sold.

12. In addition, the $125,000 received from the Investors was not used to erect luxury modular homes on the Hawks Landing site as the Bracalls represented to the Investors. Specifically, on May 12, 2006, the $125,000 was deposited into one of Pro-Tech Custom's bank accounts and then transferred to another Pro-

Tech Custom bank account in a series of fourteen (14) transactions where it was commingled with funds in that account and used to pay for work on other properties and projects.

13. Respondents did not return the Investors' principal nor did they pay the Investors any dividend.

14. Based on the foregoing, the investment contract signed by the Investors and Pro-Tech is a security within the definition set forth in N.J.S.A. 49:3-49(m).

15. Respondents made untrue statements of material fact including, but not limited to:

    a. D-Bracall and M-Bracall owned all of the ten (10) lots in the Hawks Landing development; and

    b. Pro-Tech would use the Investors' $125,000 investment to construct modular homes at Hawks Landing and later "The Landings."

    Each materially untrue statement was in violation of N.J.S.A. 49:3-52(b).

16. Respondents engaged in acts which operated as a fraud or deceit upon the Investors including, but not limited to:

    a. commingling the Investors' funds and using the majority of funds to pay for work on other properties and projects; and

    b. failing to return the Investors' principal or to make

dividend payments to the Investors.

Each fraudulent or deceitful act was in violation of N.J.S.A. 49:3-52(c).

THEREFORE, IT IS ON THIS 8TH DAY OF MAY, 2012 ORDERED AND AGREED AS FOLLOWS:

17. Pro-Tech, D-Bracall and M-Bracall shall pay to the Bureau, jointly and severally, the sum of $35,000 consisting of $15,000 in civil monetary penalties and $20,000 in restitution to the Investors. Payment of the $35,000 is due and payable to the Bureau on or before August 31, 2012.

18. If the above-listed payment is not made in accordance with paragraph 17, Respondents shall pay the original civil monetary penalties assessed in the Summary Order to the Bureau: (a) joint and several civil monetary penalty in the amount of $30,000 as to M-Bracall and D-Bracall; and (b) a civil monetary penalty in the amount of $30,000 as to Pro-Tech. The civil monetary penalties shall be immediately due and payable to the Bureau.

19. M-Bracall, D-Bracall and Pro-Tech shall cease and desist from future violations of the Securities Law including but not limited to: (a) making materially false and misleading statements and/or omitting material facts in violation of N.J.S.A. 49:3-52(b); (b) engaging in any act or practice which operate as a fraud or deceit in violation of N.J.S.A. 49:3-

52(c); (c) acting as an unregistered agent, broker-dealer, investment adviser or investment adviser representative in violation of N.J.S.A. 49:3-56(a); and (d) offering and selling unregistered securities in violation of N.J.S.A. 49:3-60.

20. M-Bracall, D-Bracall and Pro-Tech are denied all exemptions provided in N.J.S.A. 49:3-50, subsection (a), paragraphs 9, 10 and 11, and subsection (b).

21. M-Bracall, D-Bracall and Pro-Tech are denied all registration exemptions provided by N.J.S.A. 49:3-56(b), N.J.S.A. 56(c) and N.J.S.A. 49:3-56(g).

GENERAL PROVISIONS

22. Payment to the Bureau shall be made by attorney trust fund account check, certified check or other guaranteed funds, made payable to the "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief at: New Jersey Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07102.

23. Upon payment to the Bureau, Respondents shall set forth in writing and submit supporting documentation regarding the source of the funds used to provide payment.

24. This Consent Order constitutes the entire agreement between the Bureau and Respondents with respect to the subject matter of the Summary Order.

25. Nothing in this Consent Order shall in any manner be construed

to limit or affect the rights of any person who may have a claim against D-Bracall, M-Bracall or Pro-Tech.

26. Pursuant to N.J.A.C. 1:1-19.1(d), this Consent Order shall be deemed the final decision as to Respondents.

27. Respondents consent to the entry of this Consent Order and voluntarily waive, for the purposes of this proceeding and violation of paragraph 17 only, an opportunity for a hearing after reasonable notice within the meaning of N.J.S.A. 49:3-58(c)(2).

28. The Bureau Chief has entered into this Consent Order in reliance on Respondents' representation that they will not effect or attempt to effect transactions in securities from or within New Jersey, or otherwise violate the Securities Law. In the event Respondents act in contravention to this representation, the Bureau Chief may vacate this Consent Order and take further action against Respondents under the Securities Law.

29. This Consent Order is to be filed with the Clerk of the Office of Administrative Law, as required by N.J.A.C. 1:1-19.1(c)(2), as soon as practicable after it is fully executed.

NEW JERSEY BUREAU OF SECURITIES

By: _____
Abbe R. Tiger
Bureau Chief

JEFFREY S. CHIESA
ATTORNEY GENERAL OF NEW JERSEY
Attorney for the New Jersey Bureau of Securities

By: _____ Dated: 5/8/2012
Stacy-Ann T. Davy
Deputy Attorney General

I have read this Administrative Consent Order and understand its terms. I agree to its entirety and agree to be bound by its terms.

_____ Dated: 4-27-12
Maria Bracall

I have read this Administrative Consent Order and understand its terms. I agree to its entirety and agree to be bound by its terms.

_____ Dated: 4-27-12
Dennis Bracall

I have read this Administrative Consent Order and understand its terms. I agree to its entirety and agree to be bound by its terms.

Maria Bracall

Pro-Tech Enterprises, LLC

Dated: 4-27-12

By: Maria Bracall (Name)

The undersigned counsel for Respondents Dennis and Maria Bracall and Pro-Tech Enterprises, LLC consent to the form and entry of this Administrative Consent Order.

George N. Polis, Esq.
5309 Atlantic Avenue
Ventnor, New Jersey 08406
(609) 487-1900

Dated: 4/27/12