



4. From in or about June 2017 until June 2018, Miraculum employed an unregistered agent to represent Miraculum in Pennsylvania.

### **VIOLATION**

5. By engaging in the acts and conduct set forth in paragraph 4 above, Miraculum employed at least one unregistered agent in violation of Section 301(b) of the 1972 Act, 70 P.S. §1-301(b).

### **RELIEF**

6. In settlement of the aforementioned violation, Miraculum shall pay the Department an administrative assessment in the amount of \$60,000.00. Payment shall be made by certified check or money order made payable to the “Department of Banking and Securities” and shall be mailed or delivered, in person, to the Bureau of Securities Compliance and Enforcement located at 17 N. Second Street, Suite 1300, Harrisburg, PA 17101.

7. The administrative assessment shall be paid as follows:

- a. \$10,000 on or before December 20, 2019;
- b. \$10,000 on or before January 20, 2020;
- c. \$10,000 on or before February 20, 2020;
- d. \$10,000 on or before March 20, 2020;
- e. \$10,000 on or before April 20, 2020; and
- f. \$10,000 on or before May 20, 2020.

8. Miraculum is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Section 301(b), 70 P.S. §1-301(b).

9. Should Miraculum fail to pay the assessment as set forth in Paragraphs 6 and 7, above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording Miraculum the option of either paying the assessment or being indefinitely subjected to sanctions.

10. Should Miraculum fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to Miraculum's right to a hearing pursuant to the 1972 Act.

### **FURTHER PROVISIONS**

11. Consent. Miraculum hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that it understands all of the terms and conditions contained herein. Miraculum, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

12. Entire Agreement. This Order contains the entire agreement between the Department and Miraculum. There are no other terms, obligations covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and Miraculum.

13. Binding Nature. The Department, Miraculum, and all officers, owners, directors, employees, heirs and assigns of Miraculum intend to be and are legally bound by the terms of this Order.

14. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

15. Effectiveness. Miraculum hereby stipulates and agrees that the Order shall become effective on the date the Bureau executes the Order (“Effective Date”).

16. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Miraculum in the future regarding all matters not resolved by this Order.

(b) Miraculum acknowledges and agrees that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

17. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

18. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

19. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

20. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

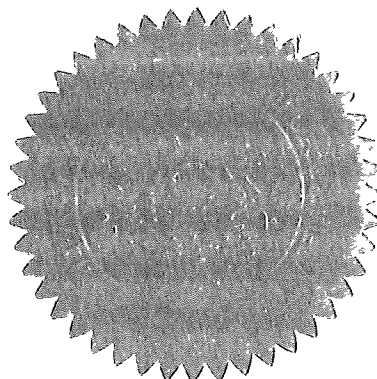
**WHEREFORE**, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Compliance and Enforcement and Miraculum, Inc. intending to be legally bound, do hereby execute this Consent Agreement and Order.

FOR THE COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING AND SECURITIES  
BUREAU OF SECURITIES COMPLIANCE AND ENFORCEMENT

Redacted

\_\_\_\_\_  
Joseph J. Minisi  
Deputy Secretary of Securities

Date: 12/9/19



FOR MIRACULUM, INC.

Redacted

\_\_\_\_\_  
(Officer Signature)

W. Tom Robinson, CPA  
(Print Officer Name)

C.E.O.  
(Title)

Date: 12-6-19