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ARKANSAS SECURITIES DEPT.

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-12-0137

ORDER NO. S-12-0137-OR02

**WALLACE J. LITTRELL, JR.,
TO LOVE GOD, LLC,
POP-N-SHOTS, AND
THE LITTRELL GROUP**

RESPONDENTS

CEASE AND DESIST ORDER

On August 3, 2012, the Staff of the Arkansas Securities Department (“Staff”) filed its Request for a Cease and Desist Order (“Request”), stating that it has information and certain evidence that indicates Wallace J. Littrell, Jr. (“Littrell”) and To Love God, LLC d/b/a Pop-N-Shots and the Littrell Group have violated provisions of the Arkansas Securities Act (“Act”), Ark. Code Ann. § 23-42-101 through § 23-42-509. The Arkansas Securities Commissioner (“Commissioner”) has reviewed the Request, and based upon representations made therein, finds that:

FINDINGS OF FACT

The Staff’s Request asserts the following representations of fact:

1. To Love God, LLC d/b/a Pop-N-Shots and the Littrell Group (“Pop-N-Shots”) is a limited liability company organized and operating under the laws of the State of Arkansas.
2. Littrell is a resident of the State of Arkansas. Littrell is an organizer and manager of Pop-N-Shots.
3. Littrell, on behalf of Pop-N-Shots, has been in contact with at least 18 people. During Littrell’s contact with these 18 people, Littrell offered each person the opportunity to make an investment in and receive membership interests in Pop-N-Shots. These 18 individuals

are residents of Arkansas, Missouri, Oklahoma, Texas, Louisiana, and Florida. At least six of these people subsequently made an investment in and purchased membership interests in Pop-N-Shots. In addition, one of these people was given a share of Pop-N-Shots in exchange and as payment for her work for Pop-N-Shots. When Littrell sold or exchanged investments in or membership interests in Pop-N-Shots to these seven people, he had them sign an investment contract and confidentiality agreement. The investment contract was titled Assignment of Membership Interest and signed by Littrell as managing member and assignor. A blank copy of the Assignment of Membership Interest is attached to the Request as Exhibit 1.

4. In addition to contacting specific individuals concerning an investment in Pop-N-Shots, Littrell also included a general solicitation for investors in Pop-N-Shots on a website, the littrellgroup.com, maintained by Littrell. Copies of pages from this website are attached to the Request as Exhibit 2. The website contained projections of returns on investments made and membership interests in Pop-N-Shots owned by investors. In addition, one page lists the total gross revenue projections for Pop-N-Shots. However, there is no basis provided on this website to determine how these projected returns and revenue were determined. In addition, the website completely omits any mention of the risks involved in investing in or purchasing membership interests in Pop-N-Shots.

5. Texas resident one ("TX1") made an initial investment of \$5,000 in Pop-N-Shots during the spring or early summer of 2012. On or about the week of July 23rd, Littrell contacted TX1 and solicited another \$800 investment in Pop-N-Shots from TX1. Although Littrell had filed a Chapter 13 bankruptcy petition on July 5, 2012, Littrell omitted to tell TX1 about his bankruptcy filing.

6. The Staff has found that personal living expenses of Littrell were regularly paid for out of the Pop-N-Shots operating account. In fact, bank records indicate that Littrell spent approximately \$12,200 of investor money in less than two months on his personal expenses. The personal bills of Littrell that were paid include, but are not limited to, the following businesses: McDonald's, Arkansas Travelers, the Mean Pig, Crackerbox 49, Hibbett Sports, 1st Stop Sports Shop, Raceway 970, Taco Bell, NNT Oscars Liquor, Exxon Mobil Conway, Kroger, Cracker Barrel, CNS AT&T Mobility, Chrysler Corporation, Great Clips, Z Tans Conway, China Town, Buffalo Wild Wings, Harps Food Store, Best Buy, Old Navy, Wal-Mart, Chic-Fil-A, Shell, 8 Mile Store, Lake Liquor, Sonic, Marcone Appliance Part, Hog Wild Wine & Spirits, Colton's, Subway, Double Tree Little Rock, Sprint Wireless, Peabody Little Rock, Crackerbox 38, Ridgeway Eye Care, Dollar General, Wendy's, Flash Market 7, Keith's Viola, Big Ben's Food Fun, Walgreens, Waffel House, Murphy Oil Wal-Mart, General Store Judsonia, Lighthouse Carwash, Burger King, Tobacco World, Strombolis Conway, Big Red 133, JP Flash Market, Counseling Associates Conway, Plainview Quick Mart, Circle K Stores, Carlyle Motel, Economy Towing, Conco, Jimmy's Egg, Sawbucks, El Rancho, O'Reilly Store, Fred's, Gervins Sports. The Assignment of Membership Interest contract, attached to the Request as Exhibit 1, does not state or disclose that investor money would be used to support or pay for any of the personal living expenses of Littrell. Further, Littrell told Louisiana resident one ("LR1") and other investors that their investment money would be used to develop and produce prototypes of the Pop-N-Shots, as well as to market the Pop-N-Shots. Littrell never told LR1 or the other investors that their investment money would be used for Littrell's personal expenses.

7. No officer, manager, or employee of Pop-N-Shots ever made any exemption filing with the United States Securities and Exchange Commission requesting that any Pop-N-Shots

securities offered and sold by Littrell in or from Arkansas be exempt under Regulation D of the Securities Act of 1933.

8. No officer, manager, or employee of Pop-N-Shots required any investor to provide any information concerning the Arkansas investor's net worth, annual income, or investment experience. Further, Arkansas investors were not asked to fill out any paperwork with information necessary for anyone at Pop-N-Shots to determine if the investors were qualified investors.

9. No officer, manager, or employee of Pop-N-Shots ever made any registration or exemption filing with the Arkansas Securities Department for any securities offered and sold by Littrell, on behalf of Pop-N-Shots, in or from Arkansas.

CONCLUSIONS OF LAW

10. The seven Assignment of Membership Interest contracts signed by investors and Littrell, on behalf of Pop-N-Shots, as detailed in paragraph three, constitute securities as defined by Ark. Code Ann. § 23-42-102(15)(A)(xi).

11. Ark. Code Ann. § 23-42-501 states it is unlawful for any person to offer or sell any security in this state unless: (1) it is registered under this chapter; (2) the security or transaction is exempted under Ark. Code Ann. § 23-42-503 or Ark. Code Ann. § 23-42-504; or (3) it is a covered security. The offer to 18 people and the sale to seven investors of unregistered, non-exempt, and non-covered securities by Littrell, on behalf of Pop-N-Shots, constitutes multiple violations of Ark. Code Ann. § 23-42-501 by Pop-N-Shots and Littrell.

12. Ark. Code Ann. § 23-42-507(2) states that it is unlawful for any person, in connection with the sale of any security, directly or indirectly, to make any untrue statement of a material

fact or omit to state a material fact necessary in order to make the statement, in light of the circumstances under which they are made, not misleading. The misrepresentations and omissions concerning the potential returns on investments and risks involved in investing in or purchasing membership interests in Pop-N-Shots, as well as the projected revenue of Pop-N-Shots and Littrell's filing of bankruptcy, as detailed in paragraphs four and five, constitute multiple violations of Ark. Code Ann. § 23-42-507(2) by Pop-N-Shots and Littrell.

13. Ark. Code Ann. § 23-42-507(3) states that it is unlawful for any person, in connection with the sale of any security, directly or indirectly, to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person. The failure of Pop-N-Shots and Littrell to state that investor money would be used to support or pay for any of the living expenses of Littrell, as detailed in paragraph six, operated as a fraud or deceit upon the investors. Therefore, Pop-N-Shots and Littrell violated Ark. Code Ann. § 23-42-507(3) multiple times.

14. Pursuant to Ark. Code Ann. § 23-42-209, whenever it appears to the Commissioner, upon sufficient grounds or evidence satisfactory to the Commissioner, that any person has engaged or is about to engage in any act or practice constituting a violation of any provision of the Act or any rule or order under the Act, the Commissioner may summarily order the person to cease and desist from the act or practice. The conduct, acts, and practices of Pop-N-Shots and Littrell threaten immediate and irreparable public harm. Based on the Findings of Fact and Conclusions of Law, this Cease and Order is in the public interest and is appropriate pursuant to Ark. Code Ann. § 23-42-209.

ORDER

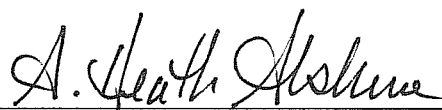
IT IS THEREFORE ORDERED that: One, Pop-N-Shots and Littrell immediately CEASE AND DESIST from soliciting, offering and/or selling securities in or from Arkansas until the securities are properly registered under the Act with the Arkansas Securities Department.

Two, Pop-N-Shots and Littrell immediately CEASE AND DESIST from violating Ark. Code Ann. §§ 23-42-507(2) and 23-42-507(3) in the solicitation, offering and/or selling of any securities in Arkansas.

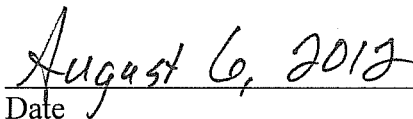
A hearing on this Order shall be held if requested by Pop-N-Shots and/or Littrell in writing within thirty (30) days of the date of the entry of this Order, or if otherwise ordered by the Commissioner. Such request should be addressed to the Commissioner and submitted to the following address:

Arkansas Securities Commissioner
201 East Markham, Suite 300
Little Rock, Arkansas 72201

If no hearing is requested and none is ordered by the Commissioner, this Order will remain in effect until it is modified or vacated by the Commissioner. See Ark. Code Ann. § 23-42-209(a)(2).



A. Heath Abshure
Arkansas Securities Commissioner


Date