

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, MAY 13, 2024

SEC - RECORDS OFFICE
E-REGISTRATION CONTROL CENTER

2024 MAY 13 P 12:18

COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2020-00033

RAYMOND WILLIS JR. and
HERITAGE DEVELOPMENT PARTNERS LLC,
Defendants

SETTLEMENT ORDER

The State Corporation Commission's ("Commission") Division of Securities and Retail Franchising ("Division") conducted an investigation of Raymond Willis Jr. ("Willis") and Heritage Development Partners LLC ("HDP") (collectively, "Defendants") pursuant to § 13.1-518 of the Virginia Securities Act ("Act"), § 13.1-501 *et seq.* of the Code of Virginia ("Code").

HDP was formed in Virginia as a limited liability company in 2015, with a principal office address at 327 Bob White Parkway, Suffolk, Virginia 23435. HDP appears to have been created by Willis, its Chief Executive Officer, for commercial development and acquisitions. Neither Willis nor HDP has ever been registered in Virginia in the securities-related industries.

Based on its investigation, the Division alleges that between September 2016 and August 2018, the Defendants offered and sold two securities in the form of investment contracts to two separate Virginia residents and that Willis acted as an agent of the issuer in the offer and sale of a third security to a separate Virginia resident. These securities were never registered or exempt from registration under the Act, in violation of § 13.1-507 of the Act. In addition, Willis was never registered as an agent of the issuer, in violation of § 13.1-504 A of the Act.

240520179

The Division further alleges that on or about December 20, 2017, the Defendants offered and sold a security in the form of an investment contract to one of the aforementioned Virginia residents, misrepresenting that the funds would be used to cover fees which would in turn generate additional funds for the investor. The Division alleges that the Defendants, in offering and selling this particular investment, misrepresented to the investor that the funds would be used to finance a start-up water company in West Virginia. The Division alleges that in making these misrepresentations, the Defendants obtained funds from an investor by means of untrue statements of a material fact, in violation of § 13.1-502 (2) of the Act.

If any provisions of the Act are violated, the Commission is authorized by § 13.1-519 of the Act to issue temporary or permanent injunctions; by § 13.1-521 A of the Act to impose a civil penalty; by § 13.1-521 C of the Act to order a defendant to make rescission and restitution; and by § 12.1-15 of the Code to settle matters within its jurisdiction.

The Defendants admit to the above-referenced violations of § 13.1-504 A and § 13.1-507 of the Act, but neither admit nor deny the above-referenced alleged violation of § 13.1-502 (2) of the Act. The Defendants admit to the Commission's jurisdiction and authority to enter this Settlement Order ("Order").

As a proposal to settle all matters arising from these allegations, the Defendants have made an offer of settlement to the Division wherein the Defendants will abide by and comply with the following terms:

- (1) The Defendants, within ten (10) days of the entry of the Order, will send a copy of this Order to each Virginia resident mentioned above;
- (2) The Defendants will pay, jointly and severally, to the Treasurer of Virginia, within

sixty (60) days of the entry of this Order, the amount of One Hundred Thousand Dollars (\$100,000) in monetary penalty ("monetary penalty");

(3) The Defendants are not required to pay the monetary penalty, if, within thirty (30) days of entry of this Order, the Defendants pay, jointly and severally, restitution to the three Virginia residents referenced above, for a total amount of \$73,500, to be distributed in accordance with the amount each Virginia resident invested; and, if the Defendants choose this restitution option in lieu of paying the monetary penalty, then within forty-five (45) days of the entry of this Order, the Defendants will provide the Division with proof of the restitution payment made to each Virginia resident;

(4) The Defendants are barred from offering and selling securities and engaging other agents or affiliates to offer and sell securities on their behalf in Virginia for a period of three years from the date of entry of this Order; and

(5) The Defendants will not violate the Act in the future.

The Division supports the Defendants' settlement offer and has recommended that the Commission accept the settlement.

NOW THE COMMISSION, having considered this matter, is of the opinion and finds that the settlement should be accepted.

Accordingly, IT IS ORDERED THAT:

- (1) The settlement is accepted.
- (2) The Defendants shall fully comply with the terms of the settlement stated herein.
- (3) The Commission shall retain jurisdiction in this matter for all purposes, including the institution of a show cause proceeding, or taking such other action it deems appropriate on account of the Defendants' failure to comply with the terms of the settlement.

A COPY hereof shall be sent by the Clerk of the Commission by electronic mail to:
Raymond Willis Jr. at raywillisjr@aol.com, 327 Bob White Parkway, Suffolk, Virginia 23435;
and by regular U.S. mail to: Heritage Development Partners, LLC, c/o Charles D. Pittman,
Esquire, Registered Agent, 5101 Cleveland Street, Suite 100, Virginia Beach, Virginia 23462;
and a copy shall be delivered to the Commission's Office of General Counsel and the Division of
Securities and Retail Franchising.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

COMMONWEALTH OF VIRGINIA, *ex rel.*
STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2020-00033

RAYMOND WILLIS JR. and
HERITAGE DEVELOPMENT PARTNERS LLC,
Defendants

ADMISSION AND CONSENT

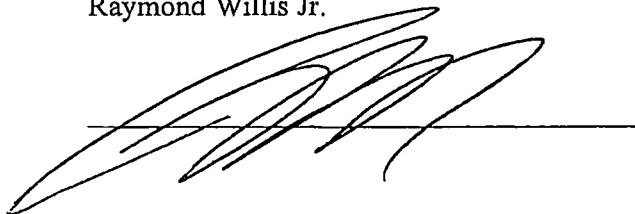
Raymond Willis Jr. and Heritage Development Partners LLC (together, the "Defendants") admit to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof and, admit to failing to register as an agent of the issuer and failing to register the securities described herein as required under the Act.

The Defendants, while neither admitting nor denying the alleged violation of § 13.1-502 (2) of the Act, hereby consent to the form, substance and entry of the foregoing Settlement Order ("Order").

The Defendants further state that no offer, tender, threat or promise of any kind whatsoever has been made by the Commission or any member, subordinate, employee, agent or representative thereof in consideration of the foregoing Order.

Date: 2/16/24 *Rus*

Raymond Willis Jr.



Date: 2/16/24

Heritage Development Partners LLC

By: 