

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)
)
ELDER CARE NETWORK, LLC)
ELDER CARE NETWORK OF)
LAURINBURG, LLC)
PRIME ATLANTIC, INC.)
JOHN DANIELS)
DAVID HALSEY)
JOHN WALTER LANG)
LAWRENCE CROWELL LEAFER)
LARRY WAYNE LONG)
)
RESPONDENTS)

ADMINISTRATIVE ORDER
NO. CD-2001-0023

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offer and sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. RESPONDENT ELDER CARE NETWORK, LLC ("ECN") is reported to be a South Carolina LLC that was formed to develop assisted living and adult day care centers in the southeastern United States. It has a business address of 1051 Oceanshore Boulevard, Ormond Beach, FL 32176.

2. RESPONDENT ELDER CARE NETWORK OF LAURINBURG, LLC ("ECNL") was reportedly formed by RESPONDENT ECN. It has a business address of 626 Marsh Landing Parkway, Suite 138, Jacksonville Beach, FL 32250.

3. RESPONDENT PRIME ATLANTIC, INC. (PRIME) is a Florida corporation with a business address of 318 Terrasa Drive, Jacksonville, FL 32225. Its registered agent for service of process is David Halsey, 2735 Dahlonga Drive, Jacksonville, FL 32224.

4. RESPONDENT JOHN DANIELS ("DANIELS") is reported to be an organizer of RESPONDENT ECNL, with a business address of 2225 Greenridge Road #702, North Charleston, SC 29201. He currently is not registered as a securities agent in Alabama.

5. RESPONDENT LAURENCE C LEAFER ("LEAFER") is a Manager of RESPONDENT ELDER CARE, with a business address of 626 Marsh Landing Parkway, Suite 138, Jacksonville, FL 32250. He currently is not registered as a securities agent in Alabama.

6. RESPONDENT DAVID HALSEY ("HALSEY") is the Promoter of RESPONDENT ELDER CARE, with a business address of Prime Atlantic, Inc., 318 Terrasa Drive, Jacksonville FL 32225. He currently is not registered as a securities agent in Alabama.

7. RESPONDENT LARRY W LONG ("LONG") is the Member Coordinator of Respondent ELDER CARE with a business address of 1110 N. Oceanshore Boulevard, Flagler Beach, FL 32136. He currently is not registered as a securities agent in Alabama.

8. RESPONDENT JOHN WALTER LANG ("LANG") was a registered agent of Aragon Financial Services, Inc. in the State of Alabama from March 24, 1992 to January 1, 1998 with a business address of P. O. Box 1308, 1012 Douglas Avenue, Brewton AL 36427. He currently is not registered as a Securities agent in Alabama.

STATEMENT OF FACTS

9. The Commission received information that during the period September 1997 to January 1998, RESPONDENT ECN sold unregistered securities, to wit: investment contracts entitled "units of economic ownership" in RESPONDENT ECNL in the State of Alabama. These investments were sold through RESPONDENT PRIME. RESPONDENT PRIME hired RESPONDENT LANG as a Master Contractor to market the "units of economic ownership". RESPONDENT LANG recruited Donna P Wilhite of Birmingham, AL to sell the investments to the public. Wilhite offered and sold "units of economic ownership" of RESPONDENT ECNL to eleven (11) Alabama residents. Investors were solicited to participate in Respondent ECNL's program for a minimum investment of \$15,000. Respondents represented that ECN is a South Carolina LLC that was formed to develop assisted living and adult day care centers in the southeastern U.S. ECN was said to have development agreement with the Laurinburg Group, Inc., for the renovation of Scotland County Hospital in Laurinburg, NC as an assisted living center. RESPONDENT ECNL was formed to develop the property. RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS, HALSEY, LANG, LEAFER AND LONG endeavored to sell 33.3 pre-organization subscriptions at \$15,000 each for the new development. Investors were told that the senior partners had committed \$2 million in property and invested over \$250,000 of their own money in RESPONDENT ECNL. Therefore investors initially would have a 15% vested interest in real estate and buildings appraised at approximately \$2 million. Investors were further told that RESPONDENT ECN would distribute each investors pro rata portion of the net profits quarterly. To date, Alabama investors have recovered none of their investments.

CONCLUSIONS OF LAW

10. RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS, HALSEY, LANG, LEAFER and LONG are not registered as securities dealers or agents in the State of Alabama.

11. Transacting business in the State of Alabama as a securities dealer or agent while unregistered is violation of Section 8-6-3(a), Code of Alabama 1975.

12. The "units of economics ownership" offered and sold by RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS, HALSEY, LANG, LEAFER and LONG are securities within the meaning of Section 8-6-2, Code of Alabama 1975. These units are neither registered nor exempt from registration in the State of Alabama.

13. RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS HALSEY, LANG, LEAFER and LONG have offered and sold unregistered securities in the State of Alabama.

14. The offer or sale of unregistered securities is a violation of Section 8-6-4, Code of Alabama 1975.

15. RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS, HALSEY, LANG, LEAFER and LONG have violated the provisions of Section 8-6-3(j)(7), Code of Alabama 1975, by engaging in dishonest or unethical practices.

16. The dishonest and unethical sales practices alleged in the sale of securities by RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS, HALSEY, LANG LEAFER and LONG raises an inference of willful violation and failure to comply with the Alabama Securities Act or rules promulgated there under.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that, RESPONDENTS ELDER CARE NETWORK LLC, ELDER CARE NETWORK OF LAURINBURG LLC, PRIME, DANIELS, HALSEY, LANG, LEAFER, and LONG immediately CEASE AND DESIST from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 22nd day of May, 2001.



ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700

BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line. A diagonal line is drawn across the signature from the top left to the bottom right.

JOSEPH P. BORG
Director