

**ADMINISTRATIVE PROCEEDING  
BEFORE THE  
SECURITIES COMMISSIONER OF MARYLAND**

IN THE MATTER OF: \*

ASIA PACIFIC ENERGY INC. \*

and \*

TRAVIS ARMSTRONG \*

and \*

GLOBAL PARTNERS CAPITAL \* Securities Division No. 2007-0126

and \*

GERARD BANKS \*

and \*

SHAWN MILLER, \*

RESPONDENTS.<sup>1</sup> \*

\* \* \* \* \*

*In Re:* \*

GLOBAL PARTNERS CAPITAL \*

and \*

GERARD BANKS \*

and \*

SHAWN MILLER, \*

\* \* \* \* \*

**FINAL ORDER TO CEASE AND DESIST**

WHEREAS, the Securities Division of the Office of the Maryland Attorney General, pursuant to the authority granted in section 11-701 of the Maryland Securities Act, Md. Code Ann., Corps. and Ass'ns, Title 11 (2007 Repl. Vol.) (the "Act"), undertook an investigation into the securities-related activities of Asia Pacific Energy Inc., Travis Armstrong, Global Partners Capital, Gerard Banks, and Shawn Miller; and

WHEREAS, on the basis of that investigation the Securities Commissioner determined that the

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<sup>1</sup> Asia Pacific Energy, Inc., and Travis Armstrong, who were also named as respondents in the Summary Order to Cease and Desist, entered into a Consent Order with the Maryland Securities Commissioner as of December 17, 2007, and are not subject to this Final Order to Cease and Desist.

Respondents had engaged and were about to engage in an act or practice constituting a violation of the registration provisions and the antifraud provisions of the Act; and

WHEREAS, on the basis of that investigation the Maryland Securities Commissioner (the “Commissioner”) issued a Summary Order To Cease And Desist requiring those Respondents to cease and desist from violating sections 11-301, 11-401, 11-402, and 11-501 of the Act pending the vacating or modification of the Order, to show cause why a monetary penalty should not be assessed against each for such violations, and to show cause why they should not be barred from engaging in the securities or investment advisory business in Maryland for or on behalf of others; and

WHEREAS, that Order gave each Respondent notice of the opportunity for a hearing in this matter, if requested in writing within fifteen days of service of that Order, and gave notice that as to any Respondent not requesting a hearing, a Final Order To Cease And Desist would be issued, imposing a bar from engaging in securities transactions on behalf of others and a monetary civil penalty; and

WHEREAS, Global Partners Capital, Gerard Banks, and Shawn Miller (hereinafter the “Respondents”) failed to file an Answer or a request for a hearing;

NOW, THEREFORE, having determined that it is in the public interest to issue this Final Order to Cease and Desist, THE COMMISSIONER FINDS AND ORDERS:

### **I. JURISDICTION**

1. The Commissioner has jurisdiction in this proceeding and over the Respondents pursuant to section 11-701.1 of the Act.

### **II. RESPONDENTS**

2. Global Partners Capital, with its address in Las Vegas, Nevada, holds itself out as engaged in the business, *inter alia*, of investing in emerging energy companies.

3. Gerard Banks (“Banks”), with an address in Las Vegas, Nevada, is an employee or agent of Global Partners Capital.

4. Shawn Miller (“Miller”), with an address in Las Vegas, Nevada, is an employee or agent of Global Partners Capital.

### III. FINDINGS OF FACT

5. Asia Pacific Energy Inc. is self-described in its materials as a privately-held American venture capital investment firm, focusing on two major oil exploration projects in Australia.

6. Global Partners Capital is self-described in its materials as specializing in investing in emerging energy companies, enterprise services, technology companies, and communications companies operating primarily in the U.S., Canada, and China.

7. In October 2006, Respondents began to solicit prospective investors in Maryland, and to offer and sell shares in Asia Pacific Energy Inc.

8. Respondents Global Partners Capital and Banks solicited investors by means of telephone calls including at least one prospective investor in Maryland.

9. As an incentive to invest, Respondents provided the prospective Maryland investor both orally and in writing the option to redeem any shares in Asia Pacific Energy Inc. before the Initial Public Offering, at a price of \$1.25 per share.

10. The prospective Maryland investor (hereinafter known as “Maryland investor”) purchased 5,000 common shares of Asia Pacific Energy Inc. stock at a price of \$1.00 per share.

11. The Maryland investor subsequently contacted Respondent Miller regarding receipt of the stock certificate for the 5,000 shares of Asia Pacific Energy Inc. common stock.

12. As an inducement to the Maryland investor to purchase an additional 20,000 shares at a price of \$1.00 per share, Respondent Miller stated that Empire Oil and Gas, an Australian company, had offered as much as \$5.50 and \$8.50 per share for Asia Pacific Energy Inc. stock.

13. Respondents continue to solicit additional investments from this investor promising to repurchase his stock at any time.

14. The shares in Asia Pacific Energy Inc. that have been offered and sold by the Respondents are "securities" within the meaning of section 11-101 of the Securities Act; and

15. The Securities Division has no record of securities registration for an offering by or in the name of any Asia Pacific Energy Inc. entity, nor has any claim of exemption or status as a federal-covered security been made with the Division with respect to any such offering.

16. Global Partners Capital is not registered in Maryland as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

17. Banks is not registered in Maryland as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

18. Miller is not registered in Maryland as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

19. The Asia Pacific Energy Inc. shares constitute "securities" within the definition at section 11-101(r) of the Act.

#### **IV. CONCLUSIONS OF LAW**

THE COMMISSIONER, THEREFORE, CONCLUDES AS A MATTER OF LAW THAT:

20. Respondents violated section 11-501 of the Act by offering and selling unregistered securities in or from Maryland, for which no claim of preemption or exemption was filed.

21. Respondents violated section 11-401(a) of the Act by transacting business in the offer or sale of securities in this state as a broker-dealer or securities agent without being registered pursuant to the Act.

22. Respondents violated section 11-402(a) of the Act by utilizing an unregistered agent(s) to transact business in the offer or sale of securities in this state.

23. Respondents violated section 11-301(2) of the Act by making material omissions and misrepresentations in connection with the offer and sale of securities.

**V. SANCTIONS**

24. IT IS HEREBY ORDERED THAT:

(a) Respondents permanently cease and desist from offering, selling, or issuing in Maryland, in violation of the Securities Act, any securities subject to that Act;

(b) Respondents permanently cease and desist from acting as a broker-dealer, an agent, an investment advisor, or investment advisor representative in violation of the Securities Act;

(c) Respondents shall not offer or sell any securities, whether registered or exempt, or engage in any transaction exempted under the Act, without prior notification to the Securities Commissioner;

(e) Respondents, jointly and severally, shall pay a civil penalty pursuant to section 11-701.1 of the Act in the amount of \$10,000 for the violations set forth in this Order.

**VIII. JURISDICTION RETAINED**

25. Jurisdiction shall be retained by the Commissioner for the purpose of enabling any party to this Order to apply for such further orders and directions as may be necessary or appropriate for the construction or enforcement of the Consent Order.

**VII. NOTICE OF APPEAL RIGHTS**

26. Pursuant to the Code of Maryland Regulations, COMAR 02.02.06.24, each Respondent has the right to file an appeal of this Order with the circuit court of Maryland . Any appeal must be filed within 30 days from the date this Order is mailed by the Division.

**SO ORDERED:**

**Commissioner's signature is  
on file w/original document**

January 18, 2008 \_\_\_\_\_

MELANIE SENTER LUBIN  
SECURITIES COMMISSIONER