Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801)530-6980

BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF: **CHANGE WITHOUT BOUNDARIES, INC.** **MARTIN E. CROWE,** **Respondents.**	**ORDER TO SHOW CAUSE** **Docket No.** SD-10-0016 **Docket No.** SD-10-0018

It appears to the Director of the Utah Division of Securities (Director) that Change Without Boundaries, Inc. and Martin E. Crowe have engaged in acts and practices that violate the Utah Uniform Securities Act, Utah Code Ann. § 61-1-1, et seq. (the Act). Those acts are more fully described herein. Based upon information discovered in the course of the Utah Division of Securities' (Division) investigation of this matter, the Director issues this Order to Show Cause in accordance with the provisions of § 61-1-20(1) of the Act.

STATEMENT OF JURISDICTION

1. Jurisdiction over Respondents and the subject matter is appropriate because the Division alleges that they violated § 61-1-1 (securities fraud) of the Act while engaged in the offer

and sale of securities in or from Utah.

STATEMENT OF FACTS

THE RESPONDENTS

2. Change Without Boundaries, Inc. (CWB) is a Colorado corporation, registered April 2, 2006. Martin E. Crowe is listed as the registered agent and incorporator for CWB. CWB's status is delinquent. CWB was never registered in Utah as a foreign corporation, and has never been licensed by the Division as a broker/dealer agent nor an issuer/agent to sell securities.

3. Martin E. Crowe (Crowe) was, at all relevant times, a resident of Colorado. Crowe has never been licensed as a broker-dealer, agent, investment advisor, or investment advisor representative in Utah.

GENERAL ALLEGATIONS

4. From approximately February 2007 to March 2007, Respondents offered and sold securities to an investor, in or from Utah, and collected a total of approximately $4,500.

5. Crowe made material omissions in connection with the offer and sale of securities to the investor below.

6. The investor lost $4,500 in principal alone.

INVESTOR JG

7. In February 2007, JG learned from his brother-in-law in Colorado that Crowe was starting

up a new company, CWB. JG's brother-in-law told JG that CWB was going to use biblical-based principles to help people with weight loss and the company was worth investigating.

8. Later in February 2007, JG had a telephone conversation with Crowe about CWB at his home in West Jordan, Utah. During the conversation, Crowe made the following representations about CWB and Crowe himself:

   a. A one year investment in CWB would yield a return of 15%.;

   b. 1% of all profits would be divided between all investors;

   c. There was a $4,500 minimum investment;

   d. Crowe had already written a book and investor funds would be used to publish the book;

   e. Crowe would use investor money to help with marketing;

   f. Crowe would use investor money to help build the company;

   g. Crowe would use investor money to help support himself;

   h. Crowe had already established contacts with a Midwest radio station;

   i. Crowe's book was being considered by Harpo and he and his book were in the process of being booked to be on the Oprah Show;

   j. Crowe needed to raise a total of $1,000,000; and

   k. Crowe had previous business successes in the fast food industry while he lived in

California.

9. JG had one more telephone conversation with Crowe after their conversation in February 2007. Crowe reiterated everything he said in the first conversation.

10. Based on Crowe's representations, JG decided to invest $4,500 with in CWB.

11. On March 28, 2007, JG mailed a Zions Bank Official Check to Crowe. The check was made payable to Martin Crowe for $4,500.

12. Following the investment, JG received a Full Recourse Promissory Note for $4,500 dated March 29, 2007 and signed by Crowe.

13. The promissory note stated the following:

> Martin Crowe promises to pay the face value of $4,500 plus 15% interest for one year which total sum of $5,175 to [JG] at designated place on or before March 29, 2008 or sooner for value received. Martin Crowe promises to award a Limited Partnership Share equal to the face value of this note in the Colorado Limited Partnership agreement known as CHANGE WITHOUT BOUNDARIES, LTD., upon the full payment of this note to the beneficiary. In the event of any disagreements between parties to this note, both parties agree to settle any disagreements through binding arbitration, the cost of which will be the responsibility of the maker of this note, Martin Crowe.

14. In November 2008, JG made a request to Crowe for the investment funds to be returned, but Crowe has not paid back the principal or interest. CWB owes JG $4,500 in principal alone.

CAUSES OF ACTION

COUNT I
Securities Fraud under § 61-1-1 of the Act

15. The Division incorporates and re-alleges paragraphs 1 through 14.

16. The investment opportunities offered and sold by Respondents are securities under § 61-1-13 of the Act.

17. In connection with the offer and sale of securities to investors, Respondents, directly or indirectly, failed to disclose material information, including, but not limited to, the following, which was necessary in order to make representations made not misleading:

    a. Some or all of the information typically provided in an offering circular or prospectus regarding CWB, such as:

        i. The business and operating history for CWB or Crowe;

        ii. Financial statements;

        iii. Risk factors for investors;

        iv. Suitability factors for the investment;

    b. How investment funds would be used if the minimum capitalization was not achieved.[1]

ORDER

The Director, pursuant to § 61-1-20 of the Act, hereby orders Respondents to appear at a formal hearing to be conducted in accordance with Utah Code Ann. §§ 63-46b-4 and 63-46b-6

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[1]See paragraph 8(j).

through -10, and held before the Utah Division of Securities. The hearing will occur on Tuesday, June 1, 2010, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah. The purpose of the hearing is to establish a scheduling order and address any preliminary matters. If Respondents fail to file an answer and appear at the hearing, the Division of Securities may hold Respondents in default, and a fine may be imposed in accordance with Utah Code Ann. § 63-46b-11. In lieu of default, the Division may decide to proceed with the hearing under § 63-46b-10. At the hearing, Respondents may show cause, if any they have:

c. Why Respondents should not be found to have engaged in the violations alleged by the Division in this Order to Show Cause;

d. Why Respondents should not be ordered to cease and desist from engaging in any further conduct in violation of Utah Code Ann. § 61-1-1, or any other section of the Act;

e. Why Respondents should not be ordered to pay a fine, jointly and severally, of $10,000 to the Division of Securities, which may be reduced by restitution paid to the investor.

DATED this 7th day of April, 2010.

KEITH WOODWELL
Director, Utah Division of Securities

Approved:

JEFF BUCKNER
Assistant Attorney General
J. S.

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
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BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF: **CHANGE WITHOUT BOUNDARIES, INC.** **MARTIN E. CROWE,** **Respondents.**	**NOTICE OF AGENCY ACTION** **Docket No.** SD-10-0017 **Docket No.** SD-10-0018

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

You are hereby notified that agency action in the form of an adjudicative proceeding has been commenced against you by the Utah Division of Securities (Division). The adjudicative proceeding is to be formal and will be conducted according to statute and rule. See Utah Code Ann. §§ 63G-4-201 and 63G-4-204 through 209; see also Utah Admin. Code R151-46b-1, *et seq.* The legal authority under which this formal adjudicative proceeding is to be maintained is Utah Code Ann. § 61-1-20. You may be represented by counsel or you may represent yourself in this proceeding. Utah Admin. Code R151-46b-6.

You must file a written response with the Division within thirty (30) days of the mailing date of this Notice. Your response must be in writing and signed by you or your representative. Your response must include the file number and name of the adjudicative proceeding, your version of the

facts, a statement of what relief you seek, and a statement summarizing why the relief you seek should be granted. Utah Code Ann. § 63G-4-204(1). In addition, pursuant to Utah Code Ann. § 63G-4-204(3), the presiding officer requires that your response:

(a) admit or deny the allegations in each numbered paragraph of the Order to Show Cause, including a detailed explanation for any response other than an unqualified admission. Allegations in the Order to Show Cause not specifically denied are deemed admitted;

(b) identify any additional facts or documents which you assert are relevant in light of the allegations made; and

(c) state in short and plain terms your defenses to each allegation in the Order to Show Cause, including affirmative defenses, that were applicable at the time of the conduct (including exemptions or exceptions contained within the Utah Uniform Securities Act).

Your response, and any future pleadings or filings that should be part of the official files in this matter, should be sent to the following:

Signed originals to:

Administrative Court Clerk
c/o Julie Price
Utah Division of Securities
160 E. 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
(801) 530-6600

A copy to:

Jeff Buckner
Assistant Attorney General
160 East 300 South, 5th Floor
Salt Lake City, UT 84114-0872
(801) 366-0310

An initial hearing in this matter has been set for June 1, 2010 at the Division of Securities, 2nd Floor, 160 East 300 South, Salt Lake City, Utah, at 9:00 A.M.

If you fail to file a response, as described above, or fail to appear at any hearing that is set, the presiding officer may enter a default order against you without any further notice. Utah Code Ann. § 63G-4-209; Utah Admin. Code R151-46b-10(11). After issuing the default order, the presiding officer may grant the relief sought against you in the Order to Show Cause, and will conduct any further proceedings necessary to complete the adjudicative proceeding without your participation and will determine all issues in the proceeding. Utah Code Ann. § 63G-4-209(4); Utah Admin. Code R151-46b-10(11)(b). In the alternative, the Division may proceed with a hearing under § 63G-4-208.

The Administrative Law Judge will be J. Steven Eklund, Utah Department of Commerce, 160 East 300 South, P.O. Box 146701, Salt Lake City, UT 84114-6701, telephone (801) 530-6648. This adjudicative proceeding will be heard by Mr. Eklund and the Utah Securities Commission. You may appear and be heard and present evidence on your behalf at any such hearings.

You may attempt to negotiate a settlement of the matter without filing a response or proceeding to hearing. To do so, please contact the Utah Securities Division. Questions regarding the Order to Show Cause should be directed to the Division's attorney, Jeff Buckner, at (801) 366-0310.

Dated this 7th day of April, 2010.

Keith M. Woodwell
Director, Division of Securities

Certificate of Mailing

I certify that on the 12th day of April, 2010, I mailed, by certified mail, a true and correct copy of the Notice of Agency Action and Order to Show Cause to:

Change Without Boundaries, Inc.
Martin Eugene Crowe
18161 E. Euclid Pl.
Aurora, CO 80015-1114
Certified Mail # 7009 2820 0001 2595 4882

Executive Secretary