

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

**IN THE MATTER OF: COMP COST
SOLUTIONS COOPERATIVE
MARKETING COMPANY, LLC,
its managers, officers, affiliates, subsidiaries,
representatives, successors, and assigns, and;
RICHARD KRUCKEBERG, an individual.**

File No. 1300291

CONSENT ORDER

**TO RESPONDENTS: Comp Cost Solutions Cooperative Marketing Company, LLC
100 Professional Plaza
Mattoon, IL 61938**

**Richard Kruckeberg
10 Vahling Estates
Sullivan, IL 61938**

WHEREAS, Richard Kruckeberg on the 3rd day of December, 2014 executed a certain Stipulation to Enter Consent Order ("the Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent Richard Kruckeberg has admitted to the jurisdiction of the Secretary of State, Securities Department, and has consented to the entry of this Consent Order.

COUNT I

FAILURE TO DISCLOSE

WHEREAS, by means of the stipulation, Respondent Richard Kruckeberg acknowledges, that the Secretary of State makes the following Findings of Facts:

1. Respondent Comp Cost Solutions Cooperative Marketing Company, LLC ("Comp Cost") registered as a Limited Liability Company with the State of Illinois on April 17, 2008, and has the last known business address of 100 Professional Plaza, Mattoon, IL 61938.
2. Respondent Richard Kruckeberg ("Kruckeberg") is listed as the manager and controlling member of Respondent Comp Cost, and has sole discretionary authority of accepting

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investments into Respondent Comp Cost. Respondent Kruckeberg has the last known address of 10 Vahling Estates, Sullivan, IL 61938.

3. At or around November 2009, Respondent Comp Cost began offering Class B Units of stock into Respondent Comp Cost. The Private Placement Memorandum ("PPM") states that Respondent Comp Cost will limit its offer of the membership interests to "accredited investors," whom the company, through its Manager (Respondent Kruckeberg), reasonably believes to be sophisticated investors, in reliance upon exemptions from registration under the Illinois Securities Act.
4. Since the November 2009 PPM regarding issuance of B Units, and later C units, in Respondent Comp Cost, Respondents Kruckeberg and Comp Cost have failed to provide an accurate description of Respondent Comp Cost's financial condition while they continued to sell B units and C units, from 2010 to November 2013, into Respondent Comp Cost.
5. Respondents failed to inform investors subsequent to the 2009 PPM, that Comp Cost was unable to make payments on debts previously incurred, including interest payments on loans made to Comp Cost. This constituted an omission to state a material fact necessary to inform investors of the current state of the company.
6. On December 5, 2013, Respondent Kruckeberg signed an affidavit attesting that as manager of Respondent Comp Cost he had the sole authority to reject investments being made to Respondent Comp Cost by new investors.
7. Respondent Kruckeberg also attested to the fact that he would exercise that authority and refuse to allow any further investments, regardless of whether they are classified as debt or equity, into Comp Cost, for a period of one hundred and eighty (180) days, while an investigation was conducted by the Illinois Secretary of State into Respondent Comp Cost.
8. Section 12.G of the Act provides *inter alia* that it shall be a violation of the provisions of this Act for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.
9. By virtue of the foregoing, Respondents Comp Cost and Kruckeberg each violated Section 12.G of the Act.

WHEREAS, by means of the Stipulation, Respondent Kruckeberg has acknowledged that the following shall be adopted as the Secretary of State's Conclusions of Law:

1. Illinois has jurisdiction over this matter pursuant to the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act");

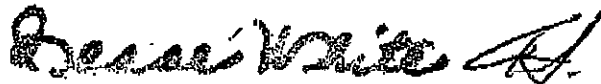
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2. Respondent Kruckeberg acknowledges and agrees that he and Respondent Comp Cost have each violated Sections 12.G of the Act;
3. WHEREAS, Respondents Comp Cost and Kruckeberg agree that any new investments being made to Respondent Comp Cost shall only come from a qualified institutional investors with full knowledge and understanding of Respondent Comp Cost's existing shares and debt;
4. WHEREAS, Respondents Comp Cost and Kruckeberg agree that they may sell controlling interests into Respondent Comp Cost so long as the sale is applied to the repurchase of shares from existing shareholders and pays any debts held by individuals/shareholders of Respondent Comp Cost;
5. WHEREAS, Respondents Comp Cost and Kruckeberg agree to a permanent bar from offering or selling any new shares or units of Respondent Comp Cost, which creates a further dilution of existing shareholder interest, to new investors in or from the State of Illinois.

NOW IT IS HEREBY ORDERED THAT:

1. By means of the Stipulation, Respondent **COMP COST SOLUTIONS COOPERATIVE MARKETING COMPANY LLC**, and any representative and employee, is **PROHIBITED** from the offer or sale of securities, including new units or shares, to any new investors which creates further dilution of existing shareholder interest in Respondent **COMP COST** in or from the State of Illinois effective December 10, 2014.
2. By means of the Stipulation, Respondent **RICHARD KRUCKEBERG** is **PROHIBITED** from the offer or sale of securities (new units or shares) into Respondent **COMP COST** to any new investors which creates further dilution of existing shareholder interest Respondent **COMP COST** in or from the State of Illinois effective December 10, 2014.
3. The Notice of Hearing dated November 19, 2014 as it relates to Respondents Comp Cost and Kruckeberg will be dismissed without further proceedings upon [u]ll satisfaction of all obligations set forth in this Order;
4. The entry of this Order ends the Secretary of State Securities Department's formal hearing of this matter.

Entered: This 10th day of December, 2014.



JESSE WHITE
Secretary of State
State of Illinois

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Attorneys for the Secretary of State:
Frank Loscuito
Office of the Secretary of State
Illinois Securities Department
69 West Washington Street, Suite 1220
Chicago, Illinois 60602
Telephone: (312) 793-7319

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, 735 ILCS 5/3 -101 *et seq.* and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.