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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING) Order No. S-12-1087-13-CO01
Whether there has been a violation of the)
Securities Act of Washington by:) **CONSENT ORDER**
)
SPIRITLIVING CO. and DENNIS EUGENE)
CRUMB,)
)
Respondents)

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INTRODUCTION

On February 26, 2013, the Securities Division of the State of Washington entered a Statement of Charges and Notice of Intent to Enter an Order to Cease and Desist, To Impose a Fine, and to Charge Costs, Order No. S-12-1087-SC01, against Respondents, SpiritLiving Co. and Dennis Eugene Crumb ("Statement of Charges"). Pursuant to the Securities Act of Washington, chapter 21.20.RCW, the Securities Division of the Department of Financial Institutions ("Securities Division") and Respondents, SpiritLiving Co. and Dennis Eugene Crumb, do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents, SpiritLiving Co. and Dennis Eugene Crumb, neither admit nor deny the Findings of Fact and Conclusions of Law as stated below.

FINDINGS OF FACT

Respondents

1. SpiritLiving Co. ("SpiritLiving") is an Idaho corporation that was incorporated on April 14, 2008 and was administratively dissolved on July 11, 2012. SpiritLiving was a retail Internet sales company that sold high-end home and garden products.

2. Dennis Eugene Crumb ("Crumb") is a Washington resident and was the Chief Executive

Officer of SpiritLiving.

1 Offering of Common Stock

2 3. During 2008, SpiritLiving had more than \$500,000 worth of outstanding common stock,
3 most of which was purchased by Crumb or his relatives. In April 2008, Respondents, SpiritLiving
4 and Crumb, offered 25,000 shares of common stock in SpiritLiving to a Washington investor. The
5 sale and issuance of the 25,000 shares was completed in September 2008. The shares were sold for
6 \$1 each, for a total investment of \$25,000.

7 Misrepresentations or Omissions

8 4. When offering and selling the stock, Respondents each misrepresented or failed to disclose
9 to the investor material information about the investment. Respondents each misrepresented to the
10 investor that a percentage of his funds would be used to purchase the assets of two Colorado
11 corporations. Respondents also represented that a percentage of invested funds would be used for
12 working capital in SpiritLiving Co. and its subsidiaries. Respondents each failed to disclose to the
13 investor that Respondents defaulted on promissory note payments for the purchase of the two
14 Colorado corporations prior to September 2008. Respondents each failed to disclose to the investor
15 that the Colorado corporations had filed a lawsuit against Respondents in July 2008 for non-payment
16 of the promissory notes. In addition, Respondents each failed to disclose other material risks of the
17 investment, including inadequate capitalization, competition, management's inexperience in
18 operating this type of business, and the company's limited operating history.

19 Based upon the Findings of Fact, the following Conclusions of Law are made:
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21 **CONCLUSIONS OF LAW**

22 1. As set forth in the Tentative Findings of Fact, the offer or sale of the stock described
23 above constitutes the offer or sale of a security as defined in RCW 21.20.005(14) and (17).
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Signed this 14th day of March, 2013

Signed by:
SpiritLiving Co.

Approved for entry by:

By:

/s/ Dennis Eugene Crumb
Dennis Eugene Crumb, President

/s/ Michael Daudt
Michael Daudt, Attorney for Respondents
WSBA #25690

Signed by:

/s/ Dennis Eugene Crumb
Dennis Eugene Crumb, Individually

SIGNED and ENTERED this 4th day of April, 2013


WILLIAM M. BEATTY
Securities Administrator

Approved by:



Suzanne E. Sarason
Chief of Enforcement

Presented by:



Janet So
Enforcement Attorney

Reviewed by:



Robert Kondrat
Financial Legal Examiner Supervisor