

**BEFORE THE SECURITIES COMMISSION
OF THE STATE OF DELAWARE**

IN THE MATTER OF)
)
JERRY DENTON,) **Action No. 01-10-01**
)
Respondent)

CONSENT ORDER

I Preliminary Statement

For the purpose of fully and finally resolving the above-referenced matter, the Division of Securities, Delaware Department of Justice ("Division"), and Respondent, Jerry P. Denton ("Denton"), with Denton accepting the findings and conclusions set forth herein, do hereby consent to the entry of the Order instituting an administrative proceeding, making findings and imposing sanctions; The State, as a result of its investigation, will not pursue any criminal charges against Jerry Denton on any claims or facts reviewed during the investigation of Action No. 01-01-01;

II Findings

1) On or about September 19, 1999, Jerry Denton, acting as an authorized agent of "People Helping People" accepted \$25,000.00 from
by way of a "Joint Venture Agreement."

2) Said Joint Venture Agreement was executed on September 19, 1999, by Jerry Denton as "President" of People Helping People, LTD.

3) The document provides for monthly payments of 10% of the principal. It further provides that the "placement corporation" for People Helping People would "Place... funds [and] maintain an escrow account to cover all principle placed by investors including PHP. Therefore, the principle is always without risk and will be refunded to funder should any placement program cease to exist."

4) With the exception of one "interest" payment check for \$982.10, on or about April 10, 2000, none of the interest payments were made, nor was the principle returned to Mr.

5) Mr. filed a civil action against Jerry Denton which resulted in a settlement of civil claims, and general release, relating to the above investment.

6) The Joint Venture "Private Placement" constituted a security under the Delaware Securities Act pursuant to pursuant to 6 Del. C. § 7302 (a)(13).

7) This security was not registered with the Delaware Division of Securities pursuant to 6 Del. C. § 7304, nor was it exempt pursuant to 6 Del. C. § 7309(a).

8) Jerry P. Denton, at all times relevant to the Order, was not registered to sell securities, nor has he ever been registered to sell securities in the State of Delaware as required by 6 Del. C. § 7313(a).

9) The offer and sale of an unregistered, non-exempt, security by Jerry Denton to , as set forth above, constituted a violation of 6 Del. C. § 7304.

10) The sale of a security by Jerry Denton, who was not registered to conduct business in the offer and sale of securities, constituted a violation of 6 Del. C. § 7313(a).

III Agreement

In view of the foregoing, the Respondent agrees to the following:

11) Respondent admits the findings set forth in paragraphs one through ten of the Agreement/Order and voluntarily consents to the entry of this Order, and further represents and agrees that no employee or representative of the Division of Securities has made any promise, representation or threat to induce its execution, other than the representations contained in this Consent Order.

12) Respondent voluntarily waives his right to an administrative hearing on the allegations as set forth in the findings, and any appeal rights that would have arisen from said hearing in accord with the Securities Act.

13) Respondent agrees to cease and desist all violations of the Delaware Securities Act.

14) Respondent agrees to pay all investors a pro rata share of any recovery he gets from the offshore principals.

15) Respondent agrees to fully cooperate with Delaware Securities Officials, when and where he is reasonably requested to do so, to determine the existence of any assets to satisfy the restitution of funds invested by individuals through People Helping People, and will fully cooperate with Delaware's attempts to bring any fraud perpetrators to justice. Mr. Denton will not be required to travel outside the State of Delaware at his expense.

16) Respondent agrees to refrain from the offer and sale of any securities or investment products in the State of Delaware including, but not limited to, certificates of deposit, stocks, bonds, promissory notes, viaticals, investment contracts, LLP's, private placements or any other security as defined by 6 Del. C. § 7302(13).

17) Respondent agrees, within thirty (30) days of the date of final execution of this Order, to pay a two thousand dollars (\$2,000.00) fine, made payable to the State of Delaware, Investor Protection Fund. This payment shall be mailed or hand delivered to Delaware Division of Securities, Department of Justice, 820 N. French Street, 5th Floor, Wilmington, DE 19801, Attention: James B. Ropp.

18) Respondent agrees that any breach of the terms and conditions of this Agreement/Order shall be deemed a Material Breach of the entire agreement.

19) Respondent understands that this Order is being executed solely for the purpose of completely resolving and settling this dispute arising out of the specific matter outlined in the above-referenced paragraphs. This Order shall have no effect on the Securities Division, or its agents', ability to take action with regard to any conduct of Respondent not related to the above-referenced incidents, or to any conduct of Respondent which occurs subsequent to the execution of this Order.

20) The State agrees not to pursue criminal, civil or administrative charges on claims by persons interviewed, or of whom it was aware, as a result

of the State's investigation into Jerry Denton's activities with People Helping People (Action No. 01-10-01). The basis for this paragraph of this agreement was the failure of the State to elicit evidence of criminal intent on the part of Jerry Denton.

21) Respondent agrees to make no statement, comment, or representation, public or private, written or oral, which is inconsistent with the terms of this Agreement.

IV Order

In view of the foregoing, the Securities Commissioner has determined that it is in the public interest to accept the above settlement. Accordingly, it is hereby ORDERED that:

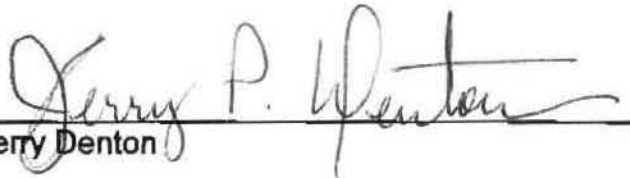
- 1) Respondent shall cease and desist all violations of the Delaware Securities Act.
- 2) Respondent shall not commit future violations of the Delaware Securities Act.
- 3) Respondent shall pay an administrative fine in the amount of Two Thousand dollars (\$2,000.00) made payable to the State of Delaware, Investor Protection Fund, in the manner set forth in Paragraph 17 of the Agreement.
- 4) Respondent shall voluntarily waive his right to an administrative hearing on the allegations as set forth in the findings, and any appeal rights that would have arisen from said hearing in accord with the Securities Act.
- 5) Respondent shall agree to pay all investors a pro-rata share of any recovery he gets from the offshore principals.

6) Respondent shall fully cooperate with State Securities Officials, when and where he is reasonably requested to do so, to determine the existence of any assets to satisfy the restitution obligation, and will fully cooperate with the State's attempts to bring any fraud perpetrators to justice. Mr. Denton will not be required, at his own expense, to travel outside the State of Delaware.

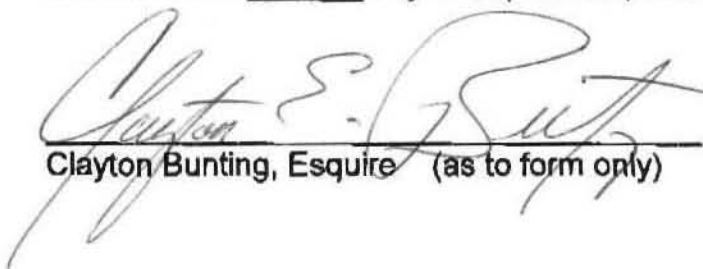
7) Respondent shall refrain from the offer and sale of any securities as set forth in paragraph 16 of this Agreement/Order.

8) Respondent shall comply with all terms of the Agreement and Order set forth above.

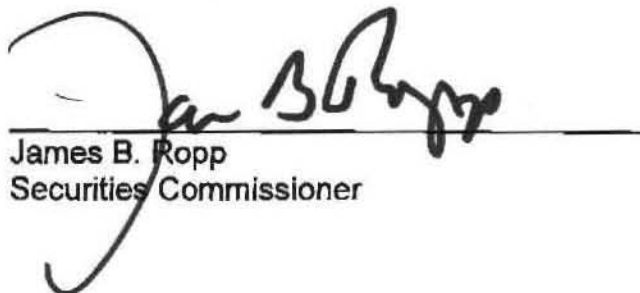
Executed this 17th day of September, 2004


Jerry Denton

Executed this 17th day of September, 2004


Clayton Bunting, Esquire (as to form only)

Executed this 17th day of September, 2004


James B. Ropp
Securities Commissioner