

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

IN THE MATTER OF: \*

MARK M. MORINA, \*

and \* Case No. 2008-0566

ON THE MARK CONSTRUCTION COMPANY, \*

Respondents. \*

\* \* \* \* \*

**FINAL ORDER TO CEASE AND DESIST  
AND ORDER OF BAR**

WHEREAS, the Division of Securities of the Office of the Maryland Attorney General (the “Division”), pursuant to the authority granted by the Maryland Securities Act, Corporations and Associations Article, section 11-701, Annotated Code of Maryland (2007 Repl. Vol. and 2008 Supp.) (the “Act”), instituted an investigation into the securities-related activities of Mark M. Morina (“Morina”) and On the Mark Construction Company (“On the Mark”) (Respondents); and

WHEREAS, on the basis of that investigation, the Maryland Securities Commissioner (the “Commissioner”) concluded that the Respondents may have engaged in acts or practices constituting violations of the Act and further determined that action against the Respondents is in the public interest; and

WHEREAS, pursuant to section 11-701.1(a) of the Act, on May 18, 2009, the Commissioner issued an Order To Show Cause (the “Order”), incorporated herein by reference, requiring Respondents to show cause why: each Respondent should not be barred permanently from engaging in the securities and investment advisory business in Maryland; why a civil monetary penalty should

not be entered against each Respondent; and why a final order should not be entered ordering each of the Respondents to cease and desist from further violations of the Act; and

WHEREAS, the Order gave Respondents notice of the opportunity for a hearing in this matter, provided that Respondents submit an answer within 15 days of service of the Order, including any request for a hearing, and gave notice to Respondents that failure to do so would be deemed a waiver of the right to a hearing and result in the entry of a final order; and

WHEREAS, a copy of the Order was served upon Respondents at their last known addresses in Maryland and upon the Commissioner in accordance with section 11-802 of the Act; and

WHEREAS, the Respondents have not submitted an answer to the Order, nor a written request for a hearing; and

WHEREAS, the Commissioner has determined that it is in the public interest to issue this Final Order,

NOW, THEREFORE, THE COMMISSIONER FINDS AND ORDERS:

**I. JURISDICTION**

1. The Commissioner has jurisdiction in this proceeding pursuant to Section 11-701.1 of the Act.

**II. RESPONDENTS**

2. On the Mark is a trade name used by Morina. It has used an address in Bowie, Maryland.

3. Morina resides in Maryland and controls On the Mark.

### **III. FINDINGS OF FACT**

4. On the Mark is a construction company that seeks to be a minority subcontractor.

5. Morina and On the Mark raised funds for the company's business projects from at least two investors. In particular, on October 18, 2006, Morina of On the Mark signed a Funding Loan Agreement dated September 12, 2006, with investor P.B. The agreement provided that P.B. would privately fund construction projects for thirty, sixty or ninety days, earning 12 ½ % return on \$10,000 for the particular project of obtaining bonding funds. The investor's check was made out to Morina. A similar agreement dated October 18, 2006, was for \$8,000 to fund school construction supplies. The investor's check was made out to On the Mark.

6. P.B. is not a sophisticated or accredited investor.

7. Neither On the Mark nor Morina provided investors with the kind of disclosure required in securities offerings. Among other matters, On the Mark did not provide the investors with the financial history and financial statements of the firm, information about management compensation and potential conflicts of interest, and a description of the organization, operation, management and ownership of firm. Respondents did not inform investors that the investment agreements were not registered and that they were not registered as a broker-dealer or agent.

8. Because On the Mark's business has not been successful, it has not paid the investors as promised.

9. On the Mark and Morina have never been registered with the Division or FINRA as a broker-dealer or broker-dealer agent.

10. On the Mark and Morina have never registered their Funding Loan Agreements, or filed for an exemption or preemption from registration for any such agreements.

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

The Commissioner concludes that:

11. The investments that Respondents sold in On the Mark constitute “securities” pursuant to section 11-101(r) of the Act.

12. Respondents offered and sold unregistered securities in violation of section 11-501 of the Act.

13. Respondents offered and sold securities in Maryland without being registered as a broker-dealer, issuer agent or broker-dealer agent, in violation of section 11-401 of the Act.

14. Respondents violated anti-fraud provisions in section 11-301 of the Act when they failed to disclose to their clients that they were not registered as a broker-dealer or agent for the purposes of selling On the Mark’s Funding Loan Agreement and other investment agreements; failed to disclose to their clients that the investment agreements were not registered; and failed to disclose the the financial history and financial statements of the firm, information about management compensation and potential conflicts of interest, and a description of the organization, operation, management and ownership of firm.

#### **V. SANCTIONS**

NOW, THEREFORE, the Commissioner finds it to be in the public interest to issue this Final Order, and IT IS HEREBY ORDERED THAT:

15. Respondents each permanently cease and desist from engaging in the offer and sale of unregistered, non-exempt securities in violation of section 11-501 of the Act.

16. Respondents each permanently cease and desist from acting as an unregistered agent or broker-dealer in Maryland in violation of section 11-401 of the Act.

17. Respondents permanently cease and desist from engaging in fraud in violation of section 11-301 of the Act.

18. Respondents are permanently barred from engaging in the securities and investment advisory businesses in Maryland for or on behalf of others, or from acting as a principal or consultant in any entity so engaged, or from acting as a broker-dealer, broker-dealer agent, issuer-agent, investment adviser or investment adviser representative in Maryland.

19. Respondents are jointly and severally assessed a civil monetary penalty, pursuant to section 11-701.1 of the Act, in the amount of \$30,000 (\$5,000 for each of three violations in 2 transactions), payable by certified check to the order of the Office of the Attorney General. This fine will be reduced by any amount repaid to investors to the satisfaction of the Commissioner within 30 days of the date of this Order.

## **VI. JURISDICTION RETAINED**

20. Jurisdiction is retained by the Commissioner for the purposes of enabling any party to this Final Order to apply for such further orders and directions as may be necessary or appropriate for the construction or enforcement of this Final Order.

**VII. APPEAL RIGHTS**

21. Any Respondent may appeal this Final Order to the appropriate Circuit Court of the State of Maryland within 30 days from the date this Final Order is mailed by the Division.

**SO ORDERED:**

**Commissioner's Signature is  
on File with Original Document**

June 9, 2009

MELANIE SENTER LUBIN  
Securities Commissioner