ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND

IN THE MATTER OF:	*	
MARK A. FULLER	*	CASE NO. 2008-0001
and	*	
WEALTH MANAGEMENT AND MARKETING LLC	*	
	*	
Respondents.	*	

* * *

FINAL ORDER TO CEASE AND DESIST
ORDER TO SHOW CAUSE

WHEREAS, the Securities Division of the Office of the Attorney General (the "Securities Division") initiated an investigation into the activities of Mark A. Fuller and Wealth Management and Marketing LLC ("WMM") (collectively, "Respondents"); and

WHEREAS, the Maryland Securities Commissioner (the "Securities Commissioner") has found that grounds exist to allege that Respondents violated the Maryland Securities Act, contained at Md. Code Ann., Corps. and Ass'ns, §§11-101 *et seq.* (2007 Repl. Vol. & Supp. 2009) (the "Securities Act"), by engaging in acts or practices constituting violations of the Securities Act; and

WHEREAS, pursuant to Section 11-701 of the Securities Act, on August 23, 2010, the Securities Commissioner issued an Order To Show Cause (the "OSC"), incorporated herein by reference, requiring Respondents to show cause why: Respondents 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 Respondent for each violation of the Securities Act; and why a final order should not be entered ordering Respondent to cease and desist from further violations of the Securities Act; and

WHEREAS, the Summary 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 To Show Cause, 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 Summary Order was forwarded to Respondents' last known address via certified mail, return receipt; and

WHEREAS, State Department and Assessment records reflect that the last known address used is in fact Respondent Fuller's principal residence as of this date; and

WHEREAS, the OSC forwarded to Respondents at that address was returned to the Securities Division as having been unclaimed after several notices; and

WHEREAS, a copy of the OSC was forwarded to Respondents' attorney via regular mail; and

WHEREAS, the OSC was publicly posted on the Securities Division's website shortly after its issuance; and

WHEREAS, Respondent has neither answered the OSC nor requested a hearing; and

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

NOW, THEREFORE, THE SECURITIES COMMISSIONER FINDS AND ORDERS:

I.

JURISDICTION

1. The Securities Commissioner has jurisdiction in this proceeding pursuant to §11-701 of the Securities Act.

II.

RESPONDENTS

2. Respondent Mark Fuller ("Fuller") is a Maryland resident with a last known address located in Pikesville, MD.

3. Respondent owns WMM, a company located in Owings Mills, Maryland that specializes in mortgage refinance.

4. Respondents are not now nor have they ever been registered in Maryland as an issuer agent, broker-dealer or broker-dealer agent, or investment adviser or investment adviser representative.

III.

FINDINGS OF FACT

5. During the time relevant to the facts set forth in this Consent Order, Respondents were in the mortgage refinance business. In 2006, through various real estate contacts, Respondents became aware of an investment opportunity relating to Smart Growth Opportunity Fund LLC ("Smart Growth").

6. Smart Growth was formed more than ten years ago to pursue investment

opportunities. Respondent Fuller was not involved in the formation of Smart Growth. Smart Growth became aware of an opportunity to purchase property located on Panola Road in DeKalb County, Georgia (the "Panola Road property"). Smart Growth's principals believed that the Panola Road property was undervalued because it was not yet commercially zoned, but had the potential for commercial development. The idea was to have the property re-zoned to permit some form of commercial development.

7. Smart Growth sought investors in order to acquire and finance the Panola Road property. Respondent Wealth Management, 100% owned and controlled by Respondent, was one such investor. Respondent Wealth Managment, through Respondent Fuller, entered into an agreement with Smart Growth whereby Wealth Management was to receive 30% of the profits from the sale of the Panola Road property.

8. In 2006, Respondents obtained twelve investors to invest in Wealth Management for the purpose of funding Wealth Management's investment in Smart Growth. Those investors included: J.F. (Respondent Fuller's uncle), who invested $2,000 in March 2006; S.S., who invested $12,500 in March 2006; K.O., who invested in May 2006 and August 2006, in the amounts of $50,000 and $12,500, respectively; S.D. and S.D., who invested $20,000 in May 2006; A.C., who invested $5,000 in June 2006; B.L., who invested $5,000 in June 2006; D.B., who invested $10,000 in June 2006; W.H., who invested $12,500 in July 2006; J.C., who invested $27,500 in August 2006; L.T. and F.C.T., who invested $12,500 in September 2006; and C.Y., who invested $10,000 in June 2006 (collectively, the "Wealth Management investors").

9. Each of the Wealth Management investors received a Wealth Management investment agreement drafted by Respondent Fuller, memorializing the investment. Wealth

Management investors were promised a return of principal as well as a percentage "of the [investment] group's . . . share of the profits" from Smart Growth. The expected maturity date for the notes was 18 months and varied from late 2007 to early 2008, depending on the date of the investment.

10. The Wealth Management investors were not given information that some investors received terms more or less favorable than others – that is some of the investment agreements referenced a greater percentage of profits than others and there were different percentages stated for the "investor groups . . . share of the profits."

11. The investment agreements referred to prospective "profits" without advising of the possibility of losses. Furthermore the investment agreements suggested that the real estate associated with the investment would be sold for $4.5 million without any explanation as to how that figure was arrived at or the likelihood of the sale of the real estate for that amount.

12. The Wealth Management investors were not given any equity interest in property owned by Smart Growth, although according to the Wealth Management investment agreements their funds were to be used for the purpose of investing in Smart Growth's real estate.

13. Each Wealth Management investment agreement contained a personal guarantee that "[i]f the Repayment Amount is not paid on the Repayment Date, the Investor shall have the option to make demand on Mark A. Fuller personally to pay the Repayment Amount plus any interest that has accrued, subject to the provisions of the Guaranty herein." Investors were not, however, provided with disclosures regarding Mr. Fuller's personal financial situation so as to evaluate the efficacy of the personal guarantee.

14. Respondents provided Wealth Management investors with the development plans for

the Panola Road property and minutes from the board sessions relating to the redevelopment, however, investors were not provided with disclosures relating to the risks of the investment. Nor were Wealth Management investors advised that the investments constituted securities under Maryland law, and no attempts were made to determine whether any exemptions to either State or Federal registration were available.

15. Investors' monies, totaling $169,500, were deposited directly into Wealth Management's business account, and monies were forwarded to Smart Growth on a periodic basis. Respondents did not perform any regular accounting of investors' monies, nor did Smart Growth provide Respondents with any regular accounting of investor monies.

16. Wealth Management investors' monies were, per the investment agreements, to be parlayed 100% into the property purchased by SmartGrowth. A balance sheet for Smart Growth, dated December 31, 2007, however, reflected that Respondent Fuller had an equity investment (and total investment amount) equal to only $136,550 after taking loans against his equity equal to $39,200.

17. Respondents did not contribute any money to the Smart Growth project. Respondents, however, were entitled to 30% of the profits from Smart Growth, and according to the Wealth Management investment agreements, those profits were to be distributed to the Wealth Management investors.

18. Although the Panola Road property was re-zoned to accommodate the planned redevelopment, the costs associated with the redevelopment made it difficult to pursue Smart Growth's intended plans on the time-frame referenced in the investment notes.

19. To date, except for Mr. Yarbaugh who was paid $2,000, the Wealth Management

investors have not received any payment of principal or interest in connection with the Wealth Management investments and the Panola Road property, on information and belief, is in foreclosure.

20. The records of the Division reflect that there is no record of any securities registration, or claim of exemption or status as federal-covered securities issued under the name "Mark Fuller" or "Wealth Management and Marketing."

IV.

CONCLUSIONS OF LAW

The Securities Commissioner concludes that:

21. Respondents have engaged in violations of Sections 11-301, 11-401 and 11-501 of the Securities Act.

V.

SANCTIONS

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

22. Respondents permanently cease and desist from engaging in the offer and sale of unregistered, non-exempt securities in violation of §11-501 of the Securities Act.

23. Respondent Fuller permanently cease and desist from acting as an unregistered agent in Maryland in violation of §11-401 of the Act.

24. Respondents permanently cease and desist from engaging in fraud in the offer and sale of securities violation of §11-301 of the Securities Act.

25. Respondents are permanently barred from the securities and investment advisory business in Maryland.

25. Respondents are assessed a civil monetary penalty, pursuant to §11-701.1 of the Securities Act, in the amount of $180,000, payable by certified check to the order of the Office of the Attorney General, to be offset by any amounts paid as restitution to the investors referred to herein.

VI.

JURISDICTION RETAINED

26. Jurisdiction is retained by the Securities 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 Consent Order.

VII.

APPEAL RIGHTS

27. 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 Securities Division.

SO ORDERED:

Commissioner's Signature is
on file with Originial Document

DATED: October 12, 2010

Melanie Senter Lubin
Securities Commissioner