

ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND

IN THE MATTER OF:

Dream Marketing and SEO, Inc.

and

Michael Dies

Respondents.

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Case No. 2013-0331

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FINAL ORDER TO CEASE AND DESIST

WHEREAS, the Securities Division of the Office of the Maryland Attorney General, pursuant to the authority granted in section 11-701 of the Maryland Securities Act, Title 11, Corporations and Associations Article, Annotated Code of Maryland (2014 Repl. Vol.) (the "Securities Act" or "Act"), undertook an investigation into the securities-related activities of Dream Marketing & SEO, Inc. and Michael Dies (collectively, "Respondents"); and

WHEREAS, on the basis of that investigation, the Maryland Securities Commissioner ("Commissioner") found grounds to allege that Respondents violated the registration and anti-fraud provisions set forth at sections 11-301, 11-401(a), 11-402(a), and 11-501 of the Act;

WHEREAS, on October 16, 2014, the Commissioner issued an Order to Show Cause to Respondents, ordering Respondents to show cause why a final order should not be entered ordering Respondents to cease and desist from violating those registration and anti-fraud provisions of the Act, to show cause what a statutory monetary penalty of up to \$5,000 per violation should not be assessed against them for such violations, and to show cause why they

should not be permanently barred from engaging in the securities business in Maryland for or on behalf of others and from being or acting as a principal or consultant in any entity engaged in such activities; and

WHEREAS, the Order to Show Cause gave Respondents notice of the opportunity for a hearing in this matter, provided Respondents submit an answer within 15 days of service of the Order to Show Cause and further gave notice to Respondents that failure to file a written answer would be deemed a waiver of the right to a hearing and would result in the entry of a final order directing Respondents to cease and desist from violating the Securities Act, assessing a statutory monetary penalty, and permanently barring Respondents from the offer and sale of securities in Maryland; and

WHEREAS, copies of the Order to Show Cause were served on Respondents at their last known addresses on or before October 30, 2014; and

WHEREAS, Respondents did not file an answer or request a hearing in response to the Order to Show Cause; and

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

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 Securities Act.

II. RESPONDENTS

2. Dream Marketing & SEO, Inc. (“Dream Marketing”) is a Nevada domestic

corporation that was incorporated in 2013.

3. Michael Dies is the President, Secretary, Treasurer, and only director of Dream Marketing.

4. At all times relevant to the Order to Show Cause, Michael Dies used addresses at Cave Creek, Arizona and Las Vegas, Nevada.

III. FINDINGS OF FACT

5. In August 2013, EJ, a 66-year-old resident of Baltimore, Maryland, received a telephone call at her home from a man who identified himself as “Marco.” Marco stated that he was a representative of Skylink USA (“Skylink”).

6. Marco told EJ of a business opportunity that promised to set up an Online Shopping Mall (“OSM”) in the form of her personal web page in conjunction with several major retail businesses. According to Marco, customers for these businesses would be steered to EJ’s OSM to purchase various products. For any sales made through her OSM, EJ would receive a commission, which was calculated as a percentage of the purchase price.

7. Marco told EJ that to learn more, EJ needed to pay a \$105 fee. A “mentor” from Skylink’s staff then would call her and tell her further details about the business.

8. EJ agreed to pay the fee, which she paid using a credit card, and scheduled the call for August 23, 2013. EJ’s credit card statement reflects a charge of \$105 was paid to “Skylink USA” on August 17, 2013.

9. On or about August 23, 2013, EJ received a call from a person who identified herself as “Gail Peterson” and claimed to be the mentor who was assigned to work with EJ.

10. Peterson stated that she had a background in online marketing and search engine optimization, and that if EJ wanted to purchase one of three packages now being offered to her,

Peterson could help her make money from operating an OSM.

11. Peterson told EJ that Peterson would do all the work. EJ had no input in the design of the OSM, the businesses that it would feature, or any other aspect of the OSM; all she had to do was purchase one of the three packages, and her checks would arrive in the mail.

12. According to Peterson, for \$6,000 she would set up and design the website that would serve as EJ's OSM, and Peterson would guarantee that the OSM would receive 40,000 visitors per month.

13. Peterson told EJ that Skylink's research indicated that approximately one third of these visitors would make a purchase, and that this would result in a projected monthly commission for EJ of \$1,694 with a projected annual investment income of \$20,329.

14. Peterson said that she too would receive a 5% commission based on the total sales transacted through EJ's OSM.

15. Peterson directed EJ to pay the \$6,000 to Dream Marketing, which she described as an affiliate of Skylink. Peterson said that Dream Marketing handled all of the "money and financial" aspects of the relationship.

16. EJ agreed to invest the \$6,000, which she paid using a credit card. EJ's credit card statement reflects one charge of \$5,000 and one charge of \$1,000, each paid to "Dream Marketing SEO" on August 24, 2013.

17. A few days later, Peterson called EJ and directed EJ to the OSM website where the links to the retail businesses appeared.

18. Subsequently, EJ attempted to click on the links and discovered that they were "dummy" links. That is, the links only displayed pictures of the products but did not allow users to actually purchase anything or even view additional details about the products.

19. On or about August 27, 2013, EJ received a USPS Express Mail package containing three cashier's checks for \$190.51, \$117.46, and \$239.12, respectively. All three cashier's checks were dated August 26, 2013 and listed "Skylink USA" in the remitter line.

20. The mailing label on the USPS package listed the sender as "Skylink USA" with an address of "5940 S Rainbow Blvd., Las Vegas, NV 89118-2540."

21. The bank from which the cashier's checks were purchased, U.S. Bank, confirmed that the cashier's checks were purchased by Michael Dies.

22. Subsequently, EJ received a call from an individual who identified himself as "David Johnson."

23. Johnson asked EJ if she had received her first commission checks. EJ explained that she was unhappy with the company and wanted a refund. Johnson agreed to refund EJ's money, however, no monies were ever returned to EJ.

24. EJ received no other checks and had no further communications in connection with her investment.

25. By engaging in the sale of a passive investment, Respondents offered and sold investment contracts in Maryland.

26. The Dream Marketing investment did not have any means to generate income from operating an OSM, as the Dream Marketing representative claimed.

27. Respondents neither registered Dream Marketing's investment contract as a security, nor filed a claim of exemption from registration in Maryland for it, and it is not qualified as a federal covered security.

28. Neither Dream Marketing nor Dies has ever registered in Maryland as an agent, broker-dealer, investment advisor, or an investment advisor representative.

29. There is no record that a business entity by the name “Skylink USA” is or ever was registered in the State of Nevada or the State of Arizona.

IV. CONCLUSIONS OF LAW

30. Respondents violated section 11-501 of the Securities Act by offering or selling unregistered securities in the form of the Dream Marketing investment contracts.

31. Respondents violated section 11-401(a) of the Securities Act by transacting business in the offer or sale of securities in Maryland as a broker-dealer or securities agent, without being registered pursuant to the Securities Act.

32. Respondents violated section 11-402(a) of the Securities Act by employing an unregistered agent for the offer or sale of securities in Maryland.

33. Respondents violated section 11-301 of the Securities Act by making materially false or misleading statements and omissions in connection with the offer or sale of securities in Maryland.

V. ORDER

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

34. Respondents permanently cease and desist from offering or selling securities in or from Maryland in violation of the Securities Act, from offering and selling any securities, whether registered or exempt from registration, and from engaging in any transaction exempted under the Act; and it is further ORDERED that

35. Respondents are permanently barred from engaging in the securities business in Maryland for or on behalf of others, or from acting as a principal or consultant in any entity so engaged; and it is further ORDERED that

36. Respondents, jointly and severally, are assessed a civil monetary penalty of

\$20,000.00 for violations of the Securities Act pursuant to section 11-701.1(b), payable by certified check to the Office of the Attorney General, which penalty shall be reduced by the amount of restitution Respondents pay to EJ and any other Maryland investors who purchased a Dream Marketing investment contract.

VI. JURISDICTION RETAINED

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

VII. NOTICE OF APPEAL RIGHTS

38. Pursuant to COMAR 02.02.06.24, Respondents have the right to file an appeal of this Order with the appropriate circuit court of the State of Maryland. Any appeal must be filed within 30 days from the date this Order is mailed by the Division.

DATE OF THIS ORDER:

December 10, 2014

SO ORDERED:

**Commissioner's Signature on File
w/Original Document**

Melanie Senter Lubin
Securities Commissioner