

not registered, and has never registered with the Corporations Division of the Office of the Georgia Secretary of State. Dickson's last known address is 7796 Oak Court, Highland, CA 92346.

3. Sneed and Dickson actively solicited and sold memberships in LDI and TME, respectively, to at least ten (10) Georgia residents. In total, Respondents received proceeds of at least seventy-four thousand dollars (\$74,000.00) from the solicitations to Georgia investors. Sneed and Dickson represented that memberships granted access to a binary options trading platform account. The platform was a Managed Capital Shares Account offered through Bancde Options, an online binary options trading company.

4. According to documentation from both LDI and TME, membership options included a Standard Elite Plan for ten thousand dollars (\$10,000.00) and a Platinum V.I.P. Plan for twenty thousand dollars (\$20,000.00).

5. Membership fees were wired to a Woodforest National Bank business checking account controlled by Marva Sneed. The name of the checking account is "Marva J Sneed, dba MCS Consultants." Marva Sneed is the wife of Sneed.

6. Once the initial membership fees were paid, Respondents required investors to pay an additional minimum investment of five thousand dollars (\$5,000.00) to access proprietary trading in Bancde Options.

7. In soliciting investors, Sneed, as a representative of LDI, made the following statements to investors and potential investors:

- "[y]ou will receive outstanding returns on your money day after day, week after week and year after";
- "[w]ithdrawal your profits any time";
- "[t]his company [Bancde Options] by far is the most superior Binary Options management company in the market"; and
- "[a]ll of these Binary Options companies are regulated."

8. In soliciting investors, Dickson, as a representative of TME, made the following statements to investors and potential investors:

- "[o]ur traders success rate is 87%";
- "[o]ur platform is designed for the serious investor who would like to drastically increase their money 10 fold in a very short period of time";
- "[y]ou withdraw your funds at any time";

- “[r]oll your income over 10 times in one year with a Managed Capital Shares Account”;
- “[t]his agreement will state that if the money you fund your account with does not double in value within 90 trading days, you will receive 100% of your membership and you can keep your membership for life. In addition, you will receive a \$10,000 or \$20,000 non-performance bonus if we don’t double your account in 90 days”;
- “[y]ou WILL achieve financial independence in as little as two years”; and
- “[y]ou will receive a 1,000% returns on your tax returns, simply by opening a Managed Capital Shares Account.”

9. Through the membership investment, Sneed and LDI additionally offered a personal wealth and budget plan program as well as free debt elimination analysis.

10. Through the membership investment, Dickson and TME additionally offered advice on college funding, credit card debt elimination, retirement planning, health insurance, real estate investing, buying a home with cash, and paying down a mortgage.

11. Sneed is not registered with the Commissioner as an investment adviser representative pursuant to O.C.G.A. § 10-5-33 or as a broker-dealer agent pursuant to O.C.G.A. § 10-5-31.

12. Dickson is not registered with the Commissioner as an investment adviser representative pursuant to O.C.G.A. § 10-5-33 or as a broker-dealer agent pursuant to O.C.G.A. § 10-5-31.

13. Neither LDI nor TME are registered with the Commissioner as an investment adviser pursuant to O.C.G.A. § 10-5-32 or as a broker-dealer pursuant to O.C.G.A. § 10-5-30.

14. The securities offered by Respondents have not been registered with the Commissioner nor do they meet any of the exemption requirements provided within the Act or the Rules.

15. On April 4, 2006, the United States Securities and Exchange Commission (“SEC”) filed securities fraud charges against Sneed and others in Securities and Exchange Commission vs. Unlimited Cash, Inc., Douglas Network Enterprises, Wayne Douglas Flesher, Nancy Carol Khaliel, Sneed Financial Service, LLC, and Clifton Curtis Sneed, Jr., Civil Action No. 3:06-CV-0594-K, for conducting a fraudulent and unregistered offering of investment contracts. Sneed was found liable for a total of one million three hundred ninety-one thousand seven hundred fifteen dollars and eighty-three cents (\$1,391,715.83). The SEC action barred Sneed from association with any broker dealer or investment adviser. The SEC also permanently enjoined Sneed from

future violations of the U.S. Securities Act. While soliciting investors and potential investors for LDI and TME, Sneed failed to disclose the SEC action.

16. On April 3, 2007, the Utah Department of Commerce Division of Securities issued a Stipulation and Consent Order titled In the Matter of Sneed Financial Service, LLC; Clifton Curtis Sneed, Jr.; Unlimited Cash, Inc.; Wayne Douglas Flesher; Douglas Network Enterprises; and Nancy Carol Khaliel; Docket Nos. SD-06-0015, SD-06-0016, SD-06-0017, SD-06-0018, SD-06-0019, SD-06-0020. The Order alleged that Sneed committed securities fraud, offered and sold securities without a license, and sold unregistered securities. Pursuant to the Order, Sneed was required to cease and desist from engaging in any further conduct in violation of the Utah Securities Act and to pay a ninety-two thousand dollar (\$92,000.00) fine to the Utah Division of Securities, reduced dollar for dollar by any restitution paid within three (3) years of March 30, 2007 by Sneed pursuant to criminal case No. 061902181, State of Utah v. Curtis Clifton Sneed. While soliciting investors and potential investors for LDI and TME, Sneed failed to disclose the Utah action.

17. On December 11, 2014, the Texas State Securities Board issued an Emergency Cease and Desist Order titled In the Matter of Clifton Curtis Sneed, Jr., DBA the Joint Venture Group, Top Money Earners Group, and Ivan Dickson; Order No. ENF-14-CDO-1737. The Order alleged that Sneed and Dickson offered securities for sale in Texas without being registered, engaged in fraud in connection with the offer for sale of securities, made offers containing statements that are materially misleading or otherwise likely to deceive the public, and engaged in conduct, acts, and practices that threaten immediate and irreparable public harm. The Order required Sneed and Dickson to immediately cease and desist from any and all of these actions. While soliciting investors and potential investors for LDI and TME, Sneed and Dickson failed to disclose the Texas action.

II. CONCLUSIONS OF LAW

18. Paragraphs 1 through 17 are incorporated by reference as though fully set forth herein.

19. The Commissioner has jurisdiction over this matter pursuant to the Act.

20. Pursuant to O.C.G.A. § 10-5-70, *et seq.*, the Commissioner is authorized to institute this investigation and issue this Order.

21. Pursuant to O.C.G.A. § 10-5-73, the Commissioner may issue an order directing a person to cease and desist from engaging in the act, practice, or course of business if the Commissioner determines that the person has engaged, is engaging, or is about to engage in an act,

practice, or course of business constituting a violation of the Act or Rule adopted thereunder.

22. Pursuant to O.C.G.A. § 10-5-73(d), the Commissioner may impose a civil penalty on an individual not to exceed a maximum of fifty thousand dollars (\$50,000.00) for a single violation or five hundred thousand dollars (\$500,000.00) for several violations.

23. Pursuant to O.C.G.A. § 10-5-20, “[i]t is unlawful for a person to offer or sell a security in Georgia unless: (1) the security is a federal covered security, (2) the security, transaction, or offer is exempted from the registration requirement, or (3) the security is registered under this chapter.”

24. The membership certificates offered and issued by the Respondents, detailed in paragraphs three (3) through six (6) above, are “securities” as defined by O.C.G.A. § 10-5-2(31). Respondents’ securities were not federal covered securities, Respondents have not asserted that the securities were exempt from the registration requirement of the Act, and the securities were not registered pursuant to the Act. Respondents’ failure to properly comply with the registration requirements is a violation of O.C.G.A. § 10-5-20. The violation is an actionable event pursuant to O.C.G.A. § 10-5-73 and therefore the Respondents are subject to discipline.

25. Pursuant to O.C.G.A. § 10-5-50, “[i]t is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly: (1) [t]o employ a device, scheme, or artifice to defraud; (2) [t]o make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading; or (3) [t]o engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.”

26. During the offer and sale of the securities detailed in paragraphs three (3) through six (6) above, Sneed and LDI made false statements regarding the past performance of the investment, the expected performance of the investment, liquidity of the investment, exaggerated the rating of Bancde Options, and falsely stated that all binary options companies are regulated. Through these activities, as indicated in paragraph seven (7), Sneed and LDI made untrue statements of material fact or failed to make statements necessary in order to make statements made not misleading. Furthermore, the acts, practices, or course of business of Sneed and LDI operated as fraud or deceit upon the investors. These activities are violations of O.C.G.A. § 10-5-50. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore Sneed and LDI are subject to discipline.

27. During the offer and sale of the securities detailed in paragraphs three (3) through six (6) above, Dickson and TME made false statements regarding the past performance of the investment, the expected performance of the investment, liquidity of the investment, and capital preservation of the investment via refunds. Through these activities, as indicated in paragraph eight (8), Dickson and TME made untrue statements of material fact or failed to make statements necessary in order to make statements made not misleading. Furthermore, the acts, practices, or course of business of Dickson and TME operated as fraud or deceit upon the investors. These activities are violations of O.C.G.A. § 10-5-50. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore Dickson and TME are subject to discipline.

28. Pursuant to O.C.G.A. § 10-5-50, “[i]t is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly: (1) [t]o employ a device, scheme, or artifice to defraud; (2) [t]o make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading; or (3) [t]o engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.” As detailed in paragraphs fifteen (15) through seventeen (17) above, Sneed failed to disclose material facts to investors, including securities fraud charges with the SEC and the State of Utah. He also omitted a Cease and Desist Order from the State of Texas. Lastly, he omitted that he used an alias rather than his true name. These activities are violations of O.C.G.A. § 10-5-50. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore Sneed is subject to discipline.

29. Pursuant to O.C.G.A. § 10-5-50, “[i]t is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly: (1) [t]o employ a device, scheme, or artifice to defraud; (2) [t]o make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading; or (3) [t]o engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.” As detailed in paragraph seventeen (17) above, Dickson failed to disclose material facts to investors, including a Cease and Desist Order from the State of Texas. This activity is in violation of O.C.G.A. § 10-5-50. The violation is an actionable event pursuant to O.C.G.A. § 10-5-73 and therefore Dickson is subject to discipline.

30. Pursuant to O.C.G.A. § 10-5-2(17), in part, an “[i]nvestment adviser means a person that, for compensation, engages in the business of advising others, either directly or through

publications or writings, as to the value of securities or the advisability of investing in, purchasing, or selling securities or that, for compensation and as a part of a regular business, issues or promulgates analysis or reports concerning securities. The term includes a financial planner or other person that, as an integral component of other financially related services, provides investment advice to others for compensation as part of a business or that holds itself out as providing investment advice to others for compensation.”

31. Pursuant to O.C.G.A. § 10-5-32, in part, “[i]t is unlawful for a person to transact business in this state as an investment adviser unless the person is registered under this chapter as an investment adviser or is exempt from registration as an investment adviser.”

32. LDI is not and has never been registered as an investment adviser with the Commissioner. However, LDI transacted business as an investment adviser when investors were offered a personal wealth and budget plan program as well as free debt elimination analysis. These activities are violations of O.C.G.A. § 10-5-32. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore LDI is subject to discipline.

33. TME is not and has never been registered as an investment adviser with the Commissioner. However, TME transacted business as an investment adviser when investors were offered advice on college funding, credit card debt elimination, retirement planning, health insurance, real estate investing, buying a home with cash, and paying down a mortgage. These activities are violations of O.C.G.A. § 10-5-32. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore TME is subject to discipline.

34. Pursuant to O.C.G.A. § 10-5-2(19), in part, an “[i]nvestment adviser representative means an individual employed by or associated with an investment adviser or federal covered investment adviser who makes any recommendations or otherwise gives investment advice regarding securities, manages accounts or portfolios of clients, determines which recommendation or advice regarding securities should be given, provides investment advice or holds herself or himself out as providing investment advice, receives compensation to solicit, offer, or negotiate for the sale of or for selling investment advice, or supervises employees who perform any of the foregoing.”

35. Pursuant to O.C.G.A. § 10-5-33, in part, “[i]t is unlawful for an individual to transact business in this state as an investment adviser representative unless the individual is registered under this chapter as an investment adviser representative or is exempt from registration.”

36. Sneed is not and has never been registered as an investment adviser representative with the Commissioner. However, Sneed transacted business as an investment adviser representative when investors were offered a personal wealth and budget plan program as well as free debt elimination analysis. These activities are violations of O.C.G.A. § 10-5-33. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore Sneed is subject to discipline.

37. Dickson is not and has never been registered as an investment adviser representative with the Commissioner. However, Dickson transacted business as an investment adviser representative when investors were offered advice on college funding, credit card debt elimination, retirement planning, health insurance, real estate investing, buying a home with cash, and paying down a mortgage. These activities are violations of O.C.G.A. § 10-5-33. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore Dickson is subject to discipline.

38. Pursuant to O.C.G.A. § 10-5-51, in part, “[i]t is unlawful for a person that advises others for compensation, either directly or indirectly, or through publications or writings, as to the value of securities or the advisability of investing in, purchasing, or selling securities or that, for compensation and as part of a regular business, issues or promulgates analyses or reports relating to securities: (1) [t]o employ a device, scheme, or artifice to defraud another person; or (2) [t]o engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.”

39. Respondents, while holding themselves out as investment adviser representatives and investment advisers, employed a scheme to attract investors into a fraudulent membership. The membership purportedly included financial planning and investment advice, and granted access to the Bancde Options trading platform. Georgia investors never received these benefits nor was any money returned. Bank records indicate that money transferred into the Woodforest business account was used to fund Sneed’s lifestyle. These activities are violations of O.C.G.A. § 10-5-51. The violations are actionable events pursuant to O.C.G.A. § 10-5-73 and therefore the Respondents are subject to discipline.

III. ORDER

WHEREFORE, by the authority vested in me as the Commissioner of Securities for the State of Georgia, **IT IS HEREBY ORDERED**:

1. That **Clifton Curtis Sneed, Jr., Ivan Dickson, LDI Holdings, and TME Group Holdings CEASE AND DESIST** from all violations of the Georgia Uniform Securities Act of

2008 and the rules and regulations adopted thereunder.

2. That **Clifton Curtis Sneed, Ivan Dickson, LDI Holdings, and TME Group Holdings, jointly and severally, PAY A CIVIL PENALTY in the amount of one hundred twenty-six thousand dollars (\$126,000.00)**. Said penalty includes the cost of Commissioner's Investigation of two thousand dollars (\$2,000.00). The civil penalty is payable to the Commissioner within thirty (30) days of the finalization date of this Order.

The entry of this Order is deemed to be in the public interest, and shall not be deemed to constitute findings or conclusions relating to other persons unrelated to Respondent and shall not be deemed to be a waiver or estoppel on the part of the Commissioner from proceeding in individual actions against any person who may have violated the Act or any transactions not specifically referred to herein or not known to the Commissioner at the time this Order was issued.

SO ORDERED this 13th day of March, 2018.

**BRIAN P. KEMP
SECRETARY OF STATE
COMMISSIONER OF SECURITIES**

By:



C. Ryan Germany
Assistant Commissioner of Securities