

ADMINISTRATIVE PROCEEDING

BEFORE THE

SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:

**M&T Capital Group, Inc. and Marquis
Rashawn Jones,**

Respondents.

ORDER TO CEASE AND DESIST

File No. 13084

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the “Division”) has been authorized and directed by the Securities Commissioner of South Carolina (the “Securities Commissioner”) to administer the provisions of S.C. Code Ann. § 35-1-101, *et seq.*, the South Carolina Uniform Securities Act of 2005 (the “Act”); and

WHEREAS, the Division received information regarding alleged securities-related activities of M&T Capital Group, Inc. (“M&T Capital”) and Marquis Rashawn Jones (“Jones”) (collectively referred to as the “Respondents”); and

WHEREAS, based on the information received, the Division decided it was necessary and appropriate to open an investigation pursuant to S.C. Code Ann. § 35-1-602 to determine whether the Respondents had violated, were violating, or were about to violate the Act; and

WHEREAS, in connection with the investigation, the Division has determined that evidence exists to support the following findings of fact and conclusions of law:

I. JURISDICTION

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

II. RESPONDENTS

2. At all times relevant to this Order, Respondent M&T Capital was a Florida corporation with an address of 3804 B Kansas Avenue, Charleston, South Carolina 29404.
3. At all times relevant to this Order, Respondent Jones was a South Carolina resident with an address of 3804 B Kansas Avenue, Charleston, South Carolina 29404.
4. Respondent M&T Capital was incorporated on or about September 4, 2010.
5. Respondent M&T Capital was dissolved on or about September 27, 2013.
6. At all times relevant to this Order, Respondent Jones was the president, registered agent, and chief control person of Respondent M&T Capital.

III. FINDINGS OF FACT

7. In or about 2011, the Respondents approached a South Carolina resident (the “Investor”) about an opportunity to invest with the Respondents (the “First Investment Program”).
8. The Respondents, in connection with the offer of the First Investment Program, stated that Respondent Jones was establishing a trading record and expected to be hired by a large firm to manage a trading program.
9. The Respondents, in connection with the offer of the First Investment Program, stated that they would effect trades on the Investor’s behalf and for the Investor’s benefit.
10. Based upon the Respondents’ representations in connection with the offer of the First Investment Program, in or about 2011, the Investor allowed the Respondents to access the Investor’s online trading account to effect trades on the Investor’s behalf and for the Investor’s benefit.
11. The Respondents represented to the Investor that the First Investment Program had successfully yielded profits for the Investor and that the Investor should invest money directly with the Respondents.

12. Based upon the Respondents' representations, on or about May 8, 2013, the Investor wired to the Respondents seven thousand seven hundred seventy-five dollars and twenty-four cents (\$7,775.24) (the "Second Investment Program").
13. Contrary to the Respondents' representations in connection with the Second Investment Program, the Investor's investment was used for the personal expenses of the Respondents, including the repayment of a debt obligation owed by the Respondents to a third party.
14. Contrary to the Respondents' representations in connection with the Second Investment Program, the Respondents did not deliver the Investor any of the profits the Respondents generated using the Investor's investment.
15. In connection with the offer and sale of the First Investment Program and the Second Investment Program, the Respondents omitted to disclose an outstanding 2009 judgment against Respondent Jones in the amount of four thousand five hundred sixty-three dollars (\$4,563).
16. Respondent Jones represented Respondent M&T Capital in effecting the securities transactions above.
17. At no time relevant to the events stated herein was Respondent M&T Capital registered with the Division as a broker-dealer, and no exemption from registration has been claimed.
18. At no time relevant to the events stated herein was Respondent Jones registered with the Division as a broker-dealer agent, and no exemption from registration has been claimed.

IV. CONCLUSIONS OF LAW

19. The South Carolina Uniform Securities Act of 2005, S.C. Code Ann. § 35-1-101, *et seq.*, governs the offer and sale of securities in this State.

20. Pursuant to S.C. Code Ann. § 35-1-102(29), investment contracts, stock, and certificates of interest or participation in profit-sharing agreements, *inter alia*, constitute securities.
21. Pursuant to S.C. Code Ann. § 35-1-102(4), “broker-dealer” means a person engaged in the business of effecting transactions in securities for the account of others or for the person’s own account.
22. Pursuant to S.C. Code Ann. § 35-1-401(a), it is unlawful for a person to transact business in this State as a broker-dealer unless the person is registered under this chapter as a broker-dealer or is exempt from registration.
23. Pursuant to S.C. Code Ann. § 35-1-102(2), “agent” means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities.
24. Pursuant to S.C. Code Ann. § 35-1-402(a), it is unlawful for an individual to transact business in this State as an agent unless the individual is registered under this chapter as an agent or is exempt from registration.
25. Pursuant to S.C. Code Ann. § 35-1-402(d), it is unlawful for a broker-dealer to employ or associate with a broker-dealer agent who transacts business in this State on behalf of broker-dealers unless the agent is registered or exempt from registration.
26. Pursuant to S.C. Code Ann. § 35-1-501, it is unlawful for a person to employ a device scheme, or artifice to defraud another person or to engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.
27. Respondent Jones, on at least two occasions, transacted business in this State as an unregistered agent.
28. Respondent M&T Capital, on at least two occasions, transacted business in this State as an unregistered broker-dealer.

29. Respondent M&T Capital, on at least two occasions, employed or associated with an unregistered agent who transacted business on behalf of Respondent M&T Capital while that agent was not registered.
30. The Respondents, on at least two occasions and in connection with the offer, sale, or purchase of a security, directly or indirectly (1) employed a device, scheme, or artifice to defraud; (2) made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (3) engaged in an act, practice, or course of business that operated or would operate as a fraud or deceit upon another person, in violation of S.C. Code Ann. § 35-1-501.
31. It is in the public interest, for the protection of investors, and consistent with the purposes of the Act that the Respondents be ordered to cease and desist from engaging in the above-enumerated practices, which constitute violations of the Act and pay an appropriate civil penalty for their wrongdoing.

V. CEASE AND DESIST ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. Respondent M&T Capital Group, Inc. and every successor, affiliate, control person, agent, servant, and employee of M&T Capital, and every entity owned, operated, or indirectly or directly controlled by or on behalf of M&T Capital **CEASE AND DESIST** from transacting business in this State in violation of the Act, and, in particular, §§ 35-1-401, 35-1-402, and 35-1-501 thereof;
- b. Respondent Marquis Jones **CEASE AND DESIST** from transacting business in this

State in violation of the Act, and, in particular, §§ 35-1-402 and 35-1-501 thereof;

- c. Respondent Marquis Jones pay a civil penalty in the amount of forty thousand dollars (\$40,000) if this Order becomes effective by operation of law, or, if Jones seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed \$10,000 for each violation of the Act by Jones, and the actual cost of investigation or proceeding; and
- d. Respondent M&T Capital Group, Inc. pay a civil penalty in the amount of sixty thousand dollars (\$60,000) if this Order becomes effective by operation of law, or, if M&T Capital seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed \$10,000 for each violation of the Act by M&T Capital, and the actual cost of investigation or proceeding.

IT IS FURTHER ORDERED that, pursuant to S.C. Code Ann. §§ 35-1-604(a)(2) and (3), any exemption from registration with the Division upon which the Respondents may claim to rely under S.C. Code Ann. §§ 35-1-201(3)(C), (7), or (8); 35-1-202; 35-1-401(b)(1)(D) or (F); or 35-1-403(b)(1)(C), has been and is **PERMANENTLY REVOKED**.

VI. REQUIREMENT OF ANSWER AND NOTICE OF OPPORTUNITY FOR HEARING

Each Respondent is hereby notified that he has the right to a hearing on the matters contained herein. To schedule such a hearing, the Respondent must file with the Securities Division, Post Office Box 11549, Rembert C. Dennis Building, Columbia, South Carolina, 29211-1549, attention: Thresechia Navarro, within thirty (30) days after the date of issue of this Order to Cease and Desist, a written Answer specifically requesting a hearing. If a Respondent requests a hearing, the Division, within fifteen (15) days after receipt of a request in a record from the Respondent, will schedule a hearing for that Respondent.

In the written Answer, the Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation in this Order, shall set forth specific facts on which the Respondent relies, and shall set forth concisely the matters of law and affirmative defenses upon which the Respondent relies. If a Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, he shall so state.

Failure by a Respondent to file a written request for a hearing in this matter within the thirty-day (30) period stated above shall be deemed a waiver by that Respondent of the right to such a hearing. Failure of a Respondent to file an Answer, including a request for a hearing, shall result in this Order, including the stated civil penalty and any assessed costs, becoming final as to that Respondent by operation of law.

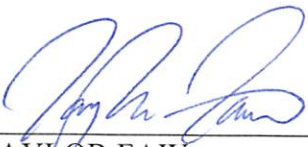
This Order does not prevent the Division or any other law enforcement agency from seeking additional civil or criminal remedies as are available under the Act, including remedies related to the offers and sales of securities by the Respondents set forth above.

ENTERED, this the 23rd day of February, 2017.

ALAN WILSON
SECURITIES COMMISSIONER

By: Tracy Meyers
TRACY A. MEYERS
Deputy Securities Commissioner

ISSUANCE REQUESTED BY:



TAYLOR FAW
Assistant Attorney General
Securities Division
Rembert C. Dennis Building
1000 Assembly Street
Columbia, South Carolina 29201

STATE OF SOUTH CAROLINA
OFFICE OF THE ATTORNEY GENERAL
SECURITIES DIVISION

CERTIFICATE OF SERVICE AND
AFFIDAVIT OF COMPLIANCE
File Number 13084

I hereby certify that I served upon the individual/entity listed below a copy of the document indicated below and dated February 23, 2017, by serving a copy of said document upon the Securities Commissioner of the State of South Carolina and by placing a copy of said document in the United States mail, certified mail, return receipt requested, first class postage prepaid and addressed to:

Marquis Rashawn Jones
Individually & as Owner of
M&T Capital Group, Inc.
105 Bishops Court
Chesapeake, VA 23323

Document(s): Order to Cease and Desist

Mailed February 23, 2017 from Columbia, South Carolina.

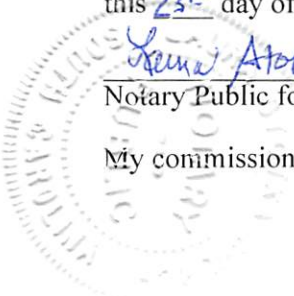
I further hereby certify, swear and affirm that, service of the above-listed entity is in compliance with Section 35-1-611, Code of Laws of South Carolina.

By: Thresechia P. Navarro
Thresechia P. Navarro
South Carolina Attorney General's Office
Securities Division
Post Office Box 11549
Columbia, SC 29211-1549
(803) 734-4731

Subscribed and sworn to before me on
this 23rd day of February, 2017.

Seema Atreja Chud
Notary Public for South Carolina

My commission expires: 3-10-18



REPUBLIC OF SOUTH AFRICA

MINISTER OF DEFENCE
P.O. BOX 100
Pretoria

MEMORANDUM

TO: THE MINISTER

DATE: 1997/07/11

1. The attached report contains information regarding the activities of the South African Defence Force (SADF) in the region of the Orange River during the period 1997/07/01 to 1997/07/31.

2. The report is classified as "Secret" and should be handled accordingly.

3. The report is submitted for your information.

4. The report is submitted for your information.

5. The report is submitted for your information.

6. The report is submitted for your information.

7. The report is submitted for your information.

