

**COMMONWEALTH OF MASSACHUSETTS  
OFFICE OF THE SECRETARY OF THE COMMONWEALTH  
SECURITIES DIVISION  
ONE ASHBURTON PLACE, ROOM 1701  
BOSTON, MASSACHUSETTS 02108**

\_\_\_\_\_) )  
IN THE MATTER OF: ) )  
 ) )  
PREMIERE ASSET MANAGEMENT, INC., ) )  
GERALD WENDELL LAWLER, ) )  
NICOLA LESLIE LAWLER, ) )  
MARIAM ALICE WILLIAMS, ) )  
CLAUDE L. COLLINS SR., & ) )  
PATRIK GRANEC, ) )  
\_\_\_\_\_) )  
RESPONDENTS. ) )

Docket No.  
E-2014-0092

2015 JUN 10 AM 10:38  
SECURITIES DIVISION

SECRETARY OF THE  
COMMONWEALTH

**ADMINISTRATIVE COMPLAINT**

**I. PRELIMINARY STATEMENT**

The Enforcement Section of the Massachusetts Securities Division of the Office of the Secretary of the Commonwealth (the "Enforcement Section") files this complaint (the "Complaint") in order to commence an adjudicatory proceeding against the above-named Respondents, Premiere Asset Management Inc., Gerald Lawler, Nicola Lawler, Mariam Williams, Claude Collins, and Patrik Granec (collectively the "Respondents"), for violations of Mass. Gen. Laws ch. 110A, the Massachusetts Uniform Securities Act (the "Act"), and 950 Mass. Code Regs. §§ 10.00–14.413 (the "Regulations"). The Complaint alleges that Respondents violated the Act and Regulations through the offer and sale of fraudulent securities in the Commonwealth.

The Enforcement Section seeks an Order: (1) requiring Respondents to permanently cease and desist from further conduct in violation of the Act and Regulations in the Commonwealth; (2) barring Respondents from all securities business in the Commonwealth; (3) requiring Respondents to make full restitution to all Massachusetts investors; (4) imposing an administrative fine on Respondents in such amount and upon such terms and conditions as the Director or Presiding Officer may determine; and (5) taking any such further actions which may be in the public interest and necessary and appropriate for the protection of Massachusetts investors.

## II. SUMMARY

While holding itself out as an investment advisor, Premiere Asset Management, Inc. (hereinafter “Premiere”) and associated individuals operated a multi-state Ponzi scheme. Through its fraudulent operation, Premiere enticed investors, including at least one Massachusetts resident and retired schoolteacher (hereinafter “Massachusetts Investor”), with the promise of high, risk-free returns in a matter of days.

In March 2014, Massachusetts Investor responded to a Craigslist.org advertisement, which offered an investment return that looked, and turned out to be, too good to be true—100% return in as little as 48 hours. Premiere replied to Massachusetts Investor’s inquiry, providing limited details of the program, including minimum investment amounts and broker commissions. Ultimately, Premiere, which is not registered as either a broker-dealer or an investment advisor, used Massachusetts Investor’s retirement money to fund its own shopping spree.

In response to concerns expressed by Massachusetts Investor, Premiere, through an unregistered solicitor, described the Premiere program by stating, “[t]here is NO risk.”

The unregistered solicitor went on to explain, “[t]he program is totally 100% secure under your sub account (under your client) with most reputable bank in NY, bank of Melon [sic]. This is privilege not a need to be part of it.” Despite reservations, after further exchanges with Premiere, Massachusetts Investor executed the first of two asset agreements. Under the terms of the first asset agreement, Premiere promised a \$200,000 return from Massachusetts Investor’s initial wire transfer of \$100,000, from a Massachusetts banking institution to a Premiere bank account located in Alabama, within two to five days.

Only weeks later, Massachusetts Investor received assurances that Massachusetts Investor’s initial investment had doubled. In response, Massachusetts Investor chose to withdraw \$55,000 and reinvest \$145,000 pursuant to a second asset agreement. Under the terms of the second agreement, Premiere promised a \$290,000 return from the \$145,000 investment within two to fourteen days.

Shortly after the \$55,000 balance transfer, Premiere shuttered all bank accounts. A review of Premiere bank records shows frequent and large cash withdrawals as well as deposits from third parties and religious organizations. In addition, the bank records show that Premiere used funds, in the period immediately following Massachusetts Investor’s investment, for personal expenditures, including debits for steakhouses, Applebee’s, Chick-fil-A, and Walmart.

The Premiere Website, located at [www.premiereassetmanagement.net](http://www.premiereassetmanagement.net) (hereinafter “Premiere Website”), further evidences Premiere’s fraudulent scheme. The Premiere Website is replete with limited functionality, content plagiarized from major financial firms, and material misrepresentations. Specifically, the “Home” and “About Us” tabs of

the Premiere Website contain language identical to language found on the overview pages of two large financial firm websites. In relevant part the Premiere Website explains, "Premiere Asset Management provides professional, full-time investment management services for a wide variety of clients." In addition, the Premiere Website page dedicated to Mariam A. Williams lists her title as "Investment Advisor Managing Director." However, Williams has never been registered with any Investment Adviser firm. In fact, no state has registered Williams in any capacity since her October 19, 2012 termination from a FINRA member firm.

Massachusetts Investor has been unable to contact Premiere and has failed to recover any additional principal or interest. Based on the Enforcement Section's investigation, the Enforcement Section believes Premiere also defrauded other investors.

### **III. JURISDICTION AND AUTHORITY**

1. As provided for by the Act, the Massachusetts Securities Division has jurisdiction over matters relating to securities.
2. The Enforcement Section brings this action pursuant to the enforcement authority conferred upon it by § 407A of the Act, wherein the Massachusetts Securities Division has the authority to conduct an adjudicatory proceeding to enforce the provisions of the Act and its Regulations.
3. This proceeding is brought in accordance with §§ 101, 201, 301, and 407A of the Act and its Regulations. Specifically, the acts and practices constituting violations occurred pursuant to § 414 of the Act.

4. The Division specifically reserves the right to amend this Complaint and/or bring additional administrative complaints to reflect information developed during the current and ongoing investigation.

#### **IV. RELEVANT TIME PERIOD**

5. Except as otherwise expressly stated, the conduct described herein occurred between January 1, 2012 and the current date (the "Relevant Time Period").

#### **V. RESPONDENTS**

6. Premiere Asset Management, Inc. (hereinafter "Premiere") is a corporation incorporated in at least two states. Gerald Lawler incorporated Premiere with the Alabama Secretary of State, Business Entities Division (hereinafter "Alabama Business Entities Division") as recorded on March 7, 2012. According to documents filed with the Alabama Business Entities Division, Premiere maintains a principal place of business located at 221 Long Street, Talladega, Alabama 35160. According to documents maintained by the Alabama Business Entities Division, Gerald Lawler, Nicola Lawler, Claude Collins, and Mariam Williams are currently or were previously officers of Premiere.

Gerald Lawler also incorporated Premiere with the Florida Department of State, Division of Corporations (hereinafter "Florida Division of Corporations") on February 11, 2014. According to documents filed with the Florida Division of Corporations, Premiere maintains a principal place of business located at 8362 Pines Boulevard, 178, Pembroke Pines, Florida 33024. According to documents maintained by the Florida Division of Corporations, Gerald Lawler, Claude Collins, and Mariam Williams are currently or were previously officers of Premiere.

7. Gerald Lawler (hereinafter "Lawler") is a natural person with a last known address in the state of Alabama. Lawler is not registered with the Division, the United States Securities and Exchange Commission ("SEC"), or the Financial Industry Regulatory Authority ("FINRA").

8. Nicola Lawler is a natural person with a last known address in the state of Alabama. Nicola Lawler is not registered with the Division, the SEC, or FINRA.

9. Mariam Williams (hereinafter "Williams") is a natural person with a last known address in the state of Georgia. Williams has a FINRA CRD number of 1642383. Williams was registered as a broker-dealer agent with a FINRA member firm until October 2012.

10. Claude L. Collins, Sr. (hereinafter "Collins") is a natural person with a last known address in the state of Mississippi. Collins is not registered with the Division, the SEC, or FINRA.

11. Patrik Granec (hereinafter "Granec") is a natural person with a last known address in the state of Florida. Granec is not registered with the Division, the SEC, or FINRA.

## **VI. RELATED PARTIES**

12. GIB Americas, Inc. (hereinafter "GIB Americas") is a corporation incorporated with the Florida Division of Corporations. Ben Yisrael incorporated GIB Americas with the Florida Division of Corporations on February 28, 2012. According to documents filed with the Florida Division of Corporations, GIB Americas maintains a principal place of business located at 3440 Hollywood Boulevard, 415, Hollywood, Florida 33021. According to documents maintained by the Florida Division of Corporations, in 2013 Lawler and Collins were Vice President and Chief Operating Officer, respectively, of

GIB Americas. According to documents maintained by the Florida Division of Corporations, GIB Americas lists Premier Capital Depository Inc., of 3440 Hollywood Boulevard, 415, Hollywood, Florida 33021, as its registered agent. According to records produced in cooperation with the Alabama Securities Commission, Lawler and Collins opened a business checking account on April 11, 2013 in the name of GIB Americas, Inc., account number xxxxxx1846. Account opening documentation lists Lawler as President and provides an associated email account, "glawler@globalclear.us." Signature form documentation lists both Lawler and Collins as account owners.

13. Premier Capital Depository Inc. (hereinafter "Premier Capital") was a corporation incorporated with the Florida Division of Corporations. Cabron J. Mack (hereinafter "Mack") incorporated Premier Capital with the Florida Division of Corporations on May 18, 2010. According to documents filed with the Florida Division of Corporations, Premier Capital maintained a principal place of business located at 433 Plaza Real, Suite 275, Boca Raton, Florida 33432. According to documents maintained by the Florida Division of Corporations, Mack and Cynthia M. Johnson were General Manager and Secretary/Treasurer, respectively, of Premier Capital. According to documents maintained by the Florida Division of Corporations, Premier Capital lists Premier Financial Management LLC of 433 Plaza Real, Suite 275, Boca Raton, Florida 33432 as its registered agent.

14. Premier Financial Management LLC (hereinafter "Premier Financial") is a former business name of GlobalClear Investment and Depository LLC.

15. GlobalClear Investment and Depository LLC (hereinafter "GlobalClear") was registered as an SEC investment adviser firm until April 27, 2015. According to the

Investment Adviser Registration Depository (hereinafter "IARD"), GlobalClear, IARD # 150302, was located at 1180 Franklin Road, Suite 202, Marietta, Georgia 30067. GlobalClear listed Premier Banc Shares and Todd Marolt as direct owners and executive officers.

16. Courtenay Fisher (hereinafter "Fisher") is a natural person with a last known address in the state of Florida. Fisher is not registered with the Division, the SEC, or FINRA. According to documents maintained by the Florida Division of Corporations, Premiere lists Courtenay Fisher as its registered agent.

## VII. ALLEGATIONS OF FACT<sup>1</sup>

### A. **Premiere Operated as a Fraudulent and Unregistered Investment Advisor in the Commonwealth**

17. Premiere, while holding itself out as an investment advisor, operated a Ponzi scheme promising a double return on investments in as little as 48 hours.

18. Lawler incorporated Premiere with the Alabama Business Entities Division as recorded on March 7, 2012. Exhibit A.

19. According to documents filed with the Alabama Business Entities Division, Premiere maintains a principal place of business located at 221 Long Street, Talladega, Alabama 35160. Exhibit A.

20. According to documents maintained by the Alabama Business Entities Division, Lawler, Nicola Lawler, Collins, and Williams are currently or were previously officers of Premiere. Exhibit A.

---

<sup>1</sup> The Enforcement Section has redacted subsequent exhibits to protect personal identifying information.

21. Upon information and belief, Premiere purported to maintain a business license, granted by the City of Talladega, which described Premiere's business as "SECURITIES BROKERAGE." Exhibit B.
22. Lawler also incorporated Premiere with the Florida Division of Corporations on February 11, 2014. Exhibit C.
23. According to documents filed with the Florida Division of Corporations, Premiere maintains a principal place of business located at 8362 Pines Boulevard, 178, Pembroke Pines, Florida 33024. Exhibit C.
24. According to documents maintained by the Florida Division of Corporations, Lawler, Collins, and Williams are currently or were previously officers of Premiere. Exhibit C.
25. No state, including, but not limited to, the Commonwealth of Massachusetts, or federal securities regulator, or any self-regulatory organization, has registered Premiere.
26. No state, including, but not limited to, the Commonwealth of Massachusetts, or federal securities regulator, or any self-regulatory organization, has registered Lawler.
27. No state, including, but not limited to, the Commonwealth of Massachusetts, or federal securities regulator, or any self-regulatory organization, has registered Nicola Lawler.
28. No state, including, but not limited to, the Commonwealth of Massachusetts, or federal securities regulator, or any self-regulatory organization, has registered Collins.
29. No state, including, but not limited to, the Commonwealth of Massachusetts, or federal securities regulator, or any self-regulatory organization, has registered Granec.

30. The Commonwealth of Massachusetts has not registered Williams as an investment adviser, as an investment adviser representative, as a broker-dealer, as a broker-dealer agent, or in any other capacity.

31. Additionally, Lawler and Nicola Lawler voluntarily filed for Chapter 13 bankruptcy on July 2, 2001 in Alabama, which the court dismissed on September 13, 2005.

**B. Premiere Asset Management Double Return Investment Scam**

**a. Fraudulent Offer to Massachusetts Investor**

32. Upon information and belief, Massachusetts resident and retired schoolteacher (hereinafter "Massachusetts Investor A") learned of an investment opportunity with Premiere via a Craigslist.org advertisement.

33. Massachusetts Investor A contacted Granec, an unregistered solicitor for Premiere, on March 24, 2014 (hereinafter "Massachusetts Investor A's Inquiry"). Exhibit D.

34. According to e-mails produced by Massachusetts Investor A, approximately ten minutes after Massachusetts Investor A's Inquiry, Granec provided an overview concerning Premiere's investment program (hereinafter "Premiere Double Return Program"), including, but not limited to, investment instructions and other information pertaining to the investment. Exhibit E.

35. In relevant part the overview provided:

PLEASE FIND ENCLOSED THE FOLLOWING BULLET POINTS OF THE PROGRAM.

1. CAN EITHER USE YOUR CREDIT CARD OR DEBIT CARD OR MULTIPLE CARDS THAT ADD UP TO A MINIMUM OF 100K. A

MERCHANT ACCOUNT IS USED TO PULL IT OFF AND THE TRADE IS IN 48 HOURS AND PAYS 2 TO 1....

2. THEY PAY OFF THE CARD AND GIVE YOU 100% OR THEY CAN GIVE YOU THE ENTIRE 200%. EITHER WAY ITS YOUR CALL.

3. IF ITS CASH YOU USING THEY SET UP A SUB ACCOUNT IN BNY/PERSHING AND IT DONE RIGHT THRU YOUR ACCT. SAME THING.....NO MAX..... MINIMUM 100K....

(emphasis in original) Exhibit E.

36. In response to the overview, Massachusetts Investor A, via email on March 24, 2014, stated, "My brother is my Financial consultant . . . [h]e thinks [the money] will be gone if I give you the bank info . . . he said it looks like another scam from Craigslist."

Exhibit F.

37. In response Granec stated, "I deal with very legitimate people and your brother has no right to say anything against what I post . . . already have a client with another program the same provider and this trade is based in bank of Melon [sic] in NY." Exhibit F.

38. Only minutes later Granec stated, "The program is totally **100% secure** under your sub account (under your client) with most reputable bank in NY, bank of Melon [sic]. This is privilege not a need to be part of it." (emphasis added) Exhibit G.

39. In response to further questions from Massachusetts Investor A regarding fees, Granec stated, "What I know there is broker commission 2,5% as I send you the overview." Exhibit H.

40. On March 25, 2014, pursuant to certain investment instructions provided by Granec, Massachusetts Investor A completed, signed, and returned a "Client Information

Summary – (Annex – A)” (hereinafter “CIS Form”) to Granec. The CIS Form included sensitive personal and financial information concerning Massachusetts Investor A. Exhibit I.

41. On March 26, 2014, Massachusetts Investor A explained, “it is all my retirement money going into this fund. I will be devastated if this doesn’t work out.” Exhibit J.

42. In response to Massachusetts Investor A’s concerns, Granec stated, “There is **NO risk** and you are with TRILLION dollar asset holding bank. You don’t need to be worry about anything!” (emphasis added) Exhibit J.

**b. Fraudulent Premiere Asset Agreement One**

43. Following completion of the CIS Form, on or about March 26, 2014, Massachusetts Investor A communicated with Williams.

44. According to emails between Williams and Massachusetts Investor A, Massachusetts Investor A received a Premiere “Asset Management Agreement” (hereinafter “Premiere Asset Agreement One”) and wire instructions. Exhibit K.

45. Massachusetts Investor A and Williams executed Premiere Asset Agreement One on or about March 26, 2014. Exhibit L.

46. The terms of Premiere Asset Agreement One instructed Massachusetts Investor A to wire \$100,000.00 to an Alabama bank account in the name of Premiere. Exhibit L.

47. According to the terms of Premiere Asset Agreement One, “Premiere Asset Management, Inc. shall provide to [Massachusetts Investor A] a tender cash credit and leverage of \$200,000.00 USD, from the deposit of \$100,000.00 USD . . . .” Exhibit L.

48. As provided in Premiere Asset Agreement One, “Premiere Asset Management, Inc. may employ these funds for purchase, sell and/or loan of banking instruments or securities and/or etc.” Exhibit L.

49. According to Premiere Asset Agreement One, Premiere promised to double Massachusetts Investor A’s initial investment within two to five days. Exhibit L.

50. Upon information and belief, Massachusetts Investor A contacted Premiere after a few weeks, at which time Premiere reinvested a portion of Massachusetts Investor A’s paper profits.

**c. Fraudulent Premiere Asset Agreement Two**

51. On or about April 17, 2014, Massachusetts Investor A and Williams executed a second Premiere “Asset Management Agreement Tranche II” (hereinafter “Premiere Asset Agreement Two”) and wire instructions. Exhibit M.

52. According to the terms of Premiere Asset Agreement Two, “Premiere Asset Management, Inc. shall provide to [Massachusetts Investor A] a tender cash credit and leverage of \$290,000.00 USD, from the deposit of \$145,000.00 USD . . . .” Exhibit M.

53. As provided in Premiere Asset Agreement Two, “Premiere Asset Management, Inc. may employ these funds for purchase, sell and/or loan of banking instruments or securities and/or etc.” Exhibit M.

54. According to e-mails produced by Massachusetts Investor A, Premiere informed Massachusetts Investor A that, unlike Premiere Asset Agreement One, Premiere Asset Agreement Two would provide a return in two to fourteen days. Exhibit N.

55. According to e-mails produced by Massachusetts Investor A, Premiere stated, “It is our desire to under promise and over perform . . . .” Exhibit N.

**C. Premiere Bank Accounts Evidence Fraud in the Offer and Sale of Securities in the Commonwealth**

56. According to records produced in cooperation with the Alabama Securities Commission, Premiere maintained at least two banking accounts at Regions Bank.

57. On July 23, 2013, Lawler, Williams, and Collins opened a business checking account at Regions Bank, account xxxxxx1854, in the name of Premiere Asset Management, Inc. (hereinafter "Premiere Bank Account One"). Exhibit O.

58. According to bank records, Lawler, Williams, and Collins maintained titles of President, Investment Advisor Managing Director, and Vice President, respectively, concerning Premiere Bank Account One. Exhibit O.

59. A review of Premiere Bank Account One indicates multiple deposits and withdrawals, including transfers among related entities and individuals, in addition to the use of funds for personal expenditures. Exhibit P.

60. According to bank records, Regions Bank closed Premiere Bank Account One on November 27, 2013. Exhibit P.

61. On January 15, 2014, Nicola Lawler and Lawler opened a second business checking account at Regions Bank, account xxxxxx1889, in the name of Premiere Asset Management, Inc. (hereinafter "Premiere Bank Account Two"). Exhibit Q.

62. According to account opening documentation, Nicola Lawler and Lawler maintained titles of Director of Operations and President/CEO, respectively, concerning Premiere Bank Account Two. Exhibit Q.

63. A review of Premiere Bank Account Two indicates multiple deposits and withdrawals, including third party transfers, transfers among related entities and

individuals, transfers concerning Massachusetts Investor A, in addition to the use of funds for personal expenditures. Exhibit R.

64. On March 28, 2014, pursuant to the wire instructions included with Premiere Asset Agreement One, Massachusetts Investor A transferred via wire \$100,000.00 from a bank account in the Commonwealth to the non-segregated Premiere Bank Account Two. Exhibit R.

65. According to e-mails produced by Massachusetts Investor A, Williams confirmed receipt of Massachusetts Investor A's investment on March 31, 2014, stating, "Please accept this email as Premiere Asset Management's Confirmation of Receipt of Funds. We have begun processing of your account for our 2-1 Program." Exhibit S.

66. A review of Premiere Bank Account Two reflects at least one other similar deposit for \$100,000.00. Exhibit R.

67. According to e-mails produced by Massachusetts Investor A, on April 14, 2014, Massachusetts Investor A requested Premiere transfer \$55,000.00 and reinvest \$145,000.00. Exhibit T.

68. According to bank records, Premiere transferred \$55,000.00 to Massachusetts Investor A's bank account in the Commonwealth on April 21, 2014. Exhibit R.

69. According to e-mails produced by Massachusetts Investor A, on April 18, 2014, Massachusetts Investor A contacted Williams to confirm the investment in Premiere Asset Agreement Two. Exhibit U.

70. In relevant part, Williams stated, "We do have the \$145k and will get it processed next week per your request." Exhibit U.

71. When Massachusetts Investor A further probed as to the status of the investment pursuant to Premiere Asset Agreement Two, Williams stated, "I have gotten further information regarding your account status and you are in fact on schedule for payout. I will get back to you at the latest, first of next week with more definitive information."

Exhibit V.

72. Upon information and belief, despite multiple subsequent attempts to contact Premiere, Massachusetts Investor A has not recovered any additional funds.

73. Upon information and belief, Massachusetts Investor A last communicated with Premiere in November 2014, speaking with a woman who referred to herself as "Courtney."

74. Upon information and belief, "Courtney" is Courtenay Fisher, a registered agent for Premiere.

75. According to bank records, Regions Bank closed Premiere Bank Account Two on July 24, 2014. Exhibit R.

76. According to records produced in cooperation with the Alabama Securities Commission, Premiere principals and associated individuals also maintained multiple bank accounts for various related entities and individuals, including, but not limited to, GIB Americas Inc.

77. On April 11, 2013, Lawler and Collins opened a business checking account at Regions Bank, account xxxxxx1846, in the name of GIB Americas, Inc. (hereinafter "GIB Account"). Exhibit W.

78. Upon information and belief, GIB Americas, Inc. is related to numerous other corporate entities, including, but not limited to, Premier Capital Depository, Inc. and

Premier Financial Management, LLC, which have been ordered to cease and desist all activities pursuant to regulatory actions in Georgia and Florida.

79. Upon information and belief, GIB Americas, Inc. is related to GlobalClear Investment and Depository LLC, formally registered by the Securities and Exchange Commission as an investment adviser, with an IARD number of 150302.

80. According to records filed with the Florida Division of Corporations, Lawler and Collins were listed as president and vice president of GIB Americas, Inc. in 2013. Exhibit X.

81. On October 25, 2011, the Georgia Department of Banking and Finance issued a cease and desist order concerning GlobalClear Banx Americas, LLC and the following affiliated entities: GlobalClear Holdings, Ltd., Global Clear Bank, Dynast Premier Regency, LLC, GlobalClear Privee, Inc., Premier Capital Depository, Inc., and Ben Zayin Yisrael. Exhibit Y.

82. On December 20, 2014, the Florida Office of Financial Regulation issued a final order permanently barring Premier Financial Management, LLC from submitting an application for license, fining Premier Financial Management, LLC \$58,000.00, and ordering Premier Financial Management, LLC to cease and desist all activities. Exhibit Z.

**D. Material Misrepresentations on Premiere Website in Furtherance of Fraud**

83. Upon information and belief, throughout the Relevant Time Period, Premiere maintained a website, located at [www.premiereasementmanagement.net](http://www.premiereasementmanagement.net) (hereinafter "Premiere Website").

84. According to the Premiere Website, created by Collins on June 24, 2012, as accessed on May 19, 2015, "Premiere Asset Management provides professional, full-time investment management services for a wide variety of clients." Exhibit AA.

85. According to the Premiere Website, Premiere asserted to being "a recognized global leader in alternative investments" offering "a full scope of investment vehicles." Exhibit AA.

86. Furthermore, according to the Premiere Website, "Premiere Asset Management's business functions within a rigorous risk management framework accountable to both regulators and investors . . . ." Exhibit AA.

87. A review of the Premiere Website directly evidences Premiere's plagiarism of two financial asset management firms. In particular, the "Home" tab of the Premiere Website contains language identical to language found on the overview page of a large financial firm website. Exhibit BB.

88. In addition, the "About Us, Our Company" tab of the Premiere Website contains language identical to language found on another large financial firm website. Exhibit CC.

89. According to the Premiere Website, Premiere is located at 8362 Pines Blvd, Suite #178, Pembroke Pines, Florida 33024. Exhibit AA.

90. Upon information and belief, 8362 Pines Blvd, Suite #178, Pembroke Pines, Florida 33024 is a UPS mailbox.

91. Contained within information about Premiere is a webpage dedicated to Mariam A. Williams, "Investment Advisor Managing Director." Exhibit AA.

92. According to the Central Registration Depository, no state has registered Williams following her termination on October 19, 2012 from a FINRA member firm. Exhibit DD.

93. According to the IARD, no state, nor the SEC, nor any other financial regulatory authority has registered Williams with any investment adviser. Exhibit DD.

94. Upon information and belief, other individuals, similar to Massachusetts Investor A, also invested in Premiere.

## VIII. VIOLATIONS OF LAW

### A. COUNT I – Violations of Mass. Gen. Laws. ch. 110A, § 101

95. Section 101 of the Act states that:

It is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly

- (1) to employ any device, scheme, or artifice to defraud,
- (2) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, or
- (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

Mass. Gen. Laws. ch. 110A, § 101.

96. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

97. The conduct of Respondents, as described above, constitutes violations of Mass. Gen. Laws. ch. 110A, § 101.

**B. COUNT II – Violations of MASS. GEN. LAWS ch. 110A, § 102**

98. Section 102 of the Act provides:

It is unlawful for any person who receives, directly or indirectly, any consideration from another person primarily for advising the other person as to the value of securities or their purchase or sale, whether through issuance of analyses or otherwise

(1) to employ any device, scheme, or artifice to defraud the other person, or

(2) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

99. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

100. The conduct of Respondents, as described above, constitutes violations of MASS. GEN. LAWS ch. 110A, § 102.

**C. COUNT III – Violations of Mass. Gen. Laws ch. 110A, § 201(c)**

101. Section 201(c) of the Act provides:

It is unlawful for any person to transact business in this commonwealth as an investment adviser or as an investment adviser representative unless he is so registered under this chapter.

Mass. Gen. Laws ch. 110A, § 201(c).

102. Section 401(m) of the Act defines an investment adviser as follows:

“Investment adviser” means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as a part of a regular business, issues or promulgates analyses or reports concerning securities. “Investment adviser” also includes financial planners and other persons who, as an integral component of other financially related services, provide the foregoing investment advisory services to others for compensation and as a part of a business or who hold themselves out as

providing the foregoing investment advisory services to others for compensation.

Mass. Gen. Laws ch. 110A, § 401(m) (emphasis added).

103. Section 401(n) of the Act defines an investment adviser representative as follows:

“Investment adviser representative” means any partner, officer, director, or a person occupying a similar status or performing similar functions, or other individual, except clerical or ministerial personnel, who is employed by or associated with:

- A. an investment adviser that is registered or required to be registered under this act, and who does any of the following:
  - (i) makes any recommendations or otherwise renders advice regarding securities;
  - (ii) manages accounts or portfolios of clients;
  - (iii) determines which recommendation or advice regarding securities should be given;
  - (iv) solicits, offers or negotiates for the sale of or sells investment advisory services;
  - (v) supervises employees who perform any of the foregoing.

Mass. Gen. Laws ch. 110A, § 401(n).

104. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

105. The conduct of Respondents, as described above, constitutes violations of Mass. Gen. Laws ch. 110A, § 201(c).

**D. COUNT IV – Violations of Mass. Gen. Laws ch. 110A, § 201(d)**

106. Section 201(d)(i) of the Act provides:

It is unlawful for any investment adviser required to be registered to employ an investment adviser representative unless the investment adviser representative is registered under this chapter, but the registration of an investment adviser representative shall not be effective during any period when he is not employed by an investment adviser registered under this chapter.

Mass. Gen. Laws ch. 110A, § 201(d).

107. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

108. The conduct of Respondents, as described above, constitutes a violation of Mass. Gen. Laws ch. 110A, § 201(d).

**E. COUNT V – Violations of Mass. Gen. Laws ch. 110A, § 201(a)**

109. Section 201(a) of the Act provides:

It is unlawful for any person to transact business in this commonwealth as a broker-dealer or agent unless he is registered under this chapter.

Mass. Gen. Laws ch. 110A, § 201(a).

110. Section 401(c) of the Act defines a broker-dealer, in pertinent part, as follows:

“Broker-dealer” means any person engaged in the business of effecting transactions in securities for the account of others or for his own account.

Mass. Gen. Laws ch. 110A, § 401(c).

111. Section 401(b) of the Act defines an agent, in pertinent part, as follows:

“Agent” means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities.

Mass. Gen. Laws ch. 110A, § 401(b).

112. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

113. The conduct of Respondents, as described above, constitutes violations of Mass. Gen. Laws ch. 110A, § 201(a).

**F. COUNT VI – Violations of Mass. Gen. Laws ch. 110A, § 201(b)**

114. Section 201(b) of the Act provides:

It is unlawful for any broker-dealer or issuer to employ an agent unless the agent is registered.

Mass. Gen. Laws ch. 110A, § 201(a).

115. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

116. The conduct of Respondents, as described above, constitutes violations of Mass. Gen. Laws ch. 110A, § 201(b).

#### **G. COUNT VII – Violations of Mass. Gen. Laws ch. 110A, § 301**

117. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in the commonwealth unless:—

- (1) the security is registered under this chapter;
- (2) the security or transaction is exempted under section 402; or
- (3) the security is a federal covered security.

Mass. Gen. Laws ch. 110A, § 301.

118. The Enforcement Section herein re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

119. The conduct of Respondents, as described above, constitutes violations of Mass. Gen. Laws ch. 110A, § 301.

#### **VIII. STATUTORY BASIS FOR RELIEF**

120. Section 407A of the Act, entitled “Violations; Cease and Desist Orders; Costs,” provides in pertinent part:

(a) If the secretary determines, after notice and opportunity for a hearing, that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this chapter or any rule or order issued thereunder, he may order such person to cease and desist

from such unlawful act or practice and may take affirmative action, including the imposition of an administrative fine, the issuance of an order for accounting, disgorgement or rescission or any other relief as in his judgment may be necessary to carry out the purposes of [the Act]. . . .

121. The Division re-alleges and restates the allegations of fact set forth in paragraphs 1 through 94 above.

122. Respondents, directly and indirectly, engaged in the acts, practices, and courses of business set forth in the Complaint above, and it is the Division's belief that Respondents will continue to engage in acts and practices similar in subject and purpose, which constitute violations, if not ordered to cease and desist.

#### **IX. PUBLIC INTEREST**

For any and all of the reasons set forth above, it is in the public interest and will protect Massachusetts investors to provide the relief request in Section X below.

#### **X. RELIEF REQUESTED**

Wherefore, the Enforcement Section of the Division requests that the Director or Presiding Officer take the following actions:

- A. Require Respondents to permanently cease and desist from further conduct in violation of the Act and Regulations in the Commonwealth;
- B. Bar Respondents from all securities business in the Commonwealth;
- C. Find as fact the allegations set forth in paragraphs 1 through 94, inclusive of the Complaint;
- D. Require Respondents to make full restitution to all Massachusetts investors;

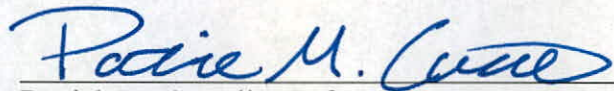
- E. Imposing an administrative fine on Respondents in such amount and upon such terms and conditions as the Director or Presiding Officer may determine; and
- F. Taking any such further actions which may be in the public interest and necessary and appropriate for the protection of Massachusetts investors.

**MASSACHUSETTS SECURITIES DIVISION  
ENFORCEMENT SECTION**

By and through its attorneys,



Anthony R. Leone, Senior Enforcement Attorney



Patrick M. Costello, Enforcement Attorney

Massachusetts Securities Division  
One Ashburton Place, Room 1701  
Boston, Massachusetts 02108  
(617) 727-3548 Telephone  
(617) 248-0177 Facsimile

Dated: June 10, 2015