



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF: )  
)  
PROGRESS MARKETING MANAGEMENT, )  
LLC; and SHAJUAN A. BUTLER, ) Case No. AP-19-14  
)  
*Respondents.* )

**FINAL ORDER TO CEASE AND DESIST AND ORDER AWARDING RESTITUTION,  
CIVIL PENALTIES, AND COSTS AS TO RESPONDENTS PROGRESS MARKETING  
MANAGEMENT, LLC; AND SHAJUAN A. BUTLER**

Now on this 26<sup>th</sup> day of November 2019, the Missouri Commissioner of Securities (“the Commissioner”), having reviewed this matter, issues the following findings and order:

**I. PROCEDURAL BACKGROUND**

1. On September 4, 2019, the Enforcement Section of the Missouri Securities Division of the Secretary of State (“the Enforcement Section”), through Director of Enforcement Steven C. Reed, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs Should Not Be Imposed (“the Petition”).
2. On September 5, 2019, the Commissioner issued an Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs Should Not Be Imposed (“the Order”). On that same day, the Securities Office Manager sent a copy of the Order and Notice of Right to Request a Hearing, via U.S. Certified mail, return receipt requested, to Respondent Progress Marketing Management, LLC (“PMM”), at 4521 Holman Lane, Saint Louis, Missouri 63134, and Respondent Shajuan A. Butler (“Butler”) at 1584 Highway J, Wright City, Missouri 63390.
3. On or around September 5, 2019, a copy of the Order was made available to the general public on the Missouri Secretary of State’s website.<sup>1</sup>
4. On October 9, 2019, the Commissioner was served pursuant to Section 409.6-611(b)<sup>2</sup> by providing a copy of the process (the Order) to the Office of the Commissioner.

<sup>1</sup><https://www.sos.mo.gov/CMSImages/Securities/AP-19-14.pdf>

<sup>2</sup> Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

5. On October 9, 2019, the Office of the Commissioner sent the Notice of Service and Copy of Process (the Order), via U.S. Certified Mail, return receipt requested, to PMM at 4521 Holman Lane, Saint Louis, Missouri 63134, and Butler at 1584 Highway J, Wright City, Missouri 63390.
6. On October 9, 2019, the Enforcement Section filed an Affidavit of Compliance with the Commissioner pursuant to Section 409.6-611 demonstrating that the Enforcement Section has exercised reasonable steps to give notice to Respondents and that substitute service on the Commissioner was justified.
7. On or about September 12, 2019, the Office of the Commissioner received the envelope containing the Order that was sent via certified U.S. mail to Respondent PMM at 4521 Holman Lane, Saint Louis, Missouri 63134. The envelope was marked “Return to Sender, Attempted, Not Known, Unable to Forward”.
8. On or about September 18, 2019, the Office of the Commissioner received the envelope containing the Order that was sent via certified U.S. mail to Respondent Butler at 1584 Highway J, Wright City, Missouri 63390. The envelope was marked “Return to Sender, Not Deliverable as Addressed, Unable to Forward”.
9. A review of the United States Postal Service’s Certified Mail tracking website on October 8, 2019, revealed the Order that was sent via certified U.S. mail to Respondent Butler at 16 San Miguel, Apt. H, St. Charles, Missouri 63303, “was returned to sender on September 10, 2019 because the addressee was not known at the delivery address noted on the package.”
10. On October 17, 2019, the Enforcement Section filed with the Commissioner pursuant to Section 409.6-611 a Notice of Updated Address for Respondent Shajuan A. Butler and Request for Service of Process at 3557 Norman Avenue, St. Louis, Missouri 63114-4418.
11. On or about November 12, 2019, the Office of the Commissioner received the envelope containing the Notice of Service and Copy of Process that was sent via certified U.S. mail to Respondent Butler at 3557 Norman Avenue, St. Louis, Missouri 63114-4418. The envelope was marked “Return To Sender, Attempted – Not Known, Unable to Forward”.
12. Respondents have failed to request a hearing on the Order in compliance with 15 CSR 30-55.020 within the time allowed by Section 409.6-604.
13. The Commissioner has not ordered a hearing in this matter pursuant to Section 406.6-604.

## **II. FINDINGS OF FACT**

### **A. Respondents and Related Parties**

14. On or around November 5, 2018, Butler persuaded a Richmond, Texas resident (“TR”) to invest in PMM. The company’s website revealed that Butler was offering an exorbitant

40% rate of return on investments and representing that these investments have “virtually no risk.” TR invested \$10,000 and received an initial \$3,500 “return” on his \$10,000 investment. Since that time, TR is unable to locate or contact Butler and has not received any additional returns or been able to withdraw his principal.

15. PMM, with an address of 4521 Holman Lane, Saint Louis, Missouri 63134, is a Missouri limited liability company organized in the State of Missouri on October 8, 2018. Its registered agent is Butler.
16. A check of the records maintained by the Commissioner indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by PMM.
17. Butler is a 28 year-old Wright City, Missouri, resident with a last known address of 1584 Highway J, Wright City, Missouri 63390.
18. A check of the Central Registration Depository (“CRD”) indicates that Butler has never been registered as a broker-dealer, broker-dealer agent, investment advisor, investment advisor representative, and/or issuer agent.

#### **Enforcement Section’s Investigation:**

##### **Investment by TR**

19. On or about April 12, 2019, the Enforcement Section opened an investigation on PMM and Butler after receiving a referral from the Financial Industry Regulatory Authority (“FINRA”) providing, among other things, the following information:
  - a. TR stated he had invested \$10,000 with Butler after Butler guaranteed he would receive a 40% return on his investment every two to three weeks; and
  - b. TR invested \$10,000 on November 5, 2018, by means of wire transfer to Butler’s bank account.

#### **Enforcement Section’s Letter to Progress Marketing Management and Shajuan A. Butler**

20. On June 11, 2019, the Enforcement Section mailed a letter via certified mail with receipt number 7017 1450 0000 7511 3633 to PMM requesting, among other things, the following:
  - a. a list of all investors in PMM, including but not limited to, names, address, telephone number, date(s) and amount(s) invested; and description of investment;
  - b. copies of all documents provided to or signed by investors of PMM;
  - c. copies of all correspondence to, from, or about PMM, sent to investors;
  - d. name and address of financial institution(s) where investors’ money was deposited;

- e. a narrative explaining how investor funds were used; and
  - f. dates and amount of payments made to investors.
21. On June 24, 2019, the letter was returned as ‘Return to Sender, Not Deliverable as Addressed; Unable to Forward.’
22. On June 26, 2019, the Enforcement Section sent a Subpoena requesting the above information via certified mail with receipt number 7017 1450 0000 7511 3657. The letter was returned as ‘Return to Sender, Not Deliverable as Addressed; Unable to Forward.’

### **Progress Marketing Management Website**

23. PMM’s website, <https://progressmarketing.info>, provides, among other things:
- a. “Great 40% ROI (Return on Investment), coming with daily reports upon request. The returns come back in just two weeks’ time, at that time you choose to continue growing your wealth or pulling your funds (including original investment). That’s Right, you don’t lose out on any money. This has virtually no risk”;
  - b. “Since 2010 we have helped create portfolios to meet long-term financial goals. Have questions about investments, retirement? One of our credentialed professionals would be glad to help”;
  - c. “We start by clarifying our fee structure and explaining the different ways we can help. We help you invest in Social marketing Campaigns that are sure to hit. We run test [sic] with our own funds so we know what works when were [sic] helping a client”; and
  - d. “Our team is comprised of people with different kinds of finance experience, but we all have this in common – a commitment to ethics and integrity. We’re all fully licensed and credentialed. And you can count on unbiased recommendations and impartial guidance”.

### **Documents Produced by TR**

24. TR provided copies of his text message conversations with Butler. The following is a summary:
- a. October 30, 2018 – Butler promises a 40% return in two to three weeks and the return of the principal;
  - b. November 5, 2018 - TR wires \$10,000 to Butler’s Bank of America account number ending in 6531;

- c. November 8, 2018 – Butler provides TR with screenshots of digital ads to show TR how his money is being invested;
  - d. November 29, 2018 – TR receives a \$3,500 “return” on his investment. Butler fails to address why it is less than the guaranteed 40% return;
  - e. January 2, 2019 – Butler stated that all investors have suffered from a “cyber-attack” and “PMM has been under heavy investigation trying to not only uncover the culprit, but also to figure out where the company funds have been moved. We haven’t been able to give out many details because we truly don’t have any ourselves outside of what the authorities give to us. We appreciate your patience & look forward to recovering all that has been lost and more”; and
  - f. beginning January 8 through February 2019 – TR requested the return of his investment multiple times, but receives no response from Butler.
25. The Enforcement Section spoke with TR on August 29, 2019, via telephone and TR stated, among other things:
- a. TR found out about the investment through a Google ad – it was listed as a top three or four investment opportunity;
  - b. TR had called and spoke with Butler and was guaranteed 40% return every two weeks. There were different returns at different tiers of investment;
  - c. once the contract was signed and approved on November 4, 2018, TR wired \$10,000 from his Chase Bank account to PMM’s Bank of America account;
  - d. TR received one return back in the amount of \$3,500, but never received any information as to why it wasn’t the full \$4,000 he was originally guaranteed;
  - e. in December 2018, Butler stated there was a cyber-attack or virus and there was a breach in the system and all the funds were taken; and
  - f. since January, TR has sent emails and phone messages, but there has been no response from Butler.

**Material false statements, failures to disclose, and omissions**

- 26. Butler failed to disclose that there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by PMM.
- 27. Butler omitted to disclose that Butler has never been registered as a broker-dealer, broker-dealer agent, investment advisor, investment advisor representative, and/or issuer agent.

28. Butler failed to disclose that Butler, at the time of TR's investment, was on felony probation for forgery in St. Charles County Circuit Court, Case No. 0911-CR06373-01 for offenses committed on or about May 27, 2009.
29. Butler misrepresented that he and PMM could provide a 40% ROI (Return on Investment) and that he would provide daily reports upon request.
30. On information and belief, Butler misrepresented that there was a cyber-attack or virus and there was a breach in the system and all the funds were taken.

### III. CONCLUSIONS OF LAW

#### **Multiple Violations of Offering and Selling Unregistered, Non-Exempt Securities**

31. **THE COMMISSIONER CONCLUDES** that Respondents offered and sold unregistered, non-exempt securities in the form of a contract to pay a 40% return:
  - a. "Sale" and "offer to sell" are defined in Section 409.1-102(26). Respondents solicited TR to invest in PMM with the promise of a 40% return every two or three weeks and received funds from TR. This activity constitutes the offer and sale of securities; and
  - b. "investment contract" is enumerated in the list of items that are securities in Section 409.1-102(28). The investment Respondents offered and sold to investors are investment contracts, in that:
    - i. investors invested funds in a common enterprise with Respondents;
    - ii. investors' funds were to be used by Respondents to generate returns;
    - iii. investors expected a profit from the efforts of Respondents and not from investors' own efforts; and
    - iv. investors' expected profits were interwoven with and dependent upon the efforts of Respondents.
32. TR invested money with a reasonable expectation of profits, including through the increased value of their investments, based on the managerial efforts of others.<sup>3</sup>
33. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for the securities offered and sold by Respondents.
34. Respondents offered and sold securities in Missouri without these securities being (1) a federal covered security, (2) exempt from registration under Sections 409.2-201 or 409.2-

---

<sup>3</sup> See *SEC v. Edwards*, 540 U.S. 389, 393 (2004); *SEC v. W.J. Howey Co.*, 328 U.S. 293, 301 (1946)

203, or (3) registered under the Missouri Securities Act of 2003.

35. Respondents offered and sold unregistered securities in violation of Section 409.3-301 and engaged in an illegal act, practice, or course of business and such conduct is therefore subject to the Commissioner's authority under Section 409.6-604.

**Multiple Violations of Transacting Business as an Unregistered Agent**

36. **THE COMMISSIONER FURTHER CONCLUDES** that Respondent Butler transacted business as an unregistered agent in the state of Missouri.
37. Respondent offered and/or sold securities to investors in Missouri.
38. These activities constitute transacting business as an agent in the state of Missouri under Section 409.1-102(1).
39. At all times relevant to this matter, Respondent was not registered as an agent in the state of Missouri.
40. Respondent offered and/or sold securities to investors in Missouri without being registered or exempt from registration as an agent in violation of Section 409.4-402(a), and engaged in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

**Multiple Violations of Making an Untrue Statement, Omitting to State Material Facts or Engaging in An Act, Practice, or Course of Business that Would Operate as a Fraud or Deceit Upon Another Person in Connection with the Offer or Sale of a Security**

41. **THE COMMISSIONER FURTHER CONCLUDES** that in connection with the offer, sale or purchase of a security, Respondents made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, the following:
  - a. Butler failed to disclose that there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any securities issued by PMM;
  - b. Butler omitted to disclose that Butler has never been registered as a broker-dealer, broker-dealer agent, investment advisor, investment advisor representative, and/or issuer agent;
  - c. Butler failed to disclose that Butler, at the time of TR's investment, was on felony probation for forgery in St. Charles County Circuit Court, Case No. 0911-CR06373-01 for offenses committed on or about May 27, 2009;

- d. Butler misrepresented that he and PMM could provide a 40% ROI (Return on Investment) and that he would provide daily reports upon request; and
  - e. on information and belief, Butler misrepresented that there was a cyber-attack or virus and there was a breach in the system and all the funds were taken.
42. Respondents made an untrue statement of material fact, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading or engaged in an act, practice, or course of business that would operate as a fraud or deceit upon another person in violation of Section 409.5-501, and engaged in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.
43. This order is in the public interest and is consistent with the purposes of the Missouri Securities Act of 2003. *See* Section 409.6-605(b).

#### **IV. ORDER**

**NOW, THEREFORE**, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order be prohibited from violating or materially aiding in any violation of:

- A. Section 409.3-301, by offering or selling any securities as defined by Section 409.1-102(28), in the State of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-301;
- B. Section 409.4-402(a), by transacting business as an unregistered agent; and
- C. Section 409.5-501, by, in connection with the offer or sale of securities, making an untrue statement of a material fact or omitting 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 engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

**IT IS FURTHER ORDERED** that pursuant to Section 409.6-604(d), Respondents shall each pay a civil penalty of \$10,000 for more than one violation of Section 409.3-301. This amount shall be made payable to the State of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), Respondent Butler shall pay a civil penalty of \$10,000 for more than one violation of Section 409.4-402(a). This amount shall be made payable to the State of Missouri and paid within 30 days of the date of this Final



Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), Respondents shall each pay a civil penalty of \$10,000 for more than one violation of Section 409.5-501. This amount shall be made payable to the State of Missouri and paid within 30 days of the date of this Final Order. The Secretary of State shall forward these funds to the state treasury for the benefit of county and township school funds as provided in Article IX, Section 7 of the Constitution of Missouri. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, P.O. Box 1276, Jefferson City, Missouri 65102.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(d), Respondents shall pay, jointly and severally, restitution in the amount of \$6,500, plus interest, calculated at the rate of eight percent annum from the dates set forth in Exhibit A attached to this Order, and disgorge any profits arising from any violations of Sections 409.3-301, 409.4-402(a), and 409.5-501. This amount shall be made payable to the Missouri Secretary of State's Investor Restitution Fund, and the Commissioner will take reasonable and necessary actions to distribute such funds to the investors listed in Exhibit B. This amount shall be sent to the Missouri Securities Division at 600 West Main, P.O. Box 1276, Jefferson City, Missouri 65102, within 30 days from the date of this Final Order.

**IT IS FURTHER ORDERED** that, pursuant to Section 409.6-604(e), Respondents shall pay, jointly and severally, \$1,145.71, in actual costs for investigation into, and the proceedings associated with, this matter. This amount shall be payable to the Missouri Secretary of State's Investor Education and Protection Fund and paid within 30 days of the date of this Final Order. This amount shall be sent to the Missouri Securities Division at 600 West Main, P.O. Box 1276, Jefferson City, Missouri 65102.

**SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,  
MISSOURI THIS *26th* DAY OF NOVEMBER, 2019.



JOHN R. ASHCROFT  
SECRETARY OF STATE

*David M. Minnick*  
DAVID M. MINNICK  
COMMISSIONER OF SECURITIES

**CERTIFICATE OF SERVICE**

I hereby certify that on this 20<sup>th</sup> day of November 2019, a copy of the foregoing Final Order to Cease and Desist and Order Awarding Restitution, Civil Penalties, and Costs As to Respondents Progress Marketing Management, LLC; and Shajuan A. Butler in the above styled case was **mailed via certified U.S. Mail to:**

Progress Marketing Management, LLC  
Registered Agent: Shajuan A. Butler  
4521 Holman Lane  
St. Louis, MO 63134

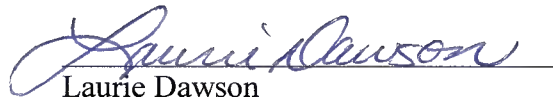
Shajuan A. Butler  
1584 Highway J  
Wright City, MO 63390

Shajuan A. Butler  
16 San Miguel, Apt. H  
St. Charles, MO 63303

Shajuan A. Butler  
3557 Norman Ave.  
St. Louis, MO 63114-4418

**And hand delivered to:**

Steven Reed, Director of Enforcement  
Securities Division  
Missouri Secretary of State's Office  
600 West Main Street, Room 229  
Jefferson City, Missouri 65101

  
Laurie Dawson  
Securities Office Manager