

The STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

KIMBERLY J. DIXSON SCOTT  
MODERNDAY MULTIMEDIA INC.

RESPONDENTS

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**ADMINISTRATIVE ORDER**  
**NO. CD-2015-0007**

**CEASE AND DESIST ORDER**

The Alabama Securities Commission ("Commission"), having the authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("ACT"), upon due consideration of the subject matter hereof, having confirmed information of the offer for sale of securities, into, within or from the state of Alabama, has determined as follows:

**RESPONDENTS**

1. KIMBERLY J. DIXSON SCOTT (SCOTT), at all times relevant, was an Alabama Resident with a residential address of 122 Michael Ave. Apt. C, Madison, AL 35857.

2. MODERNDAY MULTIMEDIA INC. (MODERNDAY), during all times relevant, was an unincorporated business with a business address of 18052 Clinton Avenue, Huntsville, AL 35804.

**STATEMENT OF FACTS**

3. The Commission received information that in September, 2014, SCOTT solicited an investment from a TEXAS RESIDENT by offering to sell securities to wit: A Share Purchase Agreement for 100 C Shares of MODERNDAY.

4. In August 2014, the TEXAS RESIDENT was contacted by SCOTT, an acquaintance of over nine years. SCOTT told the TEXAS RESIDENT that she was "having financial problems and recently had to pawn her wedding ring." SCOTT further stated "While praying over her financial problems", SCOTT remembered an old \$15,000 investment made in 1985, while SCOTT and her husband were stationed in England with the military.

5. SCOTT then contacted the English company to check the status of the 1985 investment. SCOTT discovered she and her husband had \$6,300,000 in an account plus an additional \$7,400,000 due very soon. SCOTT stated it would take time to pay taxes and move the money from England to the United States.

6. SCOTT stated that before receiving the funds, she needed money for business and personal expenses. SCOTT was offering a high yield investment with her company MODERNDAY. SCOTT solicited an investment of \$10,000 from the TEXAS RESIDENT for the purchase of 100 C shares of MODERNDAY. SCOTT stated she used to have a stockbroker's license and would have an attorney draft an offering document for the TEXAS RESIDENT. Subsequently, SCOTT e-mailed the TEXAS RESIDENT an unsigned copy of a "share purchase agreement" dated September 4, 2014 as the "Execution Date." SCOTT stated that "she needed the \$10,000 investment by noon Friday." SCOTT stated once she received the money from England, SCOTT would repay the TEXAS RESIDENT 10 times the value of the \$10,000 investment for a return of \$100,000. In addition SCOTT stated she would donate additional money to the TEXAS RESIDENT's ministry.

7. On September 4, 2014, the TEXAS RESIDENT wire transferred \$10,000 to an account provided by SCOTT. A few days later SCOTT arrived in TEXAS to meet with the TEXAS RESIDENT. During the visit, SCOTT stayed as a guest at TEXAS RESIDENT's home. SCOTT assured the TEXAS RESIDENT that everything was on track for the pending receipt of SCOTT's England investment funds. A few days later, SCOTT left without signing the Share Purchase Agreement for 100 C Shares of MODERNDAY for the TEXAS RESIDENT.

8. Since taking the TEXAS RESIDENT's \$10,000, SCOTT moved, left no forwarding address and changed phone numbers. The TEXAS RESIDENT is unable to locate SCOTT and never received a stock certificate for any shares of MODERDAY stock.

9. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on February 25, 2015, disclosing no record of registration, nor any perfected exemption from registration for the securities offered, or caused to be offered, by SCOTT or MODERNDAY.

10. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on February 25, 2015, disclosing no record of registration for SCOTT or MODERNDAY as a broker-dealer agent, investment advisor, or investment advisor representative in the state of Alabama.

#### **CONCLUSIONS OF LAW**

11. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of security includes stock and any certificate of interest or participation in any profit-sharing agreement. The 100 C shares offered by RESPONDENTS represent an interest or participation in a profit-sharing agreement and are securities under the Act.

12. Pursuant to Section 8-6-4, Code of Alabama, 1975, it is unlawful for any person to offer or sell any security in this state unless said security: (1) is registered under the Act; (2) the security is exempt from registration under section 8-6-10; or (3) the transaction is exempt under section 8-6-11. The securities offered by SCOTT and MODERNDAY; to wit: the C Shares, were neither registered nor subject to exemption from registration in Alabama and were offered and sold in violation of the Act.

13. Section 8-6-2(2) Code of Alabama 1975, defines an agent as any individual other than a dealer who represents a dealer or Issuer in effecting or attempting to effect sales of securities. A partner, officer or director of a dealer or issuer is an agent if he otherwise comes within the definition. SCOTT, by soliciting the Texas investor to

purchase C Shares in MODERNDAY, acted as a securities Agent of MODERNDAY, and is an Agent under the Act.

14. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in the state as a dealer or agent for securities unless they are registered under the ACT. By soliciting sales of the C Shares of MODERNDAY to the Texas resident from Alabama, SCOTT acted as an agent of MODERNDAY while not being registered with the Commission in violation of the Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that may be available to it under the Alabama Securities Act.

Additionally, if the allegations set forth herein are found to be true, through either administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the respondents, it is the intention of the Commission to impose sanctions upon the RESPONDENTS. Such sanctions may include, inter alia, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative costs arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

**ACCORDINGLY, IT IS HEREBY ORDERED** that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, AL, this 2nd day of April, 2015.



ALABAMA SECURITIES COMMISSION  
401 Adams Ave, Suite 280  
Montgomery, AL 36104  
(334) 242-2984

BY:

A handwritten signature in blue ink, appearing to read "JP Borg", is written over a horizontal line. The signature is stylized with long, sweeping strokes.

JOSEPH P. BORG  
Director