

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:)	
GS PARTNERS GLOBAL)	
WEALTHBUILDERS WORLDWIDE)	
JOSIP HEIT)	
NATHANIEL HINES, JR)	
JEANETTE MORGAN HINES)	
DEL FRANK LEWIS)	ADMINISTRATIVE ORDER
DIANA L. LEWIS)	NO. CD-2023-0021
)	
)	
)	
RESPONDENTS)	

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, and having confirmed information of the offers for sale and/or sale of securities and investment advice being provided into, within or from the State of Alabama, has determined as follows:

RESPONDENTS

1. Respondent **GS PARTNERS GLOBAL** ("GS PARTNERS") purports to be involved in digital banking, corporate finance, and investment solutions. **GS PARTNERS** issues for sale securities called MetaCertificates. MetaCertificates are marketed online and at seminars in which Members of **GS PARTNERS** recruit potential customers to purchase MetaCertificates and register to become Members. **GS PARTNERS** currently has a registered mailing address of Emgate Building, Office 343-745, 212 Sheikh Zayed Road, Al Wasl, Dubai, United Arab Emirates. It also has a mailing address of 149a Vaihingerstrasse, Stuttgart, Baden-Wuerttemberg, 30337, Germany.

2. Respondent **JOSIP HEIT** (“**HEIT**”) is the CEO, Chairman of the Board, and/or control person of **GS PARTNERS**, as well as other companies associated or affiliated with **GS PARTNERS**. **HEIT** is not a United States citizen. **HEIT** has a mailing address of Emgate Building, Office 343-745, 212 Sheikh Zayed Road, Al Wasl, Dubai, United Arab Emirates, the same as **GS PARTNERS**, and Strada Alexandru cel Bun Nr 22, Galati, Galati, 800193, Romania as well as a residential address of 30 Hans Place, London, GB. SW1X0JY.

3. Respondent **WEALTHBUILDERS WORLDWIDE** (“**WEALTHBUILDERS**”), also known as WealthBuilders Global, is the company by which MetaCertificates issued by **GS PARTNERS** are marketed and sold in Alabama by the Respondents listed in paragraphs 4 through 7.

4. Respondent **NATHANIEL HINES, Jr.** (“**N. HINES**”) is an Alabama resident with a listed address of 407 Natures Way SW, Huntsville, Alabama 35824. **N. HINES**, a retired employee of the Federal Bureau of Prisons, is a representative and Member of **GS PARTNERS** and associated with **WEALTHBUILDERS**.

5. Respondent **JEANETTE MORGAN HINES** (“**J. HINES**”), is an Alabama resident with a listed address of 407 Natures Way SW, Huntsville, Alabama 35824. **J. HINES**, a licensed real estate agent, is a representative and Member of **GS PARTNERS** and associated with **WEALTHBUILDERS**. N. Hines and J. Hines are husband and wife.

6. Respondent **DEL FRANK LEWIS** (“**LEWIS**”) is an Alabama resident with a listed address of 3706 Everest Dr., Montgomery, Alabama 36106. **LEWIS**, a Montgomery, AL business owner, is a representative and Member of **GS PARTNERS** and associated with **WEALTHBUILDERS**.

7. Respondent **DIANA L. LEWIS** (“**D. LEWIS**”) is an Alabama resident with a listed address of 3706 Everest Dr., Montgomery, Alabama 36106. **D. LEWIS** is a representative and Member of Respondent **GS PARTNERS** and associated with **WEALTHBUILDERS**. Lewis and D. Lewis are husband and wife.

**OTHER ENTITIES/INDIVIDUALS REFERENCED IN THE CEASE AND DESIST
ORDER**

8. **BRUCE INNES WYLDE HUGHES** (“**HUGHES**”) is identified in **GS PARTNERS** presentations as the GSB corporate trainer. **HUGHES** has a business address of Emgate Building, Office 343-745, 212 Sheikh Zayed Road, Al Wasl, Dubai, United Arab Emirates.

9. **MICHAEL LYNN “EL” DALCOE** (“**DALCOE**”) is a Georgia resident with a listed address of 5821 Lisa Ln., Austell, GA 30108. **DALCOE** is identified as a **GS PARTNERS** Crown Ambassador and a representative of **WEALTHBUILDERS**. Pursuant to records obtained by the Commission, **DALCOE** pays for the **WEALTHBUILDERS’** Zoom account. **DALCOE’s** LinkedIn page identifies him as a member of the “Executive Council Gold Standard Partners.” **DALCOE** owns a Georgia company named M&M Enterprises and Consulting LLC with a principal address of 7911 Palomino Pass, Riverdale, GA 30274, which is the address associated with the **WEALTHBUILDERS** Zoom account.

10. **DIRC ZAHLMANN** (“**ZAHLMANN**”) is identified in **GS PARTNERS** presentations as GSB Head of M&A and Marketing Advisor. **ZAHLMANN** has a business address of Emgate Building, Office 343-745, 212 Sheikh Zayed Road, Al Wasl, Dubai, United Arab Emirates, as well as Steinacherstr 2a 9327 Tübach, Switzerland. Additionally, **ZAHLMANN** is the CEO and Founder of Zahlmann Consulting LLC which is purported to be an “international operating consulting firm specialized in sales success systems with a full-service attitude for all clients.” Zahlmann Consulting claims to have offices located in Tubach, Switzerland; New York, USA; London, UK; and Ehsan, Malaysia.

11. **SWISS VALOREM BANK** (“**SWISS**”) claims to be involved in digital banking, corporate finance and investment solutions. **SWISS** is the avenue by which **GS PARTNERS** Customers and Members create accounts and purchase securities (MetaCertificates) issued by Respondents **HEIT** and **GS PARTNERS**. It is not an FDIC-insured or state-chartered bank. **SWISS’** current registered mail address is Emgate Building, Office 343-745, 212 Sheikh Zayed

Road, Al Wasl, Dubai, United Arab Emirates. It also has a mailing address of Königsallee 61, 40215, Düsseldorf, Germany.

SUMMARY

12. The Commission recently learned that **RESPONDENTS** are conducting ongoing, unregistered investment advisory activity and the offer and sale of unregistered securities in Alabama.

STATEMENT OF FACTS

13. **HEIT** and **GS PARTNERS** have implemented a business plan in which securities called MetaCertificates are sold to investors with the promise of guaranteed, lucrative returns. The investors who purchase MetaCertificates are categorized as Customers or Members (also called Partners). Customers simply purchase the MetaCertificates, while Members join **GS PARTNERS** by paying a fixed amount each month in addition to purchasing MetaCertificates. Members can earn additional returns and/or income by recruiting new Customers and/or Members to **GS PARTNERS**.

RELATIONSHIP BETWEEN HEIT, GS PARTNERS, WEALTHBUILDERS, AND METACERTIFICATES

14. MetaCertificates (also called Metaverse Certificates) are issued by **GS PARTNERS**, of which **HEIT** is a controlling person.

15. MetaCertificates are not registered in Alabama.

16. **WEALTHBUILDERS** is the company by which **HINES, J. HINES, LEWIS** and **D. LEWIS** market and sell MetaCertificates. **WEALTHBUILDERS** is affiliated with **GS PARTNERS**.

17. The **WEALTHBUILDERS** website (<https://wbwwebinar.com/#>) shows the affiliation with **GS PARTNERS**. The **WEALTHBUILDERS** home page displays the “WealthBuilders Worldwide” logo, and the text at the top of the page reads, “Brought to you by WealthBuilders Worldwide.” On the left side of the same page the text reads, “GSPartners, The NEW DIGITAL Era is Here. GSPartners. Global Connects Corporate And Communities To Create Real World Value Solutions. Explore, Earn & Have Fun!” On the right side of the page the text reads, “Webinar On Demand, Start Webinar, To Watch Our Full Overview Presentation.” The **GS PARTNERS** logo is also displayed on the page.

18. When the “Start Webinar” button is clicked, **DALCOE** can be heard narrating a slide presentation during which **DALCOE** presents the MetaCertificates.

19. In the webinar, **DALCOE** explains the Membership compensation structure that includes a 15% commission on each referral transaction. **DALCOE** says that the “company has a team called WealthBuilders Global and you are working for yourself but not by yourself.” **DALCOE** invites Members to join a Zoom call every day “to stay plugged in.” **DALCOE** invites Members to take a photograph of a slide that states, “Get The Support You Need! Plug In – Stay Connected. All Online Events, www.GoldRocks.info, <https://us02web.zoom.us/j/643552456>.” At the bottom of the slide the following websites are listed: www.TheRealMoney.info, Shop.myWBW.net, LetsGoWeekend.com, www.g999main.net, www.GSPartners.global, www.GSTrade.exchange, and www.Lydian.world.

20. **HEIT**’s control of **GS PARTNERS** was described by **DALCOE** in a Zoom presentation on October 11, 2023, to **GS PARTNERS**’ Members in the United States and Canada. **DALCOE** told viewers that **HEIT** covered all **GS PARTNERS**’ losses for 2 months before the Customers and Members realized any loss in their accounts as accessed via **SWISS**. Additionally, **DALCOE** stated that **HEIT** mandated conservative trading strategies for all Customers and Members, no matter their setting at the time.

21. **HEIT** identified himself multiple times as the Chairman of the Board of GSB Gold Standard Group in a speech made December 23, 2020. The backdrop included the names “Gold Standard Group” and “G999”, the web address “G999MAIN.NET” (g999main.net is also

referenced in paragraph 19), and the lion logo associated with **GS PARTNERS** seminars conducted in Montgomery, Alabama. **HEIT** specifically references **GS PARTNERS** during the speech to highlight how **GS PARTNERS** has “enable[d] people from all over the world to earn daily salary in real time without being dependent on anyone.” **HEIT** announced prizes of \$3.5 million for **GS PARTNERS** to further support Members, which he said he would officially announce in a corporate call on December 26, 2020, along with the terms and conditions. **HEIT** referenced **GS PARTNERS** a few more times throughout the address.

22. Pursuant to records obtained by the Commission, the Zoom account for the username GSPartners, Customer Name of GSB Gold Standard Banking Corporation AG, and email address zoom@g999main.net was billed to **HEIT**.

UNREGISTERED METACERTIFICATES OFFERED FOR SALE AND SOLD IN ALABAMA ONLINE

23. Respondents **HEIT** and **GS PARTNERS** promote the sale of MetaCertificates through internet websites accessible by Alabama residents at gspartners.global (“**GS PARTNERS**’ Website”), gsb.gold (“Gold Standard Corp. Website”) and g999main.net (“G999 Website”) (some of sites are referenced in paragraphs 19 and 21).

24. The **GSPARTNERS** website redirects Alabama residents to an Instagram account (@g999blockchain), Facebook webpage (@g999blockchain) and YouTube channel (<https://www.youtube.com/@g999main>) that promoted the sale of MetaCertificates until approximately October 21, 2023, when references to MetaCertificates were suddenly removed.

25. Shortly after the references to MetaCertificates were removed, it was reported by a website that multiple federal agencies and the Commission were investigating **GS PARTNERS**.

26. Respondents **GS PARTNERS**, **HEIT**, and **N. HINES**, as well as **HUGHES** and **ZAHLMANN**, use videoconferencing to train Members and promote the sale of MetaCertificates. These trainings were available to residents of Alabama, but some were removed in the last month. Examples of these trainings include:

- <https://www.youtube.com/watch?v=K02PZtmBzyw> (GS Partners Corporate Presentation 6-26-2023)
- <https://www.youtube.com/watch?v=BhA0IFMU6Yo> (GS Partners Corporate call 8-12-2023)
- https://www.youtube.com/watch?v=60Ds_kHtS98 (GS Partners Corporate Call 9-13-2023)
- <https://www.youtube.com/watch?v=PjiCzRCuAbk> (GS Partners Corporate Call 10-6-2023)
- <https://www.youtube.com/watch?v=PCPS3TkXrnQ> (GS Partners Corporate Call 10-7-2023)

27. The **GS PARTNERS** website, available to prospective Customers and Members who create an online account, describes the process of purchasing MetaCertificates as follows:

- a. Customers and Members must convert fiat currency to crypto currency, USDT (Tether), to purchase MetaCertificates. Customers and Members cannot use fiat currency to purchase MetaCertificates. The USDT must be transferred to a wallet on the **GS PARTNERS** website where the Customers and Members can select the MetaCertificate(s) to purchase.
- b. Upon purchasing a MetaCertificate, Customers and Members must then “load” (i.e. pay additional money) their MetaCertificates with more funds until satisfying certain thresholds in order to optimize the guaranteed returns. MetaCertificates typically incorporate a single threshold, often referred to as the “main load.” Customers and Members that load additional principal equal to or more than the main load have “fully loaded” their MetaCertificates.
- c. Some MetaCertificates use two tiers of thresholds, referred to as “main load 1” and “main load 2.” These two-tier loads require Customers and Members to pay more funds than the single tier in order to maximize their profits. Customers and Members who load additional principal equal to or more than main load 1 have “fully loaded main load 1” and then load additional principal equal to or in excess of main load 2 have “fully loaded main load 1” and “fully loaded main load 2.”
- d. Customers and Members who meet the main load requirements are entitled to receive the guaranteed profits, returns, bonuses, and/or income.
- e. When a Customer or Member funds an account and purchases a MetaCertificate, they then select a sector to invest in, such as Blockfolio, Real Estate, Supplements, Fintech, Renewables, or Online Gaming.
- f. These sectors pay different rates of return and bonuses.

**METACERTIFICATES OFFERED FOR SALE IN MONTGOMERY, ALABAMA ON
OCTOBER 7, 2023**

28. On October 7, 2023, Respondents **N. HINES, J. HINES, LEWIS** and **D. LEWIS**, representing Respondents **GS PARTNERS** and **WEALTHBUILDERS**, held an investment seminar at a national chain hotel in Montgomery, Alabama. A Commission employee attended the seminar.

29. This event was advertised on Facebook by **N. HINES**. In the advertising flyer, **N. HINES, J. HINES, LEWIS** and **D. LEWIS** were pictured, and **N. HINES** was identified as the speaker.

30. The advertising flyer's text imparted the following: "MONTGOMERY, AL, WEALTHBUILDERS, PRE-LAUNCH, IMPACTING LIVES, CHANGING COMMUNITIES...MONTGOMERY, AL, SATURDAY: OCT 07, 2023, 10:00 AM – 1:00 PM, Steps to Success Strategies Training @11 am, TOPICS TO DISCUSS: Put Yourself in Total Control of Positioning Your Family To Never Worry About Money & More! Because of the magnitude of the information, Sign-in by 9:45am. Doors will close at 10:15am no recording will be allowed at this event.

31. The entrance to the investment seminar was clearly marked with signage identifying the seminar as a **WEALTHBUILDERS** event.

32. Prior to allowing attendees into the conference room, **N. HINES** filmed a short video of himself and two attendees expressing why they came to the meeting. The two attendees said they had a desire to "never worry about money again." This video was later posted on Facebook as additional advertisement. An employee of the Commission viewed the video after it was posted online (<https://www.facebook.com/1082767342/videos/239896358706529/>). This video is no longer available online.

33. **D. LEWIS** and **J. HINES** assisted with registering attendees, coordinating the meeting, and organizing refreshments during breaks.

34. **LEWIS** introduced himself as a member of **WEALTHBUILDERS**. **LEWIS** told the attendees that he had been with **WEALTHBUILDERS/GS PARTNERS** for several months and that it had benefited his family greatly. **LEWIS** said his investments were doing great. **LEWIS** stated that he believes in **GS PARTNERS** and its products. **LEWIS** acknowledged his wife, **D. LEWIS**, was in the room to assist attendees. **LEWIS** then introduced **N. HINES** as the speaker.

35. **N. HINES** stated that he has been in network marketing for 10 years and currently represents **WEALTHBUILDERS** and **GS PARTNERS**. He wanted to present to the people of Montgomery the “game changer” products of **GS PARTNERS**, which he said is powered by **SWISS**. **N. HINES** stated that he wants to change Montgomery with these products.

36. **N. HINES** used a PowerPoint presentation throughout that referenced **WEALTHBUILDERS** on most slides and incorporated disclaimers referencing **GS PARTNERS**.

37. **N. HINES** identified the MetaCertificates as a **GS PARTNERS** product that are “the same as a bank certificate of deposit but better. It pays more.” Assuring the group that you can’t lose your money, **N. HINES** stressed that MetaCertificates would help build “generational wealth,” which traditional investing will not. **N. HINES** said that he wanted to introduce MetaCertificates to “greedy people, not needy people.”

38. **N. HINES** compared traditional investment products to MetaCertificates. **N. HINES** explained that traditional markets are too risky and pay a very small return on investment. **N. HINES** further described how banks sell certificates of deposit that lock up attendees’ money for a period of time, but only pay a low rate of return. However, the banks will loan that money out profiting from high interest rates on the loans. **N. HINES** said that the banking and investment systems are designed so that attendees cannot get ahead or reach their goals.

39. **N. HINES** said that the payout on the **GS PARTNERS**’ MetaCertificates is fixed and gave examples of the gains that could be achieved.

40. **N. HINES** highlighted two series of MetaCertificates. First, he presented the Elemental series. There are 9 different valued certificates, however, **N. HINES** focused on the Water MetaCertificate valued at \$1,000.00. He stated that if attendees invest \$1,000.00, plus add two “loads” at \$2,000.00 per load, the investor will earn more than \$61,000.00 by the end of the term of the MetaCertificate. The returns consisted of 5% per week, 1.5 % per month and a \$3,500.00 bonus.

41. **N. HINES** then presented the Success series MetaCertificates. He described the structure of these MetaCertificates as the same as the Elemental series. He reiterated that the Success series MetaCertificates are like bank certificates of deposit.

42. **N. HINES** also focused on the \$1,000.00 Prosper MetaCertificate, which he represented the maximum potential payout as being \$176,210.00 USDT. The guaranteed rates of return and bonuses provided by **N. HINES** at the seminar were:

- a. Fintech pays 1.5% per month, plus 5% per week, plus a \$10,000 bonus at the end of 18 months.
- b. Real Estate pays 1.5% per month, plus 3.5% per week plus a \$10,000 bonus at the end of 18 months; and
- c. Renewables pay 1.5% per month, plus 4% per week and a \$10,000 bonus at the end of 24 months.

43. **N. HINES** said that the **GS PARTNERS** only accepts cryptocurrency. Specifically, **GS PARTNERS** prefers USDT, Bitcoin, or Ethereum. **N. HINES** suggested three ways of funding a MetaCertificate: Cash App, Coinbase, and/or via a crypto broker.

44. **N. HINES** also introduced the **GS PARTNERS** Membership plan. Those investors wishing to become Members must pay \$33 USDT per month. Members are expected to make additional investments and to recruit new Customers and/or Members to the program. Members earn 15% commissions on purchases made by referred Customers and/or Members. These commissions are referred to as direct commissions.

45. Of those attending this seminar, five of the approximately twenty-three attendees identified as non-Members. One attendee stated that in January of 2023, he invested approximately \$6,000 of his deferred compensation plan retirement funds into a MetaCertificate and has since made a lot of money based on the figures shown in his **GS PARTNERS** account. He said that he noticed that his account had decreased in the last few months, but he has not tried to withdraw any funds.

46. The purpose of the seminar was to advise attendees to purchase MetaCertificates.

47. When asked by a Commission employee who attended the seminar how **GS PARTNERS** made money to pay the Customers and Members the high returns on investment, **N. HINES** explained that the **GS PARTNERS** takes the Customers' and Members' funds and invests them in companies to earn returns. **GS PARTNERS** pays the Customers and Members from the returns generated by **GS PARTNERS'** investments.

OTHER SEMINARS HELD IN ALABAMA

48. There have been multiple seminars in Alabama over the past 12 months. According to advertisements found on **N. HINES'** Facebook page, the seminar held October 7, 2023 was the seventh seminar held at the same national hotel chain location in east Montgomery within the last 12 months. The previous seminars were advertised for February 4, 2023, March 4, 2023, April 22, 2023, July 8, 2023, August 5, 2023, and September 9, 2023. The speaker was **N. HINES**, and the hosts were **LEWIS, D. LEWIS** and **J. HINES**.

49. On the July 8, 2023 advertisement, **N. HINES** and **J. HINES** are identified as Ambassadors for **WEALTHBUILDERS**, and **LEWIS** and **D. LEWIS** are identified as Executives of **WEALTHBUILDERS**.

50. According to advertisements found on **N. HINES'** Facebook page, **N. HINES** held a **WEALTHBUILDERS** event in Montgomery on November 20, 2022. The advertisement text stated the following: "GSPARTNERS, WealthBuilders Worldwide, 'Montgomery, AL Live Event', Sunday November 20, 2022, Strategy Session 4PM CST (SHARP)...Learn how to position

your family to never worry about money!, Learn what your bank does not want you to know!, Registration/Sign-in 3:30-4:00pm, Limited Seating: Guest Free- GSP Members \$10 at the door, RSVP:.. Speaker: Mr. Nathaiel Hines, International Executive.” **HINES** is pictured on the advertisement as are the logos of **GS PARTNERS** and **WEALTHBUILDERS**.

51. According to advertisement located on **N. HINES**’ Facebook page, **N. HINES** and **WEALTHBUILDERS** held a seminar at a Montgomery, AL church on April 1, 2023. The seminar was advertised as “Gold Standard Partners, Wealth Builders Worldwide, Free, “Empowering the Community”, Building Wealth, Growing Your Money at Millionaire Rates of Return.” **N. HINES** is pictured on the advertisement as are the logos of **GS PARTNERS** and **WEALTHBUILDERS**.

YOUTUBE VIDEO OF APRIL 22, 2023 SEMINAR IN MONTGOMERY, ALABAMA AVAILABLE ONLINE

52. A video of the April 22, 2023 seminar is available online and viewed by Commission employees.

53. **LEWIS** began the meeting by sharing that he had been with **WEALTHBUILDERS** for 6 months and called it a life changer.

54. **LEWIS** then introduced **N. HINES**. As **N. HINES** took over the presentation, the camera panned so that the PowerPoint presentation on the screen is visible. The slide read, “WELCOME TO YOUR GOLDEN OPPORTUNITY” and at the top of the slide there is a circular logo with the words “Wealthbuilders Worldwide”.

55. **N. HINES** recounted recruiting **LEWIS**, confirming that **LEWIS** was in Montgomery, Alabama as part of the story.

56. As part of his introductory remarks, **N. HINES** stated that **GS PARTNERS** “is the best opportunity on the planet.” Additionally, **N. HINES** made clear that everyone is winning.

57. N. HINES then explained that “our company and our team is called Wealthbuilders Worldwide.” WEALTHBUILDERS was led by a person named Tyrone Best before Dr. Best passed away per N. HINES.

58. N. HINES then referenced DALCOE as being a part of WEALTHBUILDERS and the success that DALCOE has enjoyed.

59. N. HINES, then showed a disclaimer slide that read:

This presentation is for the exclusive purpose of educating the community, members users of products, services and potential rewards programs, found on the GSPartners.global platform.

Every effort has been made to accurately represent the GSPartners Rewards Plan and its income potential.

All earnings or income examples will depend solely on the ideas, techniques, knowledge, skills and time vested, into your independent business.

GSPartners does not guarantee any results for any decisions you make in relation to promoting our products or your business.

All income examples used by GSPartners are not to be considered average earnings.

We are not financial advisors and we are not offering financial advice.

60. In saying that he is not a financial advisor, N. HINES stated that he was sharing what is called a much better way. However, the purpose of the seminar was to advise attendees to purchase MetaCertificates by showing the impressive returns as compared to other avenues of investing.

61. N. HINES named GS PARTNERS and stated that GS PARTNERS is part of a huge conglomerate founded by HEIT. The slide behind him, titled “GROUP LICENSES,” read, “GSPartners works all over the world with Exclusive Tech Partners. Compliance is at the heart of our business: we operate in a highly regulated environment. We differentiate ourselves through

good conduct and we are well-positioned to continue to thrive in an ever-evolving regulatory environment. Our partners currently operate in more than 150 countries worldwide in this regulated environment.”

62. The next slide displayed was headed with the **WEALTHBUILDERS** logo setting out the goal of making more money.

63. After highlighting traditional ways people invest their money, **N. HINES** displayed a slide with the **GSPARTNERS** logo titled “The New Digital Era is Here.” Wording is eventually displayed on the slide that read, “WE PROUDLY PRESENT THE METAVERSE CERTIFICATES.”

64. **N. HINES**’ next slide displayed MetaCertificates of different values ranging from 500 USDT to 300,000 USDT. **N. HINES** explained the process of buying and loading the MetaCertificate. Using the 500 USDT MetaCertificate as the example, **N. HINES** explained that it will earn 1.38% each week and 6% each month if the funds are left in the MetaCertificate. The term of the MetaCertificates is an 18-month smart contract. At the end of the 18 months, **N. HINES** said that the money would be available to take or reinvest. **N. HINES** then showed the increasing returns available through the more expensive MetaCertificates shown on the slide.

65. **N. HINES** said that his family purchased the Hera MetaCertificate and converted \$60,000 to \$300,000 in 18 months.

66. A video was played apparently voiced by **DALCOE** that scrolled down accounts emphasizing triple digit returns.

67. **N. HINES** conveyed that attendees did not have to know how to trade, as a company listed on the accompanying slide manages the invested funds for **GS PARTNERS**.

68. After recommending MetaCertificates, **N. HINES** transitioned to the process and benefits of becoming a Member, which includes earning money for referrals. Part of this segment of the presentation included a slide titled, “BUILD A TEAM WITH GSPARTNERS AND

RECEIVE EXTRA BONUSES! RANK UP AND BANK UP TO FULL TIME, SIX AND SEVEN FIGURE INCOMES!!”

69. **N. HINES** urged attendees to stay plugged in while showing a slide titled “GET THE SUPPORT YOU NEED!” with web addresses that included: GoldRocks.info; myWBW.net; WealthBuildersWorldwide.info; G999main.net; GSPartners.global; GStTrade.exchange; and Lydian.world. (These are some of the same sites referenced in paragraphs 19 and 21).

70. The final slide before the break displayed the **GSPARTNERS** logo with the title “GET BACK TO THE PERSON WHO INVITED YOU”. “Welcome to our Community” is written below the logo with the web address GSPartners.global.

MOVEMENT OF ALABAMA INVESTOR FUNDS BY N. HINES, J. HINES, LEWIS, AND D. LEWIS

71. According to bank records, **N. HINES** and **J. HINES** are co-owners of an account in which Alabama investors’ funds are received by way of wire transfer and personal checks. **N. HINES** and **J. HINES** appear to facilitate the transfer of funds to **GS PARTNERS** by way of a third party that converts the investor funds into cryptocurrency.

72. According to bank records, **LEWIS** and **D. LEWIS** are co-owners of an account in which Alabama investors’ funds are received by way of wire transfer and personal checks. **LEWIS** and **D. LEWIS** appear to facilitate the transfer of funds to **GS PARTNERS** by way of a third party that converts the investor funds into cryptocurrency.

CONTINUING OFFERINGS AND SALES ACTIVITY IN ALABAMA

73. **HINES, LEWIS, D. LEWIS, GS PARTNERS,** and **WEALTHBUIDERS** most recently presented MetaCertificates for sale in Alabama at a seminar on Saturday, November 4, 2023.

74. In a November 1, 2023, Facebook video post to **N. HINES'** Facebook page (<https://www.facebook.com/1082767342/videos/902569684594657>), **N. HINES** announced the **WEALTHBUILDERS** event for Saturday, November 4, 2023.

75. **N. HINES, WEALTHBUILDERS, LEWIS** and **D. LEWIS** circulated an advertisement on **N. HINES** Facebook page for a November 4, 2023 **WEALTHBUILDERS** meeting at the same national hotel chain location in east Montgomery where the October 7, 2023 meeting was held. On the advertisement are the photographs of **N. HINES**, who is identified as an ambassador, as well as **LEWIS** and **D. LEWIS**, who are identified as “Executives.”

ADDITIONAL INFORMATION REGARDING THE TRADING ACTIVITY INVOLVING POOLED INVESTOR FUNDS

76. In an announcement that appeared on Business For Home website (<https://www.businessforhome.org>) on September 21, 2022, **HEIT** is pictured with a headline announcing that **GS PARTNERS** teamed up with a Forex and CFD investment provider.

77. During an interview on November 3, 2023, with an Alabama resident who is a **GS PARTNERS** Member, the Member stated that **GS PARTNERS** pools investor funds together. **GS PARTNERS** then turns the funds over to an investment company that specializes in either Real Estate, FinTech, Renewables or any of the other sectors offered through the MetaCertificates to invest on behalf of the investors.

METACERTIFICATES COMPARED TO CERTIFICATES OF DEPOSIT

78. In a YouTube video titled “GS Partners Updated Elemental Meta Certificates,” **DALCOE** analogized the MetaCertificates as similar to the traditional certificate of deposits. After describing the MetaCertificates, **DALCOE** further implored viewers, “that's our product ladies and gentlemen. Put your money to work in a digital blockchain system and allow our team of professionals to grow your crypto capital and return to you the rewards.”

79. N. HINES also said that the MetaCertificates are like traditional certificates of deposit.

INVESTMENT ALERTS/CAUTIONS ISSUED BY CANADIAN REGULATORS

80. A number of Canadian provinces have issued warnings about GS Partners not being registered or authorized to solicit investors.

81. On March 9, 2023, Quebec's Autorite Des Marches Financiers issued an investor alert on **GS PARTNERS**, GSB Gold Standard Bank LTD. The alert noted that the company city and country of operation is Stuttgart, Germany. The alert also warned that: GS Partners, GSB Gold Standard Bank LTD (gspartners.global, gstrade.exchange, increasedollars.com, truemoneysavings.com, jamesmoney.com, beyourownbank.info, victoriadean.net, lifestylecard.info, vctradean.com, kendallhunter.com, joannsmith .com, yourlifestylecard.com, gsbanking.net, msvictoriadean.net, baronegold.com, charleydlewis.com, garyfcramer.com, ghostd20.com, goldengrizz.com, victoriadn.com, pure24kgold.com, viewtheinfo.com, vickidean.com , toriadean.com, skairo.com, vctradn.com, vctra.com, msvictoriadean.com, johnnybeason.com, goldbda.com, victoriadean.info, smartmoney4you.com, 24ktrader.com, whynotlivewell.com, save24k.com, thegslife .com, lovefreegold.com, rushgolds.com, yournewmoneysystem.com, sandigoins.com, teamdrivenworldwide.com, goldreservegroup.com, 24kgoldsaver.com, roffandersson.se, wendyconley.com, goldis.us, try24k.com, richcitytrades.com, mygoldmine.online, bitcoinwealthbuilding.com, mylifestyle.live, progoldfreedom.com) is not registered with the Financial Markets Authority and is not authorized to solicit Quebec investors.

82. On May 19, 2023, the Alberta Securities Commission followed suit, issuing an investor alert for **GS PARTNERS** and its website, gspartners.global.

83. On May 30, 2023, the British Columbia Securities Commission (“BCSC”) was the third Canadian regulatory entity to issue an investment caution on **GS PARTNERS**. In its caution BCSC advised:

GSPartners conducts business using various names, including GSB Gold Standard Pay Ltd., GSB Gold Standard Bank Ltd., Gold Standard Trade, Lydian World, G999, GSTrade, and Swiss Valorem Bank. They claim to offer cryptocurrency investment services.

We are aware that GSPartners accepts British Columbia (BC) residents as clients.

GSPartners is not registered to trade in, or advise on, securities or derivatives in BC. We urge BC residents to exercise caution when dealing with firms that are not registered to trade or advise in BC.

84. On June 1, 2023, a fourth Canadian regulator, the Financial and Consumer Affairs Authority of Saskatchewan (“FCAA”), issued an investor alert on **GS PARTNERS**. In its alert, the FCAA wrote that GSPartners “claims to offer Saskatchewan residents an opportunity to invest in crypto assets through the online website www.gspartners.global.”

FAILURE TO REGISTER AS BROKER/DEALERS, INVESTMENT ADVISORS, AND/OR INVESTMENT ADVISOR REPRESENTATIVES IN ALABAMA

85. Pursuant to a review of the registration records of the Alabama Securities Commission on October 25, 2023, the Commission staff noted that none of the **RESPONDENTS** are registered as a broker agent, investment advisor, or investment advisor representative in the State of Alabama.

FAILURE TO REGISTER THE METACERTIFICATES AS SECURITIES IN ALABAMA

86. Additionally, pursuant to a review of the registration records of the Alabama Securities Commission on October 25, 2023, the **RESPONDENTS’** MetaCertificates are not registered as securities in Alabama and are not exempt from registration in Alabama.

CONCLUSIONS OF LAW

87. Section 8-6-2(7), *Code of Alabama* (1975) defines person as a natural person, a corporation created under the laws of this or any other state, country, sovereignty, or political subdivision thereof, a partnership, an association, a joint-stock company, a trust, and any unincorporated organization. All listed Respondents are persons under the Act.

88. Section 8-6-2(20), *Code of Alabama* (1975) defines officer as president, vice-president, treasurer, secretary, comptroller, or any other person performing similar functions with respect to any organization whether incorporated or unincorporated. As CEO and/or Chairman of the Board of **GS PARTNERS, HEIT** is an officer of **GS PARTNERS** under the Act.

89. Section 8-6-2(24), *Code of Alabama* (1975) defines controlling person, control, controlling, controlled by, under common control with as “the possession, directly, or indirectly, or the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise. As an officer of **GS PARTNERS, HEIT** is a controlling person under the Act.

90. Section 8-6-2(10), *Code of Alabama* (1975) defines a security as, among other things, any investment contract and/or certificate of deposit. **HEIT**, through **GS PARTNRS**, issues and offers for sale MetaCertificates, which are certificates of deposits and/or investment contracts. MetaCertificates are securities under the Act.

91. Section 8-6-2(8), *Code of Alabama* (1975) defines sale, sell, offer and offer to sell. “Sale” and “sell” includes every contract of sale of, contract to sell, or disposition of a security or interest in a security for value. “Offer” or “offer to sell” includes every attempt to offer or dispose of, or solicitation of an offer to buy, a security or interest in a security for value. Thus, MetaCertificates are securities offered and/or sold under the Act.

92. Section 8-6-2(5), *Code of Alabama* (1975) defines issuer as every person who proposes to issue, has issued, or shall hereafter issue any security. Any person who acts for a compensation or a consideration as a promoter for or on behalf of a corporation, trust,

unincorporated association, or partnership of any kind to be formed shall be deemed to be an issuer. Thus, **HEIT** and **GS PARTNERS** are issuers.

93. Section 8-6-2(3), *Code of Alabama* (1975) defines dealer as any person engaged in the business of effecting transactions in securities for the account of others or for his own account. **WEALTHBUILDERS** engaged in the business of effecting transactions in securities for the account of others and/or for his own account; thus, **WEALTHBUILDERS** acted as a dealer under the Act.

94. Section 8-6-2(2), *Code of Alabama* (1975) defines an agent as any individual who represents a dealer or issuer in effecting or attempting to effect sales of securities. **N. HINES, J. HINES, LEWIS,** and **D. LEWIS** represented **HEIT, GS PARTNERS,** and/or **WEALTHBUILDERS,** in effecting or attempting to effect sales of securities; thus **N. HINES, J. HINES, LEWIS,** and **D. LEWIS** are agents under the Act.

95. Under Section 8-6-2(18), *Code of Alabama* (1975), the definition of investment advisor includes any person, who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the 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. **GS PARTNERS** and **WEALTHBUILDERS** advise others as to the advisability of investing in, purchasing, and/or selling securities for compensation, and are investment advisors.

96. Pursuant to Section 8-6-2(19), *Code of Alabama* (1975), the definition of investment advisor representative includes any partner, officer, director of (or a person occupying a similar status or performing similar functions) or other individual employed by or associated with an investment adviser, except clerical or ministerial personnel, who makes any recommendation or otherwise renders advice regarding securities. **HEIT, N. HINES, J. HINES, LEWIS,** and **D. LEWIS** are associated with **GS PARTNERS** and **WEALTHBUILDERS,** which recommended and/or rendered advice regarding MetaCertificates. Thus, **HEIT, N. HINES, J. HINES, LEWIS,** and **D. LEWIS** are investment advisor representatives.

97. Pursuant to Section 8-6-3(a), *Code of Alabama* (1975), it is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under the Act. **WEALTHBUILDERS, N. HINES, J. HINES, LEWIS, and D. LEWIS** are not registered as dealers or agents in violation of the Act.

98. Pursuant to Section 8-6-3(a), *Code of Alabama* (1975), it is unlawful for any dealer or issuer to employ an agent unless the agent is registered. **HEIT, GS PARTNERS, and WEALTHBUILDERS** employed unregistered agents in violation of the Act.

99. Pursuant to Section 8-6-3(b), *Code of Alabama* (1975), it is unlawful for any person to transact business as an investment adviser or investment adviser representative unless he is registered under the Act. **HEIT, GS PARTNERS, WEALTHBUILDERS, N. HINES, J. HINES, LEWIS, and D. LEWIS** are not registered as investment advisors or investment advisor representatives in violation of the Act.

100. 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 it is registered, subject to an exemption from registration, or the transaction is exempt pursuant to the Act. MetaCertificates are not registered securities, not exempt, and the transaction is not exempt in Alabama. **HEIT, GSPARTNERS, WEALTHBUILDERS, N. HINES, J. HINES, LEWIS, and D. LEWIS** all offered and/or sold unregistered securities in Alabama in violation of the Act.

101. Section 8-6-16, *Code of Alabama* (1975), whenever it appears to the Commission that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this article or any rule or order hereunder, the Commission is authorized to issue a cease and desist order, without a prior hearing, against any person engage in any act or practice constituting a violation of the 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, though 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 violations 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 CEASE AND DESIST** from further offers or sales of any unregistered security, and/or acting as unregistered investment advisors/investment advisor representatives, into, within or from the State of Alabama.

Entered at Montgomery, Alabama, this 16th day of November 2023.



ALABAMA SECURITIES COMMISSION
P.O. Box 304700
Montgomery, AL 36130-4700
BY:



Amanda L. Senn
Director