STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
204 NORTH ROBINSON, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

William Scott Menees (CRD No. 6058228) and
Mid Atlantic Capital Group, Inc.,

Respondents.

ODS File 15-074

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities ("Administrator").

2. That a copy of the *Order to Cease and Desist and Notice of Opportunity for Hearing* ("Order and Notice") was delivered to Affiant in the office of the Administrator pursuant to Section 1-611 of the Oklahoma Uniform Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2016).

3. That the Administrator has received service of process on behalf of Respondents, pursuant to Section 1-611 of the Act.

4. That a copy of the Order and Notice, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this 12th day of December, 2016, by certified mail, return receipt requested, delivery restricted, to the last known addresses of Respondents, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 12th day of December, 2016.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

Subscribed and sworn to before me this 12th day of December, 2016.

(SEAL)

BRENDA LONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/17

Notary Public

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
204 NORTH ROBINSON, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

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Mid Atlantic Capital Group, Inc.,

Respondents.

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ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

ORDER TO CEASE AND DESIST

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), the Oklahoma Department of Securities ("Department") commenced an investigation into the activities of William Scott Menees ("Menees") and Mid Atlantic Capital Group, Inc. ("Mid Atlantic") (collectively, "Respondents"). Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are adopted in support of this Order against Respondents.

Findings of Fact

1. Menees is an individual who has resided in Cumming, Georgia, at all material times. Menees has never been registered under the Act in any capacity.

2. Menees was registered under Georgia's securities laws as an investment adviser representative of Wise Investment Services, LLC, from May 30, 2012, until September 30, 2015. Menees owned and controlled Wise Investment Services, LLC. Wise Investment Services, LLC, has never been registered under the Act.

3. Mid Atlantic is a corporation that was organized under the laws of the State of Georgia in 2007. Mid Atlantic's corporate address is Menees' residence in Cumming, Georgia. Mid Atlantic has not been registered under the Act in any capacity.

4. Menees is President, Chief Executive Officer and sole employee of Mid Atlantic.

5. During the years 2009 through 2013, Menees offered and sold at least five notes issued by Mid Atlantic ("Notes") to at least four persons residing in Oklahoma ("Investors"). The Investors are Menees' family members and close friends of Menees' family members.

6. Menees made the offers to sell the Notes to the Investors in person in Oklahoma, directed the offers to Oklahoma where they were received by the Investors, and/or sold the Notes to the Investors in person in Oklahoma.

7. The Notes were unsecured and promised to pay interest at rates that ranged from 8.675% to 31.590% per year.

8. The terms of the Notes ranged from 6 to 23 years.

9. The Notes are not registered under the Act.

10. Collectively, the Investors paid over $944,000 to Mid Atlantic in exchange for the Notes.

11. Respondents used part of the Investors' funds to pay business expenses and Menees' personal and family expenses.

12. Eventually, Mid Atlantic stopped paying the Investors the monthly payments promised in the Notes. Mid Atlantic owes over $852,000 to the Investors.

13. Respondents sold one of the Investors a Note for the principal amount of $59,000 on October 28, 2013, after Mid Atlantic had stopped paying at least two of the other Investors. Respondents did not tell this Investor that Mid Atlantic owed the other Investors over $800,000 or that Mid Atlantic had stopped paying on the other Notes.

14. On May 8, 2015, three of the Investors obtained default judgments against Menees, Mid Atlantic, and Wise Investment Services, LLC, in the U.S. District Court for the Northern District of Oklahoma, for breach of contract, breach of fiduciary duties, unjust enrichment, and fraudulent conveyances. The judgments totaled over $764,000 plus post judgment interest.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authority

1. Section 1-102 of the Act (Supp. 2009, 2011, and Supp. 2016) provide, in pertinent part:

> In this act, unless the context otherwise requires:

* * *

2. "Agent" means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities. A partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term. The term does not include an individual excluded by rule adopted or order issued under this act;

* * *

19. "Issuer" means a person that issues or proposes to issue a security…;

* * *

32. "Security" means a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or, in general, an interest or instrument commonly known as a "security," or a certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing….

2. Section 1-301 of the Act (Supp. 2009, 2011, and Supp. 2016) provide, in pertinent part:

It is unlawful for a person to offer or sell a security in this state unless:

1. The security is a federal covered security;

2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Sections 1-201 through 1-203 of this title]; or

3. The security is registered under this act.

3. Section 1-402 of the Act (Supp. 2009, 2011, and Supp. 2016) provide, in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

4. Section 1-501 of the Act (Supp. 2009, 2011, and Supp. 2016) provides:

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

* * *

2. To make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading[.]

5. Section 1-604 of the Act (Supp. 2009, 2011, and Supp. 2016) provides, in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued

under this act or constituting a dishonest or unethical practice, the Administrator may:

> 1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]
>
> * * *
>
> B. An order under subsection A of this section is effective on the date of issuance. Upon issuance of the order, the Administrator shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement whether the Administrator will seek a civil penalty or costs of the investigation, a statement of the reasons for the order, and notice that, within fifteen (15) days after receipt of a request in a record from the person, the matter will be scheduled for a hearing and the hearing shall be commenced within fifteen (15) days of the matter being set for hearing. If a person subject to the order does not request a hearing and none is ordered by the Administrator, within thirty (30) days after the date of service of the order, the order, that may include a civil penalty or costs of the investigation if a civil penalty or costs were sought in the statement accompanying the order, becomes final as to that person by operation of law. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.
>
> C. If a hearing is requested or ordered pursuant to subsection B of this section, a hearing must be held pursuant to the Administrative Procedures Act. A final order may not be issued unless the Administrator makes findings of fact and conclusions of law in a record in accordance with the Administrative Procedures Act. The final order may make final, vacate, or modify the order issued under subsection A of this section.

Conclusions of Law

1. The Notes are securities as defined by Section 1-102 of the Act.

2. Respondents offered and sold unregistered securities in Oklahoma in violation of Section 1-301 of the Act.

3. Menees transacted business in Oklahoma as an unregistered agent of an issuer in violation of Section 1-402 of the Act.

4. Mid Atlantic employed or associated with an unregistered agent, who transacted business in this state on its behalf, in violation of Section 1-402 of the Act.

5. In connection with the offer and sale of a Note, Respondents 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, in violation of Section 1-501 of the Act.

6. The Administrator is authorized under Section 1-604 of the Act to order Respondents to cease and desist from engaging in violations of the Act.

7. It is in the public interest for the Administrator to order Respondents to cease and desist from engaging in violations of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Order

Based on Section 1-604 of the Act and the Findings of Fact, Authority, and Conclusions of Law set forth above, IT IS HEREBY ORDERED that: Respondents cease and desist offering and selling unregistered securities in Oklahoma in violation of Section 1-301 of the Act; Menees cease and desist transacting business in Oklahoma as an unregistered agent of an issuer in violation of Section 1-402 of the Act; Mid Atlantic cease and desist employing or associating with unregistered agents to transact business in Oklahoma on its behalf in violation of Section 1-402 of the Act; and Respondents cease and desist from omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in violation of Section 1-501 of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 12th day of December, 2016.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

NOTICE OF OPPORTUNITY FOR HEARING

Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist ("Order"). The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation that is contained in the Order.

Within fifteen (15) days after receipt of a request for hearing from Respondents, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the hearing being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested, the Administrator, after notice of and opportunity for hearing, may modify or vacate the Order or extend it until final determination.

If Respondents do not request a hearing within thirty (30) days after the date of service of the Order and none is ordered by the Administrator, the Order becomes final by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 12th day of December, 2016.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

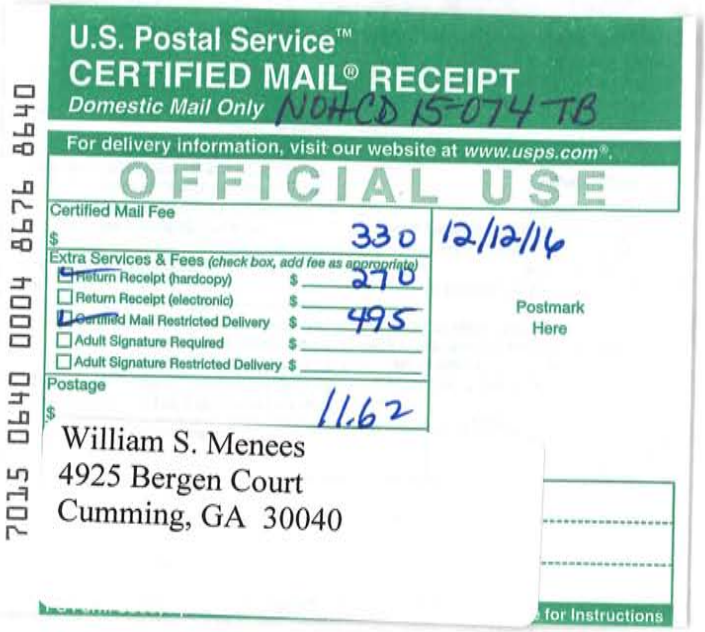
CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 12th day of December, 2016, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

William S. Menees
4925 Bergen Court
Cumming, GA 30040

R. Daniel McNeely
Registered Agent
Mid Atlantic Capital Group, Inc.
875 Old Roswell Road, Suite F-500
Roswell, GA 30076

Brenda London
Brenda London, Paralegal



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7015 0640 0004 8676 8657
R. Daniel McNeely
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See Reverse for Instructions