

STATE OF OKLAHOMA  
DEPARTMENT OF SECURITIES  
THE FIRST NATIONAL CENTER  
120 NORTH ROBINSON, SUITE 860  
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Bryan Lynn Grey, individually and  
doing business as EM Business Connections,  
Advantage Merchant Network, and  
MP Executive Solutions,

Respondent.

File No. ODS 14-005

**NOTICE OF SERVICE ON THE ADMINISTRATOR**  
**AND**  
**AFFIDAVIT OF COMPLIANCE**

STATE OF OKLAHOMA    )  
                                  )  
COUNTY OF OKLAHOMA )       ss.

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 Notice of Opportunity for Hearing ("Notice") with Enforcement Division Recommendation ("Recommendation") attached 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 (2011).
3. That the Administrator has received service of process on behalf of Respondent, pursuant to Section 1-611 of the Act.
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this 25<sup>th</sup> day of July, 2014, by certified mail, return receipt requested, delivery restricted, to the last known address of Respondent, 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 25th day of July, 2014.

(SEAL)



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

Subscribed and sworn to before me this 25th day of July, 2014.

(SEAL)



Brenda London  
Notary Public

STATE OF OKLAHOMA  
DEPARTMENT OF SECURITIES  
FIRST NATIONAL CENTER, SUITE 860  
120 NORTH ROBINSON  
OKLAHOMA CITY, OK 73102



In the Matter of:

Bryan Lynn Grey, individually and  
doing business as EM Business Connections,  
Advantage Merchant Network, and  
MP Executive Solutions,

Respondent.

File No. ODS 14-005

**NOTICE OF OPPORTUNITY FOR HEARING**

1. Pursuant to his authority under Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), the Administrator of the Oklahoma Department of Securities (Administrator) authorized an investigation into the activities of Bryan Lynn Grey, individually and doing business as EM Business Connections, Advantage Merchant Network, and/or MP Executive Solutions (Respondent), in connection with the offer, sale, and/or purchase of a business opportunity in and/or from Oklahoma.

2. On the 25th day of July, 2014, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 814.B of the Act, the Administrator hereby gives notice to Respondent of the right to request a hearing to show why an order based on the Recommendation should not be issued.

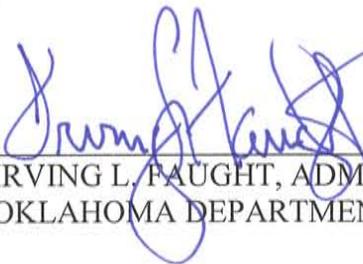
4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this notice. Pursuant to Section 814.B of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order against Respondent to cease and desist the offer and sale of business opportunities in violation of Sections 806 and 819 of the Act.

5. The request for hearing shall be in writing and Respondent shall specifically admit or deny each allegation made in the Recommendation as required by 660:2-9-2 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Notice of the date, time, and location of the hearing shall be given to Respondent not less than forty-five (45) days in advance thereof. Additionally, the notice may contain matters to supplement this notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities  
this 25th day of July, 2014.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 25<sup>th</sup> day of July, 2014, a true and correct copy of the above and foregoing *Notice of Opportunity for Hearing* and the *Enforcement Division Recommendation* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Bryan Lynn Grey individually and  
doing business as  
EM Business Connections,  
MP Business Solutions, and  
Advantage Merchant Network  
1338 W Marshall St  
Tulsa OK 74127

Bryan Lynn Grey individually and  
doing business as  
EM Business Connections,  
MP Business Solutions, and  
Advantage Merchant Network  
1611 S Utica Ave Ste 302  
Tulsa OK 74104-4909

Bryan Lynn Grey individually and  
doing business as  
EM Business Connections,  
MP Business Solutions, and  
Advantage Merchant Network  
5103 S Sheridan Rd Ste 410  
Tulsa OK 74145

Brenda London

Brenda London  
Paralegal

STATE OF OKLAHOMA  
DEPARTMENT OF SECURITIES  
FIRST NATIONAL CENTER, SUITE 860  
120 NORTH ROBINSON  
OKLAHOMA CITY, OK 73102



In the Matter of:

Bryan Lynn Grey, individually and  
doing business as EM Business Connections,  
Advantage Merchant Network, and  
MP Executive Solutions,

File No. ODS 14-005

Respondent.

**ENFORCEMENT DIVISION RECOMMENDATION**

Pursuant to the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), an investigation was conducted into the activities of Bryan Lynn Grey, individually and doing business as EM Business Connections, Advantage Merchant Network, and/or MP Executive Solutions (Respondent), in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma. Based thereon, the following Findings of Fact, Authorities and Conclusions of Law are submitted to the Administrator of the Oklahoma Department of Securities (Administrator) in support of the issuance of an order to cease and desist against Respondent.

**Findings of Fact**

1. Bryan Lynn Grey is an Oklahoma resident who is or was doing business in Tulsa, Oklahoma as EM Business Connections, Advantage Merchant Network, and/or MP Executive Solutions.
2. EM Business Connections, Advantage Merchant Network and MP Executive Solutions (collectively, EMBC) purport to be limited liability companies. There does not appear to be a filing with the Oklahoma Secretary of State for any of the three entities.
3. At all times relevant hereto, Respondent used addresses for EMBC at UPS Stores located at 1611 South Utica Avenue, Suite 302, Tulsa, Oklahoma 74104-4909, and 5103 South Sheridan Road, Suite 410, Tulsa, Oklahoma 74145. EMBC had no known physical address other than the UPS Stores' mail boxes.
4. Respondent maintained a website at <http://www.embusinessconnections.com>. The website is currently out of service.

5. Respondent offered and sold agent partnership agreements (Agreements) to individuals (Agents) that would purportedly assist the Agents in setting up a business to market merchant credit card processing machines and other services. The Agents were required to pay \$695 to Respondent for a "Business Entity Formation Package" to include articles of organization, a federal tax identification number and filing instructions with the Agents' Secretary of State.

6. Respondent told prospective Agents that they would receive (a) \$500 for each credit card machine sold, (b) a percentage of each credit card transaction processed on the machine, and (c) a percentage of the amount of any loan made to a merchant.

7. Respondent offered to provide assistance and training to help Agents maximize their success in owning and operating their own business.

8. The Agreements provided that Agents would have the "flexibility to build your business with a comprehensive range of products and services dedicated to helping you succeed, including unparalleled training, marketing, reporting and brand name recognition." Respondent represented EMBC to be "independently owned and operated with Agent Sales Offices and Sales Representatives located throughout the United States." Respondent also represented that this "powerful sales channel is experienced in providing multiple electronic payment options to help agents increase their customer base and maximize their profit potential."

9. Respondent represented that, under the Agreement, Agents would receive:

- a. assistance in choosing from a variety of competitive revenue sharing programs for the right compensation model,
- b. excellent customer service, and
- c. a comprehensive array of merchant transaction processing solutions for nearly every industry.

10. Respondent claimed its resources encompass both traditional and online marketing and sales tools. Respondent's website was represented to contain pre-designed sales and marketing materials including a "vast array of materials, stationery, brochures, direct mail, product sheets, Web materials and more."

11. Respondent also offered Agents a way to enhance their business by purchasing leads for additional sums of between \$5,500 to \$12,000.

12. The Agreements offered and sold by Respondent were not registered under the Act.

13. Respondent failed to provide sales or marketing tools including "materials, stationery, brochures, direct mail, product sheets, Web materials and more."

14. Respondent failed to provide products or services to assist Agents in the business.
15. Respondent failed to provide training and assistance to Agents.
16. Respondent misrepresented material facts in connection with the offer, sale, and purchase of the Agreements including, but not limited to, the following:
  - a. that documents would be sent to Agents to assist them in setting up a limited liability company;
  - b. that Respondent would assist Agents to find businesses that needed loans and prequalify the loans;
  - c. that Respondent had a call center that would contact leads purchased by Agents to sell credit card services for which the Agents would be compensated; and
  - d. that Respondent would provide training to build Agents' businesses with a comprehensive range of products and services dedicated to help them succeed.
17. Respondent omitted to state material facts in connection with the offer, sale, and purchase of the Agreements including, but not limited to, the following:
  - a. that the Agreement is a business opportunity; and
  - b. that the Agreement is not registered under the Act nor is it exempt from registration.
18. Respondent did not file consents to service of process with the Administrator.
19. It is in the public interest to issue an order to cease and desist against Respondent.

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

### Authorities

1. Section 802 of the Act provides in pertinent part:
  - 3.a. "*Business opportunity*" means a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

\* \* \*

(2) The seller or a person recommended by the seller will provide or assist the purchaser in finding outlets or accounts for the purchaser's products or services;

\* \* \*

(6) The seller will provide a marketing plan.

\* \* \*

6. "*Marketing plan*" means advice or training, provided to the purchaser by the seller or a person recommended by the seller, pertaining to the sale of any products, equipment, supplies or services and the advice or training includes, but is not limited to, preparing or providing:

a. Promotional literature, brochures, pamphlets or advertising materials;

b. Training regarding the promotion, operation or management of the business opportunity; or

c. Operational, managerial, technical or financial guidelines or assistance.

7. "*Offer*" or "*offer to sell*" includes every attempt to dispose of a business opportunity for value or solicitation of an offer to purchase a business opportunity.

\* \* \*

11. "*Sale*" or "*sell*" includes every contract or agreement of sale, contract to sell, disposition of a business opportunity or interest in a business opportunity for value.

2. Section 806 of the Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 814 of the Act provides in pertinent part:

A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:

1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or of Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

4. Section 818 of the Act provides in pertinent part:

E. Every seller shall file with the Administrator, in such form as the Administrator may prescribe, an irrevocable consent appointing the Administrator or the Administrator's successor in office to be the seller's agent to receive service of any lawful process in any noncriminal suit, action, or proceeding against the seller or the seller's successor, executor, or administrator that arises under the Oklahoma Business Opportunity Sales Act or any rule or order hereunder after the consent has been filed, with the same force and validity as if served personally on the person filing the consent. Service on the Administrator may be made by leaving a copy of the process in the office of the Administrator, but is not effective unless:

1. The plaintiff, who may be the Administrator, in a suit, action, or proceeding instituted by the plaintiff, promptly sends notice of the service and a copy of the process by certified mail, return receipt requested and delivery restricted to the addressee, to the defendant or respondent at the defendant's or respondent's last address on file with the Administrator; and
2. The plaintiff's affidavit of compliance with this subsection is filed in the suit, action or proceeding on or before the return date of the process, if any, or within such further time as the court, or the

Administrator in a proceeding before the Administrator, allows.

F. When any person, including any nonresident of this state, engages in conduct prohibited or made actionable by the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, and the person has not filed a consent to service of process under subsection E of this section, that conduct shall be considered equivalent to the person's appointment of the Administrator or the Administrator's successor in office to be the person's agent to receive service of any lawful process in any noncriminal suit, action or proceeding against the person or the person's successor, executor or administrator which grows out of that conduct and that is brought pursuant to the Oklahoma Business Opportunity Sales Act or any rule or order hereunder with the same force and validity as if served on the person personally. Service on the Administrator may be made by leaving a copy of the process in the office of the Administrator, and it is not effective unless:

1. The plaintiff, who may be the Administrator in a suit, action or proceeding instituted by the Administrator, promptly sends notice of the service and a copy of the process by certified mail, return receipt requested and delivery restricted to the addressee, to the defendant or respondent at the defendant's or respondent's last-known address or takes other steps that are reasonably calculated to give actual notice; and
2. The plaintiff's affidavit of compliance with this subsection is filed in the suit, action, or proceeding on or before the return day of the process, if any, or within such further time as the court, or the Administrator in a proceeding before the Administrator, allows.

5. Section 819 of the Act provides:

It is unlawful for any person, in connection with the offer or sale of any business opportunity in this state, directly or indirectly:

\* \* \*

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 the 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.
6. Section 814 of the Act provides in part:
- A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:
1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or of Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

#### **Conclusions of Law**

1. The Agreements offered and sold by Respondent are business opportunities.
2. Respondent offered and sold business opportunities in and/or from the state of Oklahoma.
3. The offer and sale of the Agreements by Respondent in and/or from this state without registration under the Act is a violation of Section 806 of the Act.
4. Respondent made untrue statements of material fact and omitted to state material facts in connection with the offer and sale of a business opportunity in this state in violation of Section 819 of the Act.
5. Respondent engaged in acts and practices that operated as a fraud or deceit in connection with the offer and sale of a business opportunity in this state in violation of Section 819 of the Act.

**WHEREFORE**, it is recommended that the Administrator issue an order against Respondent to cease and desist the offer and sale of business opportunities in and/or from this state in violation of Sections 806 and 819 of the Act.

Dated this 25th day of July, 2014.

Respectfully Submitted,



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Patricia A. Labarthe  
Enforcement Attorney  
Oklahoma Department of Securities  
120 North Robinson, Suite 860  
Oklahoma City, OK 73102  
(405) 280-7700  
plabarthe@securities.ok.gov

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

7000 0520 0022 7150 4681

Notice 14-005 PAZ

Postage	\$	
Certified Fee		330
Return Receipt Fee (Endorsement Required)		270
Restricted Delivery Fee (Endorsement Required)		505
<b>Total Postage &amp; Fees</b>	<b>\$</b>	<b>11.74</b>

7/25/14

Postmark  
Here

Bryan Lynn Grey individually and  
 doing business as  
 EM Business Connections,  
 MP Business Solutions, and  
 Advantage Merchant Network  
 1338 W Marshall St  
 Tulsa OK 74127

(by mailer)

for Instructions

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

7000 0520 0022 7150 4698

Notice 14-005 PAZ

Postage	\$	
Certified Fee		330
Return Receipt Fee (Endorsement Required)		270
Restricted Delivery Fee (Endorsement Required)		505
<b>Total Postage &amp; Fees</b>	<b>\$</b>	<b>11.74</b>

7/25/14

Postmark  
Here

Bryan Lynn Grey individually and  
 doing business as  
 EM Business Connections,  
 MP Business Solutions, and  
 Advantage Merchant Network  
 1611 S Utica Ave Ste 302  
 Tulsa OK 74104-4909

(by mailer)

for Instructions

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

7000 0520 0022 7150 4704

Notice 14-005 PAZ

Postage	\$	
Certified Fee		330
Return Receipt Fee (Endorsement Required)		270
Restricted Delivery Fee (Endorsement Required)		505
<b>Total Postage &amp; Fees</b>	<b>\$</b>	<b>11.74</b>

7/25/14

Postmark  
Here

Bryan Lynn Grey individually and  
 doing business as  
 EM Business Connections,  
 MP Business Solutions, and  
 Advantage Merchant Network  
 5103 S Sheridan Rd Ste 410  
 Tulsa OK 741

(by mailer)

for Instructions

**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

**RESTRICTED DELIVERY**

Bryan Lynn Grey individually and doing business as  
EM Business Connections,  
MP Business Solutions, and  
Advantage Merchant Network  
1338 W Marshall St  
Tulsa OK 74127

Notice 14005 PM

2. Article Number (Copy from service label)

7000 05 20 00 22 7150 4681

PS Form 3811, July 1999

**COMPLETE THIS SECTION ON DELIVERY**

A. Received by (Please Print Clearly) B. Date of Delivery

7/28/14

C. Signature

X *Bryan Lynn Grey*

- Agent
- Addressee

D. Is delivery address different from item 1?  Yes  
If YES, enter delivery address below:  No

3. Service Type

- Certified Mail  Express Mail
- Registered  Return Receipt for Merchandise
- Insured Mail  C.O.D.

4. Restricted Delivery? (Extra Fee)

Yes

Domestic Return Receipt

102595-00-M-0952

OKLAHOMA DEPARTMENT OF SECURITIES  
First National Center, Suite 860  
120 North Robinson  
Oklahoma City, Oklahoma 73102

CERTIFIED MAIL CITY



100 0520 0022 7150 4704



ANS

2014 AUG 4 AM 8 25

RECEIVED  
OKLAHOMA DEPT.  
OF SECURITIES

**RESTRICTED DELIVERY**

Bryan Lynn Grey individually and  
doing business as  
EM Business Connections,  
MP Business Solutions, and  
Advantage Merchant Network  
5103 S Sheridan Rd Ste 410  
Tulsa OK 74145

ATTEMPTED,  
REASON NOT KNOWN