

Temporary Order of Prohibition

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7. The documentation stated:

The first \$446,160.00 of net income is held sacrosanct for the dividends of the small investors and Co. salary. An investment of \$1,250.00 for a 1,000 share block will receive \$3,654.00 in dividends in one year from the date of investment. .5 system sales per cold state per day per 300 sale days would be required [sic]...

I believe CELMARKETING will sell at least 4 systems per day per each of the 29 cold states per 300 sales day with a Co. net profit of \$2,208,000.00 [sic].

8. The documentation also stated:

Celstart has teamed with a highly experienced development engineer to bring to life the Celstart system product series. Currently in Phase 4 of a 4 Phase development path, the Celstart system is in its factory ready product revision [sic].

The Celstart system utilizes our own CMDA/GSM module to communicate with the CMDA and GSM networks. The module provides many options allowing for quick expansion of features to facilitate subsequent product lines. Powering the gc865 [sic] is the well-rounded and widely used Texas Instruments Stellaris ARM Cortex M3-based MCU processor.

9. On or about May 31, 2014, the Illinois investor signed an agreement with Respondent Meyer in his capacity as President of Cel Marketing, Inc., a Minnesota corporation, for 1,000 shares of stock valued at \$1,250.
10. The Illinois investor gave cash to Respondent Meyer, at Respondent Meyer's request.
11. Respondent Meyer gave the Illinois investor a stock certificate in the name of Cel Marketing LLC. The company was, allegedly, incorporated under the laws of the State of Minnesota. The certificate was signed by Respondent Meyer.
12. The State of Minnesota has no record of a corporation with the name of Cel Marketing, Inc.
13. The Illinois investor was unaware that Cel Marketing, Inc. was not a legal entity or that a limited liability company could not issue stock.
14. At least as of January 15, 2015, the Respondents have not paid any dividends.
15. At least as of January 15, 2015, the Respondents have not filed registration documents with the Department for any securities offering.

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16. The above-mentioned activity constitutes the public offering of securities, as those terms are defined pursuant to Section 2.1 and 2.5a of the Illinois Securities Law of 1953, [815 ILCS 5/1 et seq.,] (the "Act").
17. Section 5 of the Act provides, *inter alia*, that all securities, unless otherwise provided in Section 2a, 3, 4, 6 or 7 of the Act, shall be registered prior to their offer or sale in this State of Illinois.
18. Section 12.A of the Act provides, *inter alia*, that it shall be a violation of the Act to offer or sell any security except in accordance with the Act.
19. At all times relevant hereto, the securities publicly offered by the Respondents were unregistered in the State of Illinois.
20. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the Act to fail to file with the Secretary of State any application, report, or document required to be filed under the Act.
21. At all times relevant hereto, the Respondents failed to file any registration applications with the Secretary of State.
22. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act to engage in any transaction, practice, or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
23. At all times relevant hereto, the Respondents, as a course of business, deceived the Illinois investor as to the nature of Respondents' business and their plans, dealings, and expectations.
24. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act to employ any device, scheme, or artifice to defraud in connection with the sale or purchase of any security, directly, or indirectly.
25. At all times relevant hereto, the Respondents used false documents to defraud the Illinois investor.
26. By virtue of the foregoing, the Respondents, Alan W. Meyer and Cel Marketing LLC, have violated Sections 12.A, 12.D, 12.F and 12.I of the Act.
27. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit or suspend, by an order effective immediately, the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems it necessary to prevent an imminent violation of the Act or to prevent losses to

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investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act.


28. Based upon the foregoing, the Secretary of State deems it necessary, in order to prevent imminent and additional violations of the Act, and to prevent losses to investors as a result of the referenced prior violation of the Act, to enter an order pursuant to the authority granted under Section 11.F of the Act which prohibits the Respondents, Alan W. Meyer and Cel Marketing LLC, from offering and/or selling securities in the State of Illinois.
29. Based upon the credible evidence available to the Secretary of State, the entry of this Temporary Order is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Alan W. Meyer and Cel Marketing LLC, are hereby PROHIBITED from offering and/or selling securities in or from the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondents may request a hearing on this matter by transmitting such request in writing to the Securities Director, Illinois Securities Department, 300 W. Jefferson St., Suite 300A, Springfield, Illinois 62702. Such request must be made within thirty (30) days of the date of entry of this Temporary Order. Upon receipt of a request for hearing, a hearing will be scheduled. A request for hearing will not stop the effectiveness of this Temporary Order, but will extend the effectiveness of this Temporary Order for sixty (60) days from the date the request is received by the Department.

FAILURE BY THE RESPONDENTS TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS TEMPORARY ORDER SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTE SUFFICIENT BASIS TO MAKE THE TEMPORARY ORDER FINAL.

ENTERED: This 21st day of January, 2015


JESSE WHITE
Secretary of State
State of Illinois

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