

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF:     ALAN W. MEYER, CEL MARKETING     )  
                          LLC, AND ITS OFFICERS, DIRECTORS,     ) File No. 1400286  
                          EMPLOYEES, AFFILIATES,     )  
                          SUCCESSORS, AGENTS AND ASSIGNS     )  

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ORDER OF PROHIBITION

TO THE RESPONDENTS:

Alan W. Meyer  
Cel Marketing LLC  
901 Avenue G  
Sterling, IL 61081-2162

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on January 21, 2015 prohibiting Alan W. Meyer and Cel Marketing LLC from offering and/or selling securities in or from the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et seq.*] (the "Act"), the failure to request a hearing within thirty days of the entry of the Temporary Order of Prohibition shall constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Alan W. Meyer and Cel Marketing LLC have failed to request a hearing on the matters contained in said Temporary Order within thirty days of the entry of said Temporary Order and is hereby deemed to have admitted the facts alleged in said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in said Temporary Order as the Secretary of State's final Findings of Fact as follows:

1. Respondent, Cel Marketing LLC, is a Minnesota limited liability company with a last known business address of 6746 500<sup>th</sup> St., Buffalo Center, Iowa 50424, and a last known registered office address of 2701 510<sup>th</sup> St., Frost, Minnesota 56033.

## Order of Prohibition

-2-

2. Respondent, Alan W. Meyer, is the manager of Cel Marketing LLC. His last known address was 901 Avenue G, Sterling, Illinois 61081-2162.
3. Respondent Meyer met an Illinois investor at a restaurant in Rock Falls, Illinois.
4. Respondent Meyer told the Illinois investor about a company that Meyer had started to sell a device that could unlock and start a vehicle with the use of a cell phone. Purportedly, the device would be very popular in states with cold weather.
5. The Illinois investor was given documentation about the company, Cel Marketing LLC, and its "patent pending" product, CELSTART. However, the United States Patent Office has no record of any such patent application in Respondent Meyer's name, the company's name, or the product's name.
6. The documentation included charts purporting to show the number of short ranged remote starters installed in certain states, as of September 1, 2013, and industry growth projections.
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.

## Order of Prohibition

-3-

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.
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 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.

Order of Prohibition

-4-


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.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in said Temporary Order as the Secretary of State's final Conclusions of Law as follows:

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. By virtue of the foregoing, the Respondents, Alan W. Meyer and Cel Marketing LLC, are subject to, pursuant to Section 11.F of the Act, an Order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois.

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 permanently PROHIBITED from offering or selling securities in or from the State of Illinois.

ENTERED: This 23<sup>rd</sup> day of February, 2015

  
JESSE WHITE  
Secretary of State  
State of Illinois

**NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 felony for each offense.**