

**STATE OF MICHIGAN
MICHIGAN DEPARTMENT OF ENERGY, LABOR AND ECONOMIC GROWTH
OFFICE OF FINANCIAL AND INSURANCE REGULATION**

Before the Commissioner of Financial and Insurance Regulation

In the matter of:

Enforcement Case No. 09-7485

**Office of Financial and Insurance Regulation
Petitioner,**

v

**GetMoni.Com, Inc.
a Nevada Corporation,**

Ronald L. Brito, and

John Missitti

Respondents.

FINAL ORDER TO CEASE AND DESIST

The Commissioner of the Office of Financial and Insurance Regulation (“OFIR”), pursuant to his statutory authority and responsibility to administer and enforce the Michigan Uniform Securities Act (“MUSA”), 1964 PA 265, MCL 451.501 *et seq.*, hereby makes final the Order to Cease and Desist originally entered on November 6, 2009, against **GETMONI.COM, RONALD L. BRITO AND JOHN J. MISSITTI**.

I.

FINDINGS OF FACT

1. Respondent GetMoni.Com (“GetMoni”) is a domestic corporation incorporated under the laws of and in the State of Nevada. Its principle place of business is located at 711 S. Carson St., Ste. 4, Carson City, NV 89701.
2. Respondent Ronald L. Brito (“Brito”) is an individual whose principle place of business is located at 711 S. Carson St., Ste. 4, Carson City, NV 89701. He serves as GetMoni’s president, secretary, treasurer and director.
3. Respondent John Missitti (“Missitti”) is an individual who is a resident of Flint, MI and whose principle place of business is 6048 Lucas Rd., Flint, MI 48506.

4. In May, June and July 2009, OFIR staff received information in the form of written complaints from multiple individuals regarding investments they had with GetMoni. The investments consisted of issuing a promissory note in exchange for money.
5. Respondents Brito and Missitti offered and sold instruments in the form of a note, instrument of indebtedness, and/or contractual or quasi contractual arrangement to Michigan residents. With each instrument a person furnished cash in exchange for a promissory note or contract.
6. Respondents Brito and Missitti offered and sold the promissory notes for the purpose of investment and profit generation.
7. With each investment a person furnished funds basically in the form of wire transfers. In exchange for these funds, Brito issued a “Promissory Note” (the “Note”) that created an agreement between GetMoni and the investor for a promise to pay the initial invested amount plus profits within three to six months. The terms of the Note did not delegate any authority to the investors to control or manage the business decisions of GetMoni.
8. Sometime in early 2007, Brito and Missitti conducted investor seminars to attract investors. A number of Michigan residents/investors attended the seminars. Other investors were introduced to Brito and GetMoni through Missitti’s clients from his tax preparation business, friends and family.
9. Brito was alleged to have paid a finder’s fee to Missitti for each new investor that he brought to GetMoni.
10. Brito and Missitti told these investors that through their business, GetMoni, they intended to use the money to invest in a couple of different investments; one being providing capital/pre-construction financing loans to contractors and developers needing seed money for developing properties as well as providing loans for air conditioning (cooling) contractors. The other investment related to the extraction of silver and/or gold from various related mines. During the seminar presentation Brito and Missitti displayed pictures of the desert floor and silos that allegedly were filled with silver. To further entice prospective investors to invest, the Respondents passed around a silver bar that purportedly came from the mine they were soliciting investments to develop and mine.
11. At the seminar presentations, Brito and Missitti informed the groups that their investment would return 15% (for 2 or 3 months) or up to 100% after one year or it could be reinvested for up to 30 months.
12. In another seminar held in March 2007 at [REDACTED] in Burton, MI, Brito offered investments in land property that he was developing in California. He stated the investor money would be held in trust and loan out to developers with high

risk low credit scores and they would charge a high rate of interest, thus yielding high rate of return on their investment.

13. Outside and away from the seminar presentations, Missitti invited prospective investors to his home where he represented that he was a part owner of GetMoni and that he was investing in the company as well. He showed the investors a stack of checks that he received from partnering with Brito.
14. Through Brito's and Missitti's selling efforts, between May 2007 and March 2008, GetMoni received principal investments ranging from \$15,000 to \$119,000 from individual investors. OFIR has identified at least 4 investors who gave money to Brito, Missitti and/or GetMoni to invest in loan (contractor/developer) financing, development of gold/silver mines, and a banks in exchange for promissory notes.
15. OFIR has information that the Respondents did not use the investment money to invest in property, gold and silver mines or banks as they said they would. The notes are outstanding and Respondents have defaulted on paying principal and interest. The investors demanded that the Respondents return their money, but it has yet to be paid. According to the complainants, Respondent Brito refuses to return a great majority of the telephone calls and has evaded most collection attempts.
16. OFIR staff conducted a search to locate records of any securities registration or exemption filing pursuant to the MUSA in the matter of GetMoni.Com, Ronald Brito, and John Missitti. No such records were found.
17. Respondents are not authorized to offer or sell securities in the State of Michigan under MUSA.
18. Respondents marketed, offered and sold unregistered, nonexempt securities to Michigan residents.
19. Respondents collectively promoted, offered to sell, and sold securities to the general public and through word of mouth in the State of Michigan.
20. On or about November 13, 2009, Respondents were notified of an opportunity to request a hearing on this matter and have failed or otherwise waived their right to have a contested hearing.

II.

CONCLUSIONS OF LAW

WHEREAS, a security is defined in Section 401(z) of the Act, MCL 451.801(z), to mean any note; stock; treasury stock; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement; collateral-trust certificate; preorganization

certificate or subscription; transferable share; investment contract; voting-trust certificate; or certificate of deposit for a security; certificate of interest or participation in an oil, gas, or mining title or lease ...or, any contractual or quasi contractual arrangement pursuant to which,

- (1) a person furnishes capital, other than services, to an issuer;
- (2) a portion of that capital is subjected to the risks of the issuer's enterprise;
- (3) the furnishing of that capital is induced by the representations of an issuer, promoter, or their affiliates which give rise to a reasonable understanding that a valuable tangible benefit will accrue to the person furnishing the capital as a result of the operation of the enterprise;
- (4) the person furnishing the capital does not intend to be actively involved in the management of the enterprise in a meaningful way; and
- (5) a promoter or its affiliates anticipate, at the time the capital is furnished, that financial gain may be realized as a result thereof; and,

WHEREAS, Respondents, Ronald Brito and John Missitti, as an individuals and through their business, GetMoni.Com, offered and sold securities in the form of a note and/or other some other type of contractual or quasi contractual agreement to Michigan investors. The Michigan investors furnished money in the form of cash by wire transfer to the Respondents. The investment money was subject to the risks of the Respondents' business enterprise in lending funds, including the acquiring real estate for the purpose of improving for later resale, developing and mining gold and silver and bank investment. The Respondents told the Michigan investors and the Michigan investors understood that their money would be used for the purpose of investment and profit generation. The Michigan investors were not actively involved in the management or business decisions of selecting properties, gold and silver mines and/or bank to be purchased nor were they active in the process of acquiring, marketing, promoting, and selling such investment opportunities. The Respondents anticipated that the money they received from the Michigan investors would yield a financial gain that might be realized as a result of their efforts in lending the money to contractors/developers, buying property and improving for resale, developing gold and silver mines and investing in a bank.

WHEREAS, OFIR staff conducted a search to locate records of any securities registrations or exemption filings pursuant to the MUSA on behalf of Ronald Brito, John Missitti and GetMoni.Com. No such records were found.

WHEREAS, OFIR staff conducted a search to locate any records of a Form D filing with the Securities and Exchange Commission pursuant to the Securities Act of 1933 under Rule 506, and the MUSA's notice filing requirements of the same. No such records were found.

WHEREAS, Respondents engaged in activities to market, advertise, offer, and offer to sell unregistered, nonexempt promissory notes or instruments that would be defined as securities under MUSA by general solicitation and general advertising to Michigan residents when they held seminars to attract investors in violation of the law of this State. MCL 451.701, §301; MCL 451.801, §401(v) and (2).

WHEREAS, Respondents knew or should have known that marketing, advertising, offering, offering to sell unregistered, nonexempt promissory notes or instruments that would be

defined as securities under MUSA are activities that are in violation of the law of this State. MCL 451.701, §301; MCL 451.801, §401(v) and (2).

WHEREAS, Section 301 of the Act, MCL 451.701, makes it unlawful for a person to offer or sell any security in the State of Michigan unless the security is: 1) registered under the Act, 2) an exempt security or transaction under Section 402 of the Act, or 3) a federally covered security; and,

WHEREAS, Respondents violated Section 301 of the Act where Respondents collectively promoted, offered to sell, and sold securities to Michigan residents.

WHEREAS, Section 201(a), of the MUSA, MCL 451.601(a), provides that a person may not transact business in this state as an agent unless registered under this act, or exempt.

WHEREAS, Section 401(c), MCL 451.801(c), defines an agent to mean any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases and sales of securities.

WHEREAS, Respondents Brito and Missitti engaged in activities as unregistered agents when they provided services to offer, offer to sell and solicited offers to buy GetMoni.Com securities to the general public through publications, writings, word of mouth and free lunch seminars. Respondents Brito and Missitti committed acts and/or transactions either individually or agreeing with GetMoni.Com that acts and/or transactions should be committed or things should be done to bring about the sale of securities in a way that each aided and assisted in the unlawful sale of securities.

WHEREAS, Section 802(c) of the Act, MCL 451.802(c), provides that in any proceeding under this act, the burden of proving an exemption or an exception from a definition is upon the person claiming it; and,

WHEREAS, Respondents failed to offer sufficient proof pursuant to Section 802(c) that Respondents were exempted from registration.

WHEREAS, Section 408 of the Act, MCL 451.808, states that whenever it appears to the Administrator (Commissioner of the Office of Financial and Insurance Regulation) that any person has engaged or is about to engage in any Act or practice constituting a violation of any provision of this Act or any rule or order hereunder, it may in its discretion issue a cease and desist order or bring an action in a circuit court to enjoin the Act or practices and to enforce compliance with this Act or any rule or order hereunder; and

WHEREAS, Respondents offered and sold securities, i.e., an investment contract and/or promissory notes to Michigan residents; and

WHEREAS, the investment contracts and/or promissory notes offered by Respondents, meet the definition of a security, as defined and listed in Section 401(z) of the Act, MCL 451.801(z); and

WHEREAS, Section 301 of the Act, MCL 451.701, provides that it is unlawful for any person to offer or sell any security in Michigan unless the security is: registered under the Act, the security or transaction is exempted under Section 402 of the Act, MCL 451.802, or the security is a federally covered security; and

WHEREAS, the securities offered and sold by Respondents do not meet any of the requirements listed in Section 301 of the Act, MCL 451.701; and

WHEREAS, Respondents therefore offered and sold securities in the State of Michigan in violation of Section 301 of the Act, MCL 451.701; and

WHEREAS, the Administrator finds this Order necessary and appropriate in the public interest, for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act; and

WHEREAS, the Administrator retains the right to pursue further administrative action against Respondents should the Administrator determine that such action is necessary and appropriate in the public interest, for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act; and

WHEREAS, based on the foregoing, OFIR Staff recommends that the Administrator find that Respondents have engaged in acts and practices that violate Section 301 of the Act, MCL 451.701.

III.

ORDER

IT IS THEREFORE ORDERED, pursuant to Section 408 of the Act, MCL 451.808, and Section 409 of the Act, MCL 451.809, that:

1. Respondents shall immediately **CEASE AND DESIST** from violating Sections 301 and 201 of the Act, MCL 451.701 and 451.601.
2. Based upon Respondents' violations of the Act and because the Administrator finds that it would be in the public interest, any exemptions under Section 402(a)(1), (6), (7), (8), (9), (10), and 402(b) of the Act, MCL 451.802(a)(1), (6), (7), (8), (9), (10), and 451.802(b) for which Respondents might qualify, are hereby summarily denied or revoked for all purposes provided under Section 408(c) of the Act, MCL 451.808(c) including but not limited to Respondents' right to engage in transactions otherwise

exempt under Section 402(b) of the Act, MCL 451.802(b) in the future absent compliance with the registration provisions of the Act.

3. Failure to comply with this **ORDER** may subject you to a criminal penalty of not more than \$25,000 for each violation, or imprisonment of not more than 10 years, or both.

**OFFICE OF FINANCIAL AND
INSURANCE REGULATION**



Stephen R. Hilker
Chief Deputy Commissioner

Dated: 2/1/10