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United States of America before the
Securities and Exchange Commission
Exchange Act Release No 80701
Administrative Proceeding File No 3-17990

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In the Matter of

File No 3-17990

Digital Brand Media & Marketing Group, Inc.,

**ANSWER TO MOTION
FOR RULING ON THE
PLEADINGS**

DBMM

-----X

Hon. Brenda P. Murray, CALJ

DBMM Digital Brand Media and Marketing Group, Inc., CIK 0001127475, ("DBMM"), by
and through their counsel Marshal Shichtman & Associates, P.C., hereby submits this Answer to
the Motion for Ruling on the Pleadings, dated 6 June 2017.

Background:

1. Digital Brand Media & Marketing Group, Inc. ("DBMM") had been using Sherb & Co., LLP as the DBMM's auditors from 2006 to 2013. The Commission instituted proceedings against Sherb & Co., LLP, and its constituent principals, on or about November 2013 (See Administrative Proceeding No 3-15609), and subsequently barred Sherb & Co. from representing public issuers for matters unrelated to DBMMs. As a consequence of the bar, DBMM had to reaudit the prior three years, which involved locating and paying a new auditor, and the ensuing process of reauditing.
2. DBMM, which needed a capital infusion to pay for three years audit all at once, entered into a series of ill-fated convertible instruments with Asher Enterprises, Inc.. Unbeknownst to

DBMM, Asher Enterprises, Inc. and its principal Curt Kramer was subsequently classified as a bad actor by FINRA, pursuant to FINRA Rule 6490 (d) (3) (3), in correspondence dated 16 September 2014, (See In re: Ecolocap Solution, Inc. CAS 29596-C5Y7S4) , stemming from a Commission Administrative Proceeding against Asher Enterprises, Inc. for violation of Section 5 (a) and 5 (c) of the Securities Act. (File № 3-15621), and culminating in a press release dated 25 November 2013 from the Commission (See SEC Press Release 2013-249).

3. Asher Enterprises, Inc. is a toxic lender. It loans issuers money and takes convertible instruments and then proceeds to relentlessly convert shares materially discounted below market price to perpetually sell at a profit, and ever decrease the share price because no matter how low the stock price goes Asher is always selling well below its cost basis. The share price can never go up with the selling pressure, and Asher never stops.
4. Asher Enterprises, Inc. then recommended RBSM, LLP as the new auditor, which DBMM accepted the recommendation of one of its lenders (See DBMM 8K dated 18 April 2013). Unbeknownst to DBMM, and under information and belief, RBSM, LLP, under information and belief, represents or represented a significant number of issuers that are holders of Asher Enterprises, Inc. convertible instruments.
5. Under information and belief, due to Asher Enterprises, Inc. aggressive conversions the Depository Trust and Clearing Corporation ("Cede") the instituted a Deposit Chill against the DBMM which was subsequently lifted on November 8, 2013 (See Exhibit A), to ensure that the aggressive conversions documentation on the issuers side was in order; which it was found to be.

6. Asher Enterprises, Inc., who was not supposed to be converting during the Deposit Chill and was delinquent at the time while waiting for RBSM, LLP to finish the audit so DBMM could file, then sued the DBMM in February 2014. (See Asher Enterprises, Inc. v. Digital Brand Media and Marketing Group, Inc., Supreme Court of New York sitting in Nassau County, Index № 600717/2014) DBMM then waited three months for RBSM, LLP, the DBMM's certifying accountant, to finish the audit and render the litigation moot. When RBSM did not finish the audits, DBMM submitted their answer and counterclaims against Asher Enterprises, Inc., which included counterclaims that Asher Enterprises, Inc. had unauthorized communications with the DBMM's certifying accountant in June of 2014. Said answer and counterclaim did not include a third party complaint against RBSM, LLP because DBMM did not want to upset the audit process by providing a conflict of interest; although DBMM's counterclaim for §5 violations and other claims was dismissed on motion. In June 2014, RBSM, LLP then resigned as the DBMM's certifying accountants, and the DBMM then retained D'Arelli Pruzansky, P.A as the DBMM's certifying accountant (See DBMM's 8K filed on July 7, 2014), and in an abundance of prudence hired Boisseau, Felicione & Associates, Inc. as its CPS for pre-audit accounting work.

7. Asher Enterprises, Inc. eventually obtained a judgment against DBMM, on motion again, in July 2015, and have been engaging in post judgment motion practice to the present day in push back against Asher Enterprises, Inc. Asher Enterprises, Inc. then in May 2017 released a press release incorrectly stating a turnover order for all securities of the DBMM and their subsidiaries to Asher Enterprises, Inc., which was since rectified by further motion practice stating that any turnover for securities in possession of DBMM, which was

clarified not to include any securities in treasury of the DBMM but did include securities in any subsidiaries of DBMM; to wit Styler, Ltd.. Counsel for DBMM has prepared a motion to renew overturn the decision based upon Asher Enterprise, Inc. recent consent decree with the Commission, admonishing Curt Kramer, Principal of Asher Enterprises, Inc. for violating Section 5 (a) and (c) of the Securities Act, again, dated October 2016 (See Administrative Proceeding File № 3-17647) and stating that Mr. Kramer and consequently affiliate Asher Enterprises, Inc., was barred from receiving unregistered securities, but has not filed said motion as it is in a gentleman's moratorium with opposing counsel who has prepared a motion for contempt for not tendering the contemplated securities.

8. In the interim of all of the aforesaid, which is no small feat in and of itself, DBMM has complied with the Commission's request for a reaudit for the three years requested by the Commission, in addition to 2014, filing three amended 10Qs and two amended 10Ks, and has had its accountant, Boisseau, Felicione & Associates, Inc. prepare fiscal year 2015 for audit (See Exhibit B) in addition to filing three quarterly reports for 2015.
9. The DBMM, despite a Deposit Chill, a cantankerous protracted litigation, and three changes of auditors which entailed paying for the reaudits three times, has moved forward despite the hardships befallen it. The DBMM, with its limited resources, has made best efforts in complying with its Periodic Reporting requirements; but there is only so much a company of DBMM's size can reasonably be expected to accomplish in such a short time.
10. The DBMM has complied with the Commission's request for three years of reaudits, and paid three separate auditors, it has and still is aggressively fighting Asher Enterprises, Inc.,

deemed a “bad actor” by FINRA, but it fell a behind in DBMM’s Periodic Reporting obligations; which it fully intends to entirely become current with.

11. Given the aforementioned, the DBMM respectfully asserts that the DBMM qualifies for a Continuing Hardship Exemption as specified in 17 CFR §232.202 as it cannot perform everything at once within the allotted time frame, and undertakes to become current in its Periodic Reporting obligations of Section 13 of the Exchange Act.

Answer to Allegations

Digital Brand Media and Marketing Group, Inc. is acting as a responsible issuer

12. Digital Brand Media and Marketing Group, Inc. (“DBMM”) admits its obligation to file periodic reports under the Exchange Act §12 (j) and understands the seriousness of its obligations to file not just to the Commission, but to current and future investors. In furtherance of the seriousness of these obligations, DBMM has reissued several years of restated financial statements; in accordance with the directives of the Commission after the barring of Sherb & Co., DBMM’s prior accountant. To date, DBMM has filed through Q3 2016 but could not afford to have the 2015 Form K audited because of the litigation DBMM is in with Asher Enterprises, Inc.. To wit, DBMM has been litigating with Asher Enterprises for the very protection of its shareholders and the protection of its marketplace. Asher Enterprises, Inc. has been sanctioned numerous times by the Commission for Securities §5 violations and, under information and belief, intends to commit further Securities Act §5 violations in DBMM’s securities. To combat this, and protect the current and future shareholders, DBMM entered into a protracted litigation with Asher Enterprises, Inc. to

fight off an entity that FINRA has deemed a “bad actor” as an exemplification of its efforts to be a responsible issuer. The Commission and FINRA have taken efforts to curtail Asher Enterprises, Inc. insidious Securities Act §5 violations where the Commission and FINRA have left off. Unfortunately, these efforts have come at the cost of leaving DBMM with diminished resources to pay for an audit. If DBMM was not acting as a responsible issuer, DBMM would have simply handed over the securities requested by Asher Enterprises, Inc. Such costly efforts by DBMM should not be held against DBMM, especially where restraining of Asher Enterprises, Inc. from converting securities en masse protects the current and future shareholders. Regrettably, the conscious choice to be a responsible issuer came at a Sophie’s choice: pay for the audits and satisfy the letter of the regulations and let the share price be crushed by Asher’s conversions, or pick up the sword where the Commission left off and protect the investors from immediate harm. This is not to say that no efforts have been made on the financial statements. To the contrary, DBMM has made efforts to prepare the financial statements due under Exchange Act §13(a), albeit slowly, as evidenced by the pre-auditor’s successful review of the books and records of DBMM to hasten the certifying accountants audit of DBMM’s books and records.

Revocation is not an appropriate sanction

13. The Commission has relied IN the Matter of Gateway International Holdings, Inc. and Lawrence Consalvi, Administrative Proceedings File N^o 3-11894, Release N^o 53907, 2006 SEC LEXIS 1288. In making its argument the Commission relies upon the 5 prong test of *Gateway*. Those prongs are as follows: 1) the seriousness of the issuers violations; 2) the

isolated or reoccurring nature of the violations; 3) the degree of culpability involved; 4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and 5) the credibility of the issuer's assurances against future violations.

14. In the first prong, the seriousness of the issuers violations, DBMM weighed the balance of the harms, either file timely or fight off Asher Enterprises, Inc., and determined that the immediate and irreparable harm came from Asher's relentless conversions, which Asher and its principal have been sanctioned for numerous times by the Commission. There were enough resources to either stop Asher from committing continuing Securities Act §5 violations, which it is currently under a Consent Decree, the most recent of which dated October 2016, not to commit further violations, and stop the irreparable crushing of DBMM's stock price and prevent current and future holders of DBMM from irreparable harm, or file the periodic reports which can be filed at a later date. It is an easy choice; stop the irreparable harm. Essentially the seriousness of the violation by not timely complying with Exchange Act §13 (a) pales in comparison to the alternative of the seriousness of letting a multiple time sanctioned Asher have their way. DBMM made the responsible choice and stopped the more grave irreparable harm to current and future investors.

15. The second prong, the isolated or reoccurring nature of the violations while seemingly a simple thing is very much not as simple as first blush. DBMM contends that the untimely filings are an isolated occurrence because being behind in the multiple filings stemmed from one directive of the Commission to refile its financial statements due to the disbaring of DBMM's prior auditor, which was completely unrelated to DBMM. But for having to refile several years in the first place, DBMM would have had its filings up to date as it would not

have had to spend its precious resources on refiling past years. DBMM contends that the instigating act was a singular act and directive of the Commission to refile several years of financial statements, and thus all remedial efforts, or shortcomings thereof, are in accord one act. The singular directive of the Commission to refile prior years financial statements stemmed a transaction of occurrences which had lasting repercussions, but were still isolated in nature as but for the Commission's directive, which was complied with by DBMM, the §13 (a) issue would not have occurred.

16. The third prong, the degree of culpability involved, cannot be implied or inferred as an intentional or malicious act by DBMM but rather DBMM was a victim of circumstance without any culpability whatsoever. The Commission directed DBMM refile prior years financial statements, which it did to the great expense of DBMM. As a point of fact, DBMM paid Sherb & Co., the disbarred auditor, and then paid RBSM, LLP which performed the work and then resigned, and then paid D'Arelli Pruzansky, P.A to complete the audits. DBMM paid three times for these audits. Those are not the acts of a culpable party. Then, to make matters worse, the Asher situation arose and DBMM had no moral choice but to engage in a protracted litigation to protect its holders. There was no culpability on DBMM's part. If anything, DBMM should be lauded for its efforts to comply with the Commissions directive and zealously defend its holders.
17. The fourth prong, the extent of the issuer's efforts to remedy its past violations and ensure future compliance, speaks to the efforts of DBMM has made in complying with the Commission's directive to refile, the submitted letter from DBMM's pre-audit accountant stating that efforts are currently underway to continue to comply with Exchange Act §13 (a),

and the litigation to defend and protect DBMM's shareholders. DBMM has made fearless efforts to fight off designated "bad actors", as determined by FINRA and the Commission with demonstrated malicious intent to shareholders, and has made material headway to become compliant in addition to engaging in litigation to protect and defend holders against future Securities Act §5 violations by Asher. DBMM can only fight effectively on so many fronts at the same time, but its efforts to be timely and moral must be recognized.

18. In the fifth and final prong, the creditability of the issuer's assurances against future violations, the Commission need only look to what DBMM has done for creditability. DBMM has refiled in accordance with the directive of the Commission. DBMM has worked with its pre-audit accountants to get the 2015 financial statements prepared for a painless audit. DBMM has litigated unwaveringly to protect its holders from the malicious and well sanctioned acts of Asher. DBMM need not plead to the Commission for a kind eye on creditability, DBMM needs only to rest its laurels on its accomplishments in the face of extreme adversity. Achieving results in the face of adversity is credibility. DBMM has earned its credibility in protecting its holders now and in the future, and will continue to do so.

This is a strongly compelling showing with respect to other factors that justifies a lesser sanction than revocation.

19. As stated previously, there are other factors involved. A Commission mandated refiling of prior years' financial statements, which DBMM has complied with, having had and paid THREE auditors to accomplish this. The litigation by Asher, who despite being a designated bad actor, had its principal Curt Kramer sanctioned multiple times in multiple entities, and is

the poster child of malicious intention, is a sophisticated and contentious litigator with ample resources. However, despite being battered and bruised by the litany of "other factors" DBMM continues to march on and work on its audits and defend its holders against Asher. DBMM has had to deal with "other factors" and has, and will continue to protect and defend its holders and comply with the Commission's directives and obligations.

Revocation is not the appropriate remedy

20. Revocation would be disastrous for DBMM and its holders. The revocation of DBMM registration would chiefly stop DBMM from trading as the refiling of a 15c-211 would require a PMM (primary market maker), which at the current share price would be almost impossible due to the low price of the security resulting from Asher's relentless selling because any primary market maker or clearing house would not go near it in the current regulatory environment and would completely disenfranchise holders. Moreover, the Commission is amiss in stating that DBMM could file a Form 15 because DBMM is not current in their reporting obligations. Furthermore, DBMM is a marketing and advertising firm focusing on social branding and imaging, hence the name Digital Brand Media & Marking Group, Inc. The revocation of its securities will cause DBMM to lose face and prestige and thus materially lose customers resulting from the damage to its reputation. Revoking DBMM's registration is the worst thing that could happen to DBMM as everyone would lose; the shareholders would be disenfranchised and be left holding an illiquid security because the security could not trade on a public exchange without the functions of market makers and clearing houses, the business operations would material suffer from the

wound to its reputation, and Asher would write the whole matter off as a tax loss. This does not even account for the good credit DBMM has done in litigating and complying with the Commissions directive. Revocation in this instance does not send a message to other issuers to file, it sends a message to other issuers to take the path of least resistance because no credit is given.

Digital Brand Media & Marketing Group, Inc. is a small business, with bona fide business lines that has been growing incrementally

21. DBMM crafts, designs and executes digital marketing strategies across multiple ad platforms and social media networks for a broad array of clients. DBMM currently has approximately 35 global clients establishing a unified and coherent brand message, image, and identification across the digital landscape. Such clients include Mercedes Bens UK, Santander Bank, and Savill Property Management, to name a few.

22. Since 2011 DBMM has consistently incrementally grown its gross revenue and client base.

Undertakings of filings and reporting

23. DBMM hereby undertakes to engage in best efforts to file its periodic reports, past, current and future, and file its Form 3s as soon as possible.

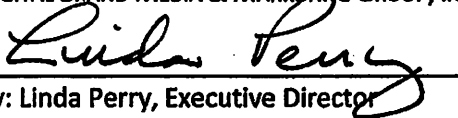
Conclusion of respectfully requesting a hardship exemption

24. DBMM respectfully requests that the Hardship exemption be granted and the Commission withdraw proceedings to enforce Section 12 (j) of the Exchange Act pursuant to the authority granted in 17 CFR §232.202.

I have read the foregoing and found it true and accurate.

Dated: 13 June 2017
New York, New York

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.


By: Linda Perry, Executive Director

MARSHAL SHICHTMAN & ASSOCIATES, P.C.

Marshal Shichtman, Esq.

By: Marshal Shichtman, Esq.
Counsel for DBMM
1 Old Country Road
Suite 360
Carle Place, New York 11514
Tel (516) 741-5222

DISTRIBUTION LIST:

Hon. Jason S. Patti, ALJ
Securities and Exchange
Commission

100 F Street, N.E.
Washington, D.C. 20540-1227

Neil J. Welch, Jr., Esq.
Division of Enforcement

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C., 20549-6010

Office of the Secretary
Securities and Exchange Commission
100 F Street NE, Mail Stop 1090
Washington, DC 20549
Phone 202-551-5400
Fax 703-813-9793
alj@sec.com



55 WATER STREET
NEW YORK, NY 10041-0099

TEL: 212-855-3298
dmaj@dtcc.com

November 8, 2013

VIA EMAIL

Marshal Shichtman, Esq.
Marshal Shichtman & Associates, P.C.
1 Old Country Road, Suite 360
Carle Place, NY 11514
shichtm@aol.com

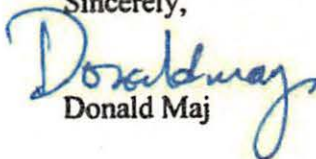
Re: Deposit Chill on Digital Brand Media & Marketing Group, Inc. (f/k/a RTG Ventures, Inc.)/CUSIP 74973X204

Dear Mr. Shichtman:

This letter is in response to your recent inquiries and submission regarding the deposit transaction restriction (the "Deposit Chill") on CUSIP 74973X204 (the "Issue"), issued by Digital Brand Media & Marketing Group, Inc. (f/k/a RTG Ventures, Inc.).

Please be advised that The Depository Trust Company has determined to lift the Deposit Chill and has resumed accepting deposits of the Issue for depository and book-entry transfer services.

Sincerely,


Donald Maj

YB



Boisseau, Felicione & Associates, Inc.
13590 Jog Road, Suite C6
Delray Beach, Florida 33446
Phone: (561) 495-5250
Fax: (561) 495-5261

May 25, 2017

Ms. Linda Perry

Executive Director

Digital Brand Media and Marketing Group, Inc.

747 3rd Avenue

New York, NY 10017

Dear Linda,

This is to confirm to you that the Digital Brand Media and Marketing Group, Inc. audit package for the year ended August 31, 2015, including consolidated trial balances, financial statements, and draft of the 10-k is ready to be sent to the auditors.

Please let me know if you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "Boisseau, Felicione & Associates".

Boisseau, Felicione & Associates, Inc.

In the Matter of:

DIGITAL BRAND MEDIA & MARKING GROUP, INC.

Respondent(s)

ANSWER TO MOTION FOR JUDGMENT ON THE PLEADINGS-



MARSHAL SHICHTMAN & ASSOCIATES, P.C.

Attorney for Respondent Digital Brand Media & Marketing Group, Inc.

One Old Country Road

Suite 360

Carle Place, New York 11514

Tel (516) 741-5222, Fax (516) 741-5212

marshal@lawmsa.com • www.lawmsa.com

SERVICE

Service of a Copy of the within is hereby admitted.

Dated this _____ day of _____, 20____

Attorney(s) for: Plaintiff; Defendant; Other: _____

Counsel information: _____

Signature: _____; Name: _____

Signature

Print Name

The undersigned Attorney, under the penalty of perjury, hereby certifies pursuant to section 130-1.1-a of the Rules of Chief Administrator that, to the best of his knowledge, information and belief, formed after an inquiry reasonable under the circumstances, the presentation of the foregoing; notice of ANSWER the contents therein; and any exhibits or supporting documents annexed thereto; are not frivolous as defined in subsection (c) of section 130-1.1.

Dated: Tuesday, June 13, 2017

Marshal Shichtman, Esq.

MARSHAL SHICHTMAN, ESQ., MBA, LLM

PLEASE TAKE NOTICE that the inclusion on our letterhead of a number for facsimile or email transmission of documents is not to be deemed consent to service of litigation papers by such method, any provision of law or statute notwithstanding.

PLEASE TAKE FURTHER NOTICE that service of litigation papers in this or any other action by facsimile or email transmission will not be accepted and is not authorized except on written or telephonic permission given at least twenty-four (24) hours prior to such service.