

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17990

In the Matter of

Digital Brand Media & Marketing
Group, Inc., *et al.*,

Respondents.

**DIVISION OF ENFORCEMENT'S BRIEF
IN REPLY ON ITS MOTION FOR SUMMARY DISPOSITION**

The Court should revoke the registration of the securities of respondent Digital Brand Media & Marketing Group, Inc. ("Digital Brand") because it has failed to file any opposition to the Division's Motion for Summary Disposition and thus raise a genuine issue of any material fact regarding application of the factors laid out by the Commission in *Gateway Int'l Holdings, Inc.*, Securities Exchange Act of 1934 Rel. No. 53907, at 10, 2006 SEC LEXIS 1288, at *19-20 (May 31, 2006) ("*Gateway*") (quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)). There is no genuine issue of any material fact, and thus no basis for this case to proceed to a hearing which would unnecessarily expend the Court's and the Division of Enforcement's limited resources. Digital Brand has offered no declarations, affidavits, documents, or any other evidence in opposition to the summary disposition motion.

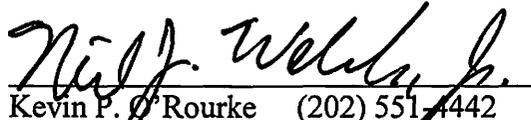
Because the Respondent failed to offer evidence that raises a genuine issue of material fact, the Division is entitled to summary disposition as a matter of law. *See*

Lorsin, Inc., Initial Decision Rel. No. 250, 2004 SEC LEXIS 961, at *4 (May 11, 2004) quoting *SEC v. Lybrand*, 200 F. Supp. 2d 384, 391 (S.D.N.Y. 2002) (quoting *Ying Jing Gan v. City of New York*, 996 F.2d 522, 532 (2d Cir. 1993)) (“A non-moving party must produce evidence in the record and ‘may not rely simply on conclusory statements or on contentions that the affidavits supporting the motion are not credible.’”); *see also* *Johnson v. Southwestern Bell Tel. Co.*, 819 F. Supp. 578, 582 (E.D. Tex. 1993), *aff’d*, 22 F.3d 1094 (5th Cir. 1993) (“The evidence produced to defeat a properly supported motion for summary judgment must adduce affirmative evidence. Naked assertions of an actual dispute unsupported by facts will not suffice, . . . the nonmovant cannot rely upon argument alone to defeat a properly supported motion for summary judgment.”); *Jersey Central Power & Light Co. v. Township of Lacey*, 772 F.2d 1103, 1109-10 (3rd Cir. 1985) (“Legal memoranda and oral argument are not evidence and cannot by themselves create a factual dispute sufficient to defeat a summary judgment motion.”).

For the reasons set forth above, and in its initial papers, the Division respectfully requests that the Administrative Law Judge grant the Division’s Motion for Summary Disposition and revoke the registration of each class of Digital Brand’s securities registered under Exchange Act Section 12.

Dated: July 20, 2017

Respectfully submitted,



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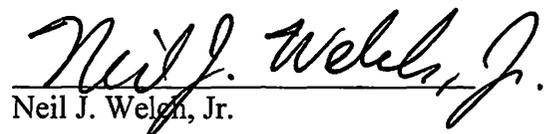
CERTIFICATE OF SERVICE

I hereby certify that true copies of the Division of Enforcement's Brief in Reply on its Motion for Summary Disposition were served on the following on this 20th day of July, 2017, in the manner indicated below:

By Email:

The Honorable Jason S. Patil
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