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8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**

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11
12 **SECURITIES AND EXCHANGE**
13 **COMMISSION,**

14 **Plaintiff,**

15 **vs.**

16 **BRETT M. BARTLETT, SCOTT A.**
17 **MILLER, DYNASTY TOYS, INC.,**
18 **THE 7M EGROUP CORP.,**
19 **CONCEPT MANAGEMENT**
COMPANY LLC, AND DYNASTY,
INC.,

20 **Defendants.**

Case No. 8:23-cv-00765

COMPLAINT

21
22
23 Plaintiff Securities and Exchange Commission (“SEC”) alleges:

24 **JURISDICTION AND VENUE**

25 1. The Court has jurisdiction over this action pursuant to Sections 20(b),
26 20(d)(1) and 22(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§
27 77t(b), 77t(d)(1) & 77v(a), and Sections 21(d)(1), 21(d)(3)(A), 21(e) and 27(a) of the
28 Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. §§ 78u(d)(1),

1 78u(d)(3)(A), 78u(e) & 78aa(a).

2 2. Defendants have, directly or indirectly, made use of the means or
3 instrumentalities of interstate commerce, of the mails, or of the facilities of a national
4 securities exchange in connection with the transactions, acts, practices and courses of
5 business alleged in this complaint.

6 3. Venue is proper in this district pursuant to Section 22(a) of the Securities
7 Act, 15 U.S.C. § 77v(a), and Section 27(a) of the Exchange Act, 15 U.S.C. § 78aa(a)
8 because certain of the transactions, acts, practices and courses of conduct constituting
9 violations of the federal securities laws occurred within this district. In addition,
10 venue is proper in this district because Defendants Bartlett and Miller resided in this
11 district during the fraud scheme and, on information and belief, are current residents
12 of this district. Further, defendants Dynasty Toys, Inc., The 7M eGroup Corp.,
13 Concept Management Company LLC, and Dynasty, Inc. each had their principal
14 place of business in this district.

15 **SUMMARY**

16 4. This civil enforcement action concerns a securities offering fraud
17 perpetrated by Brett Bartlett, his father-in-law Scott Miller, and their entities The 7M
18 eGroup Corp., Dynasty Toys, Inc., Concept Management Company LLC, and
19 Dynasty, Inc. (collectively, the “Dynasty Entities”). From at least June 2018 through
20 May 2020, Bartlett, Miller, and the Dynasty Entities raised at least \$20.5 million from
21 more than 1,000 investors nationwide through the offer and sale of promissory notes,
22 “gold contracts,” and stock. Many of these defrauded investors were affiliated with a
23 large church in Illinois. Bartlett and Miller claimed to share their Christian faith, and
24 represented to investors that Dynasty’s business model was family values-based.
25 When raising investor funds, Defendants claimed that investor capital would be used
26 to fund the purchase of toy inventory for resale, to develop a pre-production gold
27 mine, and – during the COVID pandemic – to purchase and ship face masks to
28 government agencies and other organizations.

1 5. Defendants, however, misled and deceived actual and potential investors
2 by making numerous material misrepresentations about the purported success and
3 value of the Dynasty Entities, returns on investment (including promised investor
4 “bonuses” that they knew they could not pay), and the use of investor funds, among
5 other things. First, Bartlett and Miller, who were the principals and control persons
6 of the Dynasty Entities, misappropriated at least \$1.2 million of investor money for
7 their personal use, including expenditures on vacations and other recreational
8 activities, a \$15,000-per-month luxury property rental, fees paid to Bartlett’s personal
9 counsel, and significant cash withdrawals. Second, Bartlett, Miller, and the Dynasty
10 Entities misused investor funds to make more than \$11 million of Ponzi-like
11 payments to other investors. And in May 2020, Dynasty Toys sent \$21 million in
12 checks, signed by Bartlett, to investors, which “bounced,” or failed to clear due to
13 insufficient funds. Yet throughout the relevant period, Defendants continued to raise
14 money from investors while falsely portraying the Dynasty Entities as a rags-to-
15 riches success story and claiming that the purported success of the Dynasty Entities
16 was owed to divine intervention.

17 6. In addition, none of the Dynasty Entities’ securities offerings were
18 registered with the SEC, and as a result of Defendants’ registration violations,
19 investors were deprived of the critical information that a securities offering
20 registration statement is required to provide for the protection of investors.

21 7. Through their conduct, and as further detailed in this complaint,
22 Defendants violated the registration provisions of Section 5 of the Securities Act, and
23 the antifraud provisions of Section 17(a) of the Securities Act, Section 10(b) of the
24 Exchange Act, and Rule 10b-5 thereunder.

25 8. The SEC seeks permanent and conduct-based injunctions, disgorgement
26 with prejudgment interest, and civil penalties against Defendants, and an order
27 barring Bartlett and Miller from acting as an officer or director of a public company
28 under Section 20(e) and 21(d)(2) of the Exchange Act.

THE DEFENDANTS

1
2 9. Defendant Brett M. Bartlett, age 37, resided in Yorba Linda, California
3 during the relevant period. He co-founded and co-owned each of the Dynasty
4 Entities. Bartlett was CEO, president, and a director of Dynasty Toys; the CEO,
5 president, and a director of 7ME; the president and a member of CMC, and the
6 president, secretary, and sole director of Dynasty Inc. Bartlett has never held any
7 securities licenses and has never been registered with the SEC in any capacity. Along
8 with Defendant Scott A. Miller, prior to June 2018, Bartlett operated a business
9 reselling goods online. He also participated in online courses for the purpose of
10 coaching others in how to resell goods online.

11 10. During the SEC’s investigation in this matter, Bartlett asserted his Fifth
12 Amendment privilege against self-incrimination as to all substantive questions during
13 testimony.

14 11. Defendant Scott A. Miller, age 63, is Bartlett’s father-in-law. He resided
15 in Yorba Linda, California during the relevant period. He co-founded and co-owned
16 each of the Dynasty Entities with the exception of Dynasty, Inc. Miller was vice
17 president, treasurer, secretary, and a director of Dynasty Toys, Inc.; the secretary and
18 a director of 7ME; and the CEO and a managing member of CMC. Miller has never
19 held any securities licenses and has never been registered with the SEC in any
20 capacity. Miller was previously the chief operating officer of a large company, and
21 his purported experience taking “a small construction power company from 1 to 100
22 million in revenue with a valuation of over 140 million” was touted on the CMC
23 website. Along with Bartlett, prior to June 2018, Miller operated a business reselling
24 goods online.

25 12. During the SEC’s investigation in this matter, Miller asserted his Fifth
26 Amendment privilege against self-incrimination as to all substantive questions during
27 testimony.

28 13. Defendant Dynasty Toys, Inc. is a Wyoming corporation with its

1 principal place of business in Yorba Linda, California. Dynasty Toys and its
2 securities have never been registered with the SEC in any capacity. In July 2020,
3 Bartlett and Miller, while “constituting all of the Board of Directors of Dynasty,
4 Toys, Inc.,” resigned all positions and relinquished control of Dynasty Toys to a chief
5 restructuring officer (“CRO”). The CRO resigned in April 2021, leaving the
6 company without management and defunct.

7 14. Defendant The 7M eGroup Corp. is a California corporation with its
8 principal place of business in Yorba Linda, California. 7ME and its securities have
9 never been registered with the SEC in any capacity. In July 2020, Bartlett and Miller,
10 while purportedly “constituting all of the Board of Directors of 7ME,” resigned from
11 7ME and agreed to appoint the CRO, described above, who subsequently resigned in
12 April 2021.

13 15. Defendant Concept Management Company LLC is a Wyoming limited
14 liability company with its principal place of business in Yorba Linda, California.
15 CMC and its securities have never been registered with the SEC in any capacity. In
16 July 2020, Bartlett and Miller, while “constituting all of the Board of Directors of
17 CMC,” surrendered control of the company to the CRO, who resigned in April 2021.

18 16. Defendant Dynasty, Inc. is a Wyoming corporation with its principal
19 place of business in Yorba Linda, California. Dynasty, Inc. and its securities have
20 never been registered with the SEC in any capacity. Dynasty, Inc. appears to be
21 defunct.

22 **RELATED ENTITY**

23 17. Community of Commerce (the “Co-Op”) was a Minnesota cooperative
24 association with its principal place of business in Yorba Linda, California. The Co-
25 Op and its securities have never been registered with the SEC in any capacity. The
26 Co-Op appears to be defunct and was involuntarily dissolved by the Minnesota
27 Secretary of State in February 2020.

THE ALLEGATIONS

A. The Ponzi-Like Scheme and the Unregistered and Fraudulent Securities Offerings

18. Bartlett and Miller, directly and indirectly, exercised day-to-day control over 7ME, Dynasty Toys, and CMC, and, directly and indirectly, controlled and conducted the unregistered securities offerings by each of those entities.

19. Bartlett, directly and indirectly, exercised day-to-day control over Dynasty, Inc., and, directly and indirectly, controlled and conducted the unregistered securities offering by that entity.

20. From at least June 2018 to May 2020, Bartlett, Miller, and the Dynasty Entities offered and sold securities in the form of promissory notes, “gold contracts,” and stock, raising at least \$20.5 million from more than 1,000 investors.

21. For at least some of the offerings, Defendants used general solicitation to attract prospective investors, including via webcasts and videos, websites, and conferences. Many of the investors were unaccredited and unsophisticated.

22. Defendants failed to take reasonable steps to verify investors’ accreditation status in connection with each of the offerings.

23. Defendants kept poor records of the businesses, failed to completely and accurately document incoming investor money, maintained over 200 bank accounts, and commingled funds among bank accounts and entities.

24. Bartlett and Miller frequently invoked their Christian faith when speaking with or soliciting investors. They met many of the investors through churches and many investors felt they could trust Bartlett and Miller because they held themselves out as devout Christians.

25. Bartlett frequently portrayed himself as a devout family man and included photos of himself, his wife and his three young children in informational and solicitation videos distributed to investors and posted online.

1 **1. Solicitation of Investors for “Done for You” Notes-June 2018 to**
2 **December 2018**

3 26. In or about June 2018, Bartlett and Miller formed Dynasty Toys and
4 began selling “promissory notes” to investors for the stated purpose of purchasing toy
5 inventory for the upcoming holiday season.

6 27. Bartlett and Miller described the so-called “Done For You” (“DFY”)
7 program as a group purchase of inventory that Dynasty Toys would make and then
8 resell online before Christmas to generate profits for the company and note
9 purchasers to share.

10 28. Bartlett and Dynasty Toys made false and misleading statements during
11 the DFY offering, including the following:

12 (a) In the summer of 2018, Bartlett and Dynasty Toys represented in
13 webinars and on a website that investors would receive returns of 8 to 20 percent by
14 January 2019, or in the “worst case scenario,” a full return of their principal by March
15 31, 2019.

16 i. Based on Dynasty’s past sales, lack of profits and the fact
17 that Bartlett had not yet decided what merchandise would be sold, there was no
18 reasonable basis to project Dynasty would have an 8-20 percent return or a full return
19 of investment.

20 ii. A reasonable investor would want to know that the
21 projected return on investment was not based upon actual experience making such
22 returns and would consider Bartlett’s purported track record as an important factor in
23 their investment decision.

24 (b) The DFY notes offered and sold to investors stated that purchasers
25 were lending money to the Co-Op, and Bartlett and Dynasty Toys represented that
26 investor funds would be used to purchase inventory.

27 i. In fact, investors’ money was pooled in 7ME’s bank
28 account and used, in part, to pay that entity’s marketing and operating expenses.

1 Defendants also misused investment funds to make Ponzi-like payments, e.g., using
2 one investor’s funds to pay another investor, and Bartlett and Miller misappropriated
3 some funds for their personal use.

4 ii. A reasonable investor would want to know that their funds
5 were being used for marketing and operating expenses and that their funds were
6 being used to pay back other investors as “returns” on investment or otherwise.

7 (c) In a video distributed in the summer of 2018, Bartlett and Dynasty
8 Toys claimed they needed to raise \$20 million from investors to purchase the amount
9 of inventory that the company was “confident” it could sell by Christmas.

10 Defendants had no reasonable basis for this projection.

11 i. Based on Dynasty’s past sales, lack of profits and the fact
12 that Bartlett had not yet decided what merchandise would be sold, there was no
13 reasonable basis to project that Dynasty needed \$20 million and/or that it could
14 “confidently” sell that amount of merchandise before Christmas.

15 ii. A reasonable investor would want to know, before making
16 an investment decision, that the total amount allegedly needed to be raised and the
17 claims that Dynasty was “confident” it could sell this amount of merchandise by
18 Christmas was not based on reasonable information.

19 (d) Bartlett and Dynasty Toys repeatedly touted that the company
20 recently had 3 products among Amazon’s top 10 bestselling toys.

21 i. However, in reality, those products had been sold at a loss
22 in order to temporarily generate high sales volume, which was not disclosed to
23 investors.

24 ii. A reasonable investor would view Bartlett’s purported track
25 record as an important factor in their investment decision.

26 29. Following their unsuccessful 2018 holiday season, the Dynasty Entities
27 had insufficient assets to repay investors’ principal and could not pay the 8 to 20
28 percent returns they had touted.

1 30. Moreover, due to their poor financial position in the wake of the 2018
2 holiday season, Bartlett, Miller and Dynasty laid off employees in their Yorba Linda
3 location in January 2019.

4 31. By early January 2019, investors were clamoring for repayments, which
5 later caused Bartlett and Miller to double down by stalling investors' requests for
6 repayments, enticing and lulling investors into keeping their money invested with the
7 Dynasty Entities, and raising additional funds from existing and new investors.

8 **2. Dynasty Toys & 7ME Notes-Early 2019 to 2020**

9 32. In January 2019, business consultants working with Bartlett, Miller, and
10 the Dynasty Entities urged them to be forthright with investors about the failure of the
11 2018 holiday season and the financial state of the companies, and to consider placing
12 the entities into bankruptcy.

13 33. Bartlett and Miller, however, rejected this suggestion and instead
14 launched a plan to get investors "excited" to keep their money invested with the
15 Dynasty Entities by offering bonuses that they knew or should have known that they
16 could not pay, while concealing the truth about the entities' precarious financial state
17 from investors.

18 34. To stave off demand for cash payouts, Dynasty Toys offered bonuses of
19 up to 40 percent to noteholders who accepted inventory or "credits" as payment.

20 35. Initially, Bartlett represented to investors that credits could be used to
21 purchase online e-commerce courses or coaching, which courses and coaching was
22 purportedly offered, for a price, to show people how to successfully sell goods online.

23 36. Later, Bartlett switched to claiming to investors that they would be able
24 to convert credits into Dynasty Toys stock.

25 37. Dynasty Toys also promised bonuses to investors who extended their
26 existing promissory note or rolled their investment into a new note, and at least 30
27 investors agreed to do so.

28 38. Defendants referred to investors who resisted the foregoing options and

1 asked for their money as “nuclear,” and they repaid at least some of them with other
2 investors’ money.

3 39. To accomplish this, throughout 2019 and into 2020, Dynasty Toys and
4 7ME raised additional investor funds through the sale of new notes while
5 misleadingly portraying Bartlett and Dynasty Toys as a “rags-to-riches” success
6 story.

7 40. The notes, which were issued by Dynasty Toys or 7ME, falsely
8 promised 40 percent returns in as little as six months, even though Bartlett and Miller
9 knew or should have known, especially in light of their money-losing 2018 holiday
10 sales, that their entities were not generating sufficient revenues to pay those returns.

11 41. Further, Bartlett and Miller and the Dynasty Entities did not disclose to
12 investors that they were misusing investment funds to make Ponzi-like payments.

13 42. To further this fraud and perpetuate the false image of a successful
14 enterprise with satisfied investors, Dynasty Toys employees deleted negative
15 comments in a Facebook group and “blocked” at least some investors who criticized
16 or questioned Bartlett or the company from posting in the Facebook group.

17 **3. Dynasty Toys Stock-Early 2019 to Early 2020**

18 43. In addition to the notes described above, from approximately early 2019
19 through March 2020, Dynasty Toys, Bartlett, and Miller continuously offered and
20 sold stock in addition to notes.

21 44. When offering and selling Dynasty Toys stock, Bartlett urged current
22 note investors to convert their existing investments into “preferred shares” at \$2.50
23 per share.

24 45. To induce conversion – and thereby avoid demands for cash payouts on
25 the previously sold notes – Bartlett and Dynasty Toys promised “conversion
26 bonuses” of 10 to 20 percent, plus annual dividends.

27 46. Bartlett also solicited cash purchases of stock from existing and new
28 investors. The stock certificates were electronically signed by Bartlett and Miller.

1 47. In the process of “converting” existing note investors into new stock
2 investments and soliciting new stock investors, Bartlett, Miller and the Dynasty
3 Entities made numerous false and misleading statements and omitted telling investors
4 information that a reasonable investor would consider important in deciding to invest.

5 **a. False statements & omissions**

6 48. In or about March 2019, in a video distributed to investors, Bartlett
7 misleadingly claimed that a hypothetical July 2016 investment in 7ME had increased
8 in value to \$387,482 (including “20% annualized return” and “20% bonus for
9 conversion”).

10 49. Bartlett also misleadingly claimed that, following conversion into
11 preferred shares of Dynasty Toys, the investment would have an “estimated value” of
12 \$774,965 at the time of a planned “Reg A+” offering in August at \$5 per share and
13 \$1,549,930 at the time of an initial public offering, or IPO, at \$10 per share within 3-
14 5 years.

15 50. In truth, Bartlett and Miller had no reasonable basis to assert that a
16 hypothetical investment in 7ME would have increased in value as they represented.

17 51. In fall 2019, Bartlett falsely represented that CMC was going to
18 purchase Dynasty Toys for approximately \$120 million. In reality, CMC lacked the
19 assets to buy Dynasty Toys, Inc. for \$120 million.

20 52. In February 2020, Bartlett misleadingly claimed that CMC would pay \$5
21 per share to anyone who wanted to sell their Dynasty Toys stock and encouraged
22 investors to purchase more shares “before the price goes above \$5” at the end of the
23 month. He also promised that investors would receive their choice of a 10 percent
24 cash dividend or 20 percent of their share value in additional shares.

25 53. In the same video distributed to investors in February 2020, Bartlett told
26 them that this is a “victory parade” and “this is a God & Grit story,” and attributed the
27 Dynasty Entities’ alleged success to “God giving us what we need, when we need it.”

28 54. In truth, Bartlett and Miller had no reasonable basis to claim Dynasty

1 Shares would double in value by the end of the month or that Dynasty had profits
2 available to pay a 10% dividend.

3 **4. Dynasty Toys Inc. Stock-March 2020**

4 55. On March 6, 2020, Bartlett sent investors a video featuring a slide deck
5 captioned “Dynasty, Inc.” Bartlett referred to “Dynasty” in the video as if it were a
6 single company. In these materials, Bartlett falsely claimed that Dynasty had
7 experienced “RECORD BREAKING SALES” of “product”; promised a second
8 semi-annual 10 percent dividend in August; touted a “conservative” forecast of “over
9 \$300,000,000 in sales” in the next 60-90 days; and claimed a current company value
10 of \$226 million.

11 56. Near the end of his presentation, Bartlett claimed that “everything
12 happening is a God story” and that his and Dynasty’s “running theme” was “God,
13 Grit and Family.”

14 57. Two weeks later, Bartlett sent an incomplete Private Placement
15 Memorandum (“PPM”) offering Dynasty, Inc. stock to investors via email. In the
16 email, Bartlett invited investors to join him for a later online worship session. In an
17 accompanying video, he falsely claimed that Dynasty was “thriving” despite the
18 COVID-19 pandemic, promising that Dynasty was going to be in a “strong liquid
19 cash position at the end of all of this.”

20 58. On information and belief, the issuer of this new offering, Dynasty, Inc.
21 did not have any bank accounts and did not receive any investor funds during this
22 period; however, on information and belief, Dynasty Toys still raised additional funds
23 in connection with the March 2020 videos and PPM.

24 **5. Solicitation of Investors for Gold Contracts-January to April 2020**

25 59. Starting in early 2020, shortly before the start of the Covid-19 global
26 pandemic, CMC, Bartlett, and Miller offered and sold fraudulent “gold contracts.”
27 As set forth below, they made numerous misrepresentations about the (non-existent)
28 gold, their involvement with the pre-production gold mine, and investors’ ability to

1 receive a return on investment.

2 **a. Gold Term Sheets**

3 60. The term sheet distributed to investors promised a 10 percent bonus on
4 their original principal amount and an additional 10 percent bonus on investments
5 greater than \$100,000, though Bartlett and Miller knew or should have known that
6 they could not pay these returns.

7 61. On information and belief, Miller prepared and had ultimate authority
8 over the contents of the gold contracts and term sheets.

9 62. The contracts specified that after 15 months, investors could choose to
10 renew the contract and receive a 2.5 percent bonus.

11 63. On information and belief, most investors were motivated by a desire to
12 remain invested with the Dynasty Entities and did not actually expect to take delivery
13 of any gold.

14 **b. Bartlett Announces “Mandatory” Buyback of Dynasty Toys**
15 **Stock in Exchange for “Gold Contracts”**

16 64. In March 2020, Bartlett announced a mandatory buyback of Dynasty
17 Toys stock and presented “gold contracts” as the only alternative for investors who
18 did not want to sell their shares. On information and belief, many (if not all) of the
19 “gold contract” purchasers were existing investors who expected, based on Bartlett
20 and Dynasty’s representations, to exchange the contract for stock in the future.

21 65. A reasonable investor would have viewed the gold contract as a
22 continuation of their investment in Dynasty.

23 66. Defendants sold at least 125 “gold contracts,” all of which were dated
24 April 1, 2020, after Bartlett announced the mandatory share buyback.

25 **c. False statements and omissions**

26 67. Both Bartlett and Miller controlled and had ultimate authority over the
27 statements on the Co-Op’s website.

28 68. In January 2020, the Co-Op’s website falsely described the Co-Op as

1 “backed by gold” and stated that it would be using “cutting-edge technology to
2 produce Gold Bullion.” The website exhorted investors and potential investors to
3 “join the movement, join the first ever CoOp backed by gold” and “Let’s Turn This
4 into Gold TOGETHER.”

5 69. The website falsely represented that the Co-Op would “invest in the gold
6 mine production and members will share in the profits.”

7 70. The website falsely claimed the “Backstory” was simple and that “[w]e
8 recently acquired Gold Ore assets from these mines and will be using this cutting
9 edge technology to produce Gold Bullion.”

10 71. In a video sent to investors, Bartlett falsely claimed that Dynasty Toys
11 was “backed by gold” and owned “hundreds of millions of dollars of gold assets.”

12 72. CMC, Bartlett, and Miller failed to disclose key facts to investors about
13 their “relationship” with the mine developer and omitted telling investors information
14 material to their decision to invest, which included the following:

15 (a) In August 2019, CMC had entered into an agreement with a third
16 party (“Mining Co.,”) that gave CMC the option to loan \$3 million to Mining Co. to
17 allegedly develop a pre-production gold mine. The contract provided that CMC
18 would be entitled to 10 percent of Mining Co.’s gross profits after CMC provided the
19 \$3 million.

20 (b) CMC never provided \$3 million to Mining Co. Mining Co.’s
21 owner had made clear to Bartlett and Miller that at least \$3 million was necessary
22 from CMC to initiate mining operations.

23 (c) CMC, Bartlett, and Miller never disclosed the above facts to
24 investors.

25 (d) Bartlett falsely told investors that Mining Co. was going to merge
26 with Dynasty Toys when no such agreement existed.

1 **6. Solicitation of Investors for Face Mask Promissory Notes-At least**
2 **April 2020 to May 2020**

3 73. Around late February 2020, as the Covid-19 global pandemic unfolded,
4 CMC and Dynasty Toys, doing business under the name “Family Face Mask,” began
5 selling cloth face masks online. By the end of April 2020, they owed their mask
6 supplier (“Supplier”) more than \$4.88 million.

7 74. On May 7, Bartlett executed, personally and on behalf of CMC and
8 Dynasty Toys, a credit and security agreement in favor of Supplier in the amount of
9 \$7.6 million. By or around this time, CMC had begun selling promissory notes to
10 investors, purportedly to fund the purchase and shipment of masks.

11 **a. Note terms**

12 75. The notes offered to investors generally had terms of 30 days (though
13 some were as short as 15 days) and interest rates of 10 to 35 percent. Many of the
14 notes stated that Bartlett personally guaranteed the investment, and some purported to
15 be secured by accounts receivable or funds held at merchant processors. These
16 “guarantees,” however, were illusory, as set forth below.

17 **b. False statements and omissions**

18 76. Bartlett, Miller, and the Dynasty Entities lacked sufficient assets to
19 guarantee the Face Mask promissory notes and had insufficient revenues to pay the
20 promised interest.

21 77. Further, at no time did Bartlett or CMC disclose the \$7.6 million security
22 agreement they had executed in favor of Supplier.

23 78. In a video presentation to investors, Bartlett also falsely represented that
24 Family Face Mask had \$4.2 million cash on hand as of May 4, 2020.

25 79. Actual and prospective investors would have considered it important to
26 know that the Family Face mask operation and the Dynasty Entities lacked the funds
27 to repay them and did not have \$4.2 million cash on hand.

28 80. A reasonable investor would have wanted to know that the Dynasty

1 Entities had promised \$7.6 million to Supplier through the security agreement.

2 81. A reasonable investor would have wanted to know that Bartlett lacked
3 the assets to personally guarantee the notes.

4 82. A reasonable investor would have wanted to know that the Dynasty
5 Entities lacked sufficient accounts receivable and/or funds held at merchant
6 processors to secure the notes, and moreover, to the extent that any such assets
7 existed, they had been pledged to secure multiple notes.

8 **B. Misappropriation of Investors' Funds for Defendants Bartlett and Miller's**
9 **Personal Benefit**

10 83. Bartlett and Miller misappropriated more than \$1.2 million of investor
11 money for their personal benefit, including at least \$580,000 transferred to Bartlett's
12 personal accounts; \$220,000 to pay Bartlett's personal legal counsel; more than
13 \$33,000 on golf, vacation rentals, and cigars; \$175,000 in rent, including for a
14 \$15,000-per-month 8-bedroom luxury home in Ranch Santa Fe, California for
15 Bartlett's family; and more than \$164,000 in cash withdrawals.

16 84. In approximately late January 2019, following the unsuccessful 2018
17 holiday sales season, Bartlett also used \$192,500 of investors' funds to purchase a
18 house and property near Nashville, Tennessee in the name of 7ME.

19 **C. Ponzi-Like Payments to Investors**

20 85. Bartlett, Miller, and their entities used investor money to make at least
21 \$11 million in Ponzi-like payments to other investors.

22 86. The Dynasty Entities' revenues generated never exceeded their business
23 expenditures.

24 87. Thus, the only way that Defendants were able to make these payments to
25 investors was by using other investors' funds.

26 88. Throughout the relevant period, Defendants continued to solicit new and
27 additional investments without disclosing that they were misusing investment funds
28 to make Ponzi-like payments.

1 89. A reasonable investor would have believed, including based on
2 Defendants' misrepresentations, that payments they received from the Dynasty
3 Entities as "returns" or bonuses on their investment were in fact from profits
4 generated from sales.

5 90. A reasonable investor would have wanted to know that they were being
6 repaid with money from other investors and not from actual profits on sales.

7 **D. The Collapse of the Fraudulent Scheme and \$21 Million in Fraudulent**
8 **"Re-Payments"**

9 91. In late March 2020, Bartlett announced that Dynasty would be
10 purchasing back all investors' stock at \$5 per share, purportedly for pandemic-related
11 reasons. As described above, investors who did not want to participate in the
12 mandatory stock buyback were told that they could roll their existing investments into
13 gold contracts, and more than 100 did so.

14 92. Many investors who opted for repayment were sent fraudulent "bad"
15 checks for repayment.

16 93. In May 2020, Defendants sent 65 checks totaling more than \$21 million
17 to investors drawn on a Dynasty Toys, Inc. bank account ending in 4883, for which
18 Bartlett and Miller were the only signatories. The checks were written on or about
19 May 1, 2020, with a memo line indicating it was a "cash out" for investors, and were
20 signed by Bartlett.

21 94. On May 1, the date upon which the checks were written, the Dynasty
22 Toys, Inc. 4883 bank account had a balance of less than \$21,000.

23 95. All of the checks bounced due to insufficient funds and by the end of
24 May 2020, the account balance was negative.

25 96. In approximately June 2020, after the \$21 million in investor "cash out"
26 checks bounced, Bartlett took his family and employees on a two-week "retreat" to
27 the Big Bear, California mountain resort area and spent approximately \$20,000 of
28 company funds for expenses.

1 97. In July 2020, under pressure from investors and others, Bartlett and
2 Miller, “resigned all positions and relinquished control” of 7ME, Dynasty Toys, and
3 CMC to the Chief Restructuring Officer (“CRO”).

4 98. The CRO intended to liquidate any remaining inventory and perform a
5 forensic accounting of the Dynasty Entities, but was unable to do so, including due to
6 a lack of cooperation from Bartlett and Miller.

7 99. Miller refused to respond to inquiries from the CRO.

8 100. Bartlett failed to provide complete bank information to the CRO despite
9 the CRO’s follow-up requests.

10 101. In or about August 2020, Bartlett stopped providing information and
11 documents to, and communicating with, the CRO. The CRO resigned his position by
12 April 2021.

13 **E. Defendants Offered and Sold Securities**

14 102. Each of the unregistered offerings constituted an offer and sale of
15 securities, in the form of notes, stock, or investment contracts. The promissory notes,
16 stock, and “gold contracts” are securities.

17 **1. The notes are securities**

18 103. As described above, Defendants sold DFY, Dynasty Toys, 7Me, and
19 Family Face Mask notes in order to raise money to fund their business enterprises.

20 104. Investors were primarily motivated by the generation of profits when
21 investing, specifically the 8 to 40 percent profit the notes were expected to generate.

22 105. The notes were sold to a broad segment of the public including, at least
23 in the case of the DFY notes, through general solicitation to hundreds of investors
24 nationwide.

25 106. Dynasty Toys note investors reasonably expected their promissory notes
26 to be investments.

27 107. No regulatory scheme or factor significantly reduced the risk of the
28 Dynasty notes, such that a court should not apply the federal securities laws to the

1 Dynasty Entities' note offering.

2 **2. The stock offerings are securities**

3 108. Defendants Dynasty Toys and Dynasty Toys, Inc. preferred stock shares
4 offerings (pre and post-March 2020), as described above, constituted an offer and sale
5 of securities.

6 109. Defendants offered and sold these shares in order to raise money to fund
7 their business enterprises or to convert existing note investors into stock shares.

8 110. The stock issued by Dynasty Toys is a security because the share
9 certificates referred to the shares as "preferred stock."

10 **3. The "gold contracts" are securities because they are investment**
11 **contracts**

12 111. The gold contract offering constituted an offer and sale of securities, in
13 the form of investment contracts, in that it involved the offer to purchase "gold
14 contracts" that involved: (a) an investment of money; (b) in a common enterprise; and
15 (3) with an expectation of profits to be derived from the efforts of others.

16 112. Investors invested money or rolled over previous cash investments in
17 one or more of the Dynasty Entities to purchase the gold contracts.

18 113. Bartlett, Miller, and CMC presented the gold contracts as an investment
19 in a pre-production gold mine that would be developed by others. Investor funds
20 were pooled and the investors' expectation of profits were interwoven with and
21 dependent upon the success of the managers of Mining Co. Investors expected to
22 receive profits derived from the efforts of Mining Co. in the form of gold and bonuses
23 resulting from the development of the mine.

24 114. At other times, Bartlett presented the "gold contracts" as an opportunity
25 to remain invested with the Dynasty Entities, including the option to convert the
26 investment back into Dynasty Toys stock in the future. As such, "gold contract"
27 investors reasonably expected to profit from the efforts of Dynasty's management in
28 the form of future increases in the stock price.

1 115. Further, investors' funds were comingled with investor funds from other
2 parts of the Dynasty Entities' enterprise, and some of those funds were used to make
3 Ponzi payments. The defendants' ability to repay investors with funds from new
4 investors required a constant influx of investors.

5 **F. Materiality of the Defendants' Misrepresentations**

6 116. Defendants' misrepresentations alleged above were material because
7 they went to the heart of the investments, including the use of investor proceeds, the
8 Dynasty Entities' purported profitability and valuation, and promised returns.

9 117. In addition, a reasonable investor would have wanted to know that
10 Defendants were using investor money to make Ponzi-like payments and that Bartlett
11 and Miller misappropriated investment funds for their personal benefit.

12 **G. Bartlett's and Miller's Scienter**

13 118. At all relevant times, Bartlett and Miller acted with scienter, or at
14 minimum, were deliberately and consciously reckless, and their unreasonable conduct
15 was negligent.

16 119. They founded, owned, and controlled the Dynasty Entities and
17 orchestrated the offerings.

18 120. Bartlett and Miller each was a signer on one or more bank accounts used
19 for investor activity and therefore knew, or was reckless in not knowing, that investor
20 funds were being misused and that they were misappropriating investment funds for
21 their personal benefit. Because they controlled the Dynasty Entities' finances and
22 operations, Bartlett and Miller also knew, or were reckless in not knowing, that they
23 could not pay the returns and "bonuses" being promised to investors.

24 121. As a representative example of a misrepresentation made with scienter,
25 or where they were reckless or negligent in not knowing the statement was false
26 under the circumstances, in fall 2019, in connection with Dynasty Toys Stock
27 offering, Bartlett falsely represented that CMC was going to purchase Dynasty Toys
28 for approximately \$120 million. In reality, CMC lacked the assets to buy Dynasty

1 Toys, Inc. for \$120 million. Bartlett, as the president of CMC and Miller, as CEO
2 and managing member of CMC, and Miller as signatory of its bank accounts, knew or
3 were reckless or negligent in not knowing that their conduct in making
4 representations about CMC’s proposed purchase of Dynasty Toys for \$120 million,
5 and its ability to make such a purchase, were was unreasonable under the
6 circumstances, and therefore reckless.

7 122. As another representative example, in March 2020, in connection with
8 the offering for Dynasty Toys Inc. stock when Bartlett told investors Dynasty was
9 worth \$226 million and would achieve \$300 million in sales in 60-90 days, Bartlett
10 and Miller knew, or were reckless or negligent in not knowing, that Dynasty was not
11 then worth \$220 million, and their conduct in making these statements, under the
12 circumstances, was unreasonable and therefore reckless.

13 123. Similarly, in March 2020, also in connection with the offering for
14 Dynasty Toys Inc. stock, when Bartlett said that Dynasty was “thriving” and was in a
15 “strong liquid cash position,” Bartlett and Miller also knew, or were reckless or
16 negligent in not knowing that their conduct in making this statement was
17 unreasonable under the circumstances, and therefore reckless.

18 **FIRST CLAIM FOR RELIEF**

19 **Fraud in the Connection with the Purchase and Sale of Securities**

20 **Violations of Section 10(b) of the Exchange Act and Rule 10b-5**

21 **(against all Defendants)**

22 124. The SEC realleges and incorporates by reference paragraphs 1 through
23 123 above.

24 125. In connection with the purchase or sale of securities, Defendants
25 Bartlett, Miller, Dynasty Toys, 7ME, CMC, and Dynasty, Inc., each misled and
26 deceived investors and prospective investors about (1) the Dynasty Entities’
27 profitability; (2) the use of investor funds; (3) the expected returns on investment,
28 including dividends; (4) the value of the companies; and (5) the amount of cash on

1 hand.

2 126. In addition, Defendants Bartlett, Miller, Dynasty Toys, 7ME, CMC, and
3 Dynasty, Inc. engaged in a scheme to defraud whereby they raised over \$20 million
4 and defrauded investors by making and/or disseminating false and misleading
5 statements, misused investors funds by using them to pay for their own personal
6 expenses, and to pay Ponzi-like returns to investors.

7 127. By engaging in the conduct described above, Defendants Bartlett, Miller,
8 Dynasty Toys, 7ME, CMC, and Dynasty, Inc., and each of them, directly or
9 indirectly, in connection with the purchase or sale of a security, by the use of means
10 or instrumentalities of interstate commerce, of the mails, or of the facilities of a
11 national securities exchange: (a) employed devices, schemes, or artifices to defraud;
12 (b) made untrue statements of a material fact or omitted to state a material fact
13 necessary in order to make the statements made, in the light of the circumstances
14 under which they were made, not misleading; and (c) engaged in acts, practices, or
15 courses of business which operated or would operate as a fraud or deceit upon other
16 persons.

17 128. In connection with the gold contracts and face mask promissory notes,
18 defendant CMC made misrepresentations in the gold contracts, term sheets, and face
19 mask promissory notes it issued. In connection with the solicitation of investors in
20 Dynasty Toys Stock, CMC is also liable for the statements that Bartlett made in its
21 name about its purported plans to acquire Dynasty and to purchase shareholders'
22 Dynasty stock at \$5 per share.

23 129. In engaging in the conduct described above, Defendants acted
24 knowingly or recklessly.

25 130. Defendants Bartlett, Miller, Dynasty Toys, 7ME, CMC, and Dynasty,
26 Inc., with scienter, employed devices, schemes and artifices to defraud; made untrue
27 statements of a material fact or omitted to state a material fact necessary in order to
28 make the statements made, in the light of the circumstances under which they were

1 made, not misleading; and engaged in acts, practices or courses of conduct that
2 operated as a fraud on the investing public by the conduct described in detail above.

3 131. By engaging in the conduct described above, Defendants Bartlett, Miller,
4 Dynasty Toys, 7ME, CMC, and Dynasty, Inc. violated, and unless restrained and
5 enjoined will continue to violate, Section 10(b) of the Exchange Act, 15 U.S.C. §
6 78j(b), and Rules 10b-5(a), 10b-5(b), and 10b-5(c) thereunder, 17 C.F.R. §§ 240.10b-
7 5(a), 240.10b-5(b) & 240.10b-5(c).

8 **SECOND CLAIM FOR RELIEF**

9 **Fraud in the Offer or Sale of Securities**

10 **Violations of Section 17(a) of the Securities Act**

11 **(against Defendants Bartlett, Miller, Dynasty Toys, 7ME, and CMC)**

12 132. The SEC realleges and incorporates by reference paragraphs 1 through
13 123 above.

14 133. In connection with the purchase or sale of securities, Defendants
15 Bartlett, Miller, Dynasty Toys, 7ME, and CMC, each misled and deceived investors
16 and prospective investors about (1) the Dynasty Entities' profitability; (2) the use of
17 investor funds; (3) the expected returns on investment, including dividends; (4) the
18 value of the companies; and (5) the amount of cash on hand.

19 134. In addition, Defendants Bartlett, Miller, Dynasty Toys, 7ME, and CMC
20 engaged in a scheme to defraud whereby they raised over \$20 million and defrauded
21 investors by making and/or disseminating false and misleading statements, misused
22 investors funds by using them to pay for their own personal expenses, and to pay
23 Ponzi-like returns to investors.

24 135. By engaging in the conduct described above, Defendants Bartlett, Miller,
25 Dynasty Toys, 7ME, and CMC, and each of them, directly or indirectly, in the offer
26 or sale of securities, and by the use of means or instruments of transportation or
27 communication in interstate commerce or by use of the mails directly or indirectly:
28 (a) employed devices, schemes, or artifices to defraud; (b) obtained money or

1 property by means of untrue statements of a material fact or by omitting to state a
2 material fact necessary in order to make the statements made, in light of the
3 circumstances under which they were made, not misleading; and (c) engaged in
4 transactions, practices, or courses of business which operated or would operate as a
5 fraud or deceit upon the purchaser.

6 136. Defendants Bartlett, Miller, Dynasty Toys, 7ME, and CMC, with
7 scienter, employed devices, schemes and artifices to defraud; with scienter and/or
8 negligence, obtained money or property by means of untrue statements of a material
9 fact or by omitting to state a material fact necessary in order to make the statements
10 made, in light of the circumstances under which they were made, not misleading; and,
11 with scienter and/or negligence, engaged in transactions, practices, or courses of
12 business which operated or would operate as a fraud or deceit upon the purchaser.

13 137. By engaging in the conduct described above, Defendants Bartlett, Miller,
14 Dynasty Toys, 7ME, and CMC violated, and unless restrained and enjoined will
15 continue to violate, Sections 17(a)(1), 17(a)(2), and 17(a)(3) of the Securities Act, 15
16 U.S.C. §§ 77q(a)(1), 77q(a)(2), & 77q(a)(3).

17 **THIRD CLAIM FOR RELIEF**

18 **Fraud in the Offer or Sale of Securities**

19 **Violations of Sections 17(a)(1) and (3) of the Securities Act**

20 **(against Defendant Dynasty, Inc., only)**

21 138. The SEC realleges and incorporates by reference paragraphs 1 through
22 123 above.

23 139. Defendant Dynasty, Inc., in the offer or sale of securities, engaged in a
24 scheme to defraud (which included misappropriation of investor funds and Ponzi-like
25 payments) by making and/or disseminating false and misleading statements.

26 140. By engaging in the conduct described above, Defendant Dynasty, Inc.,
27 directly or indirectly, in the offer or sale of securities, and by the use of means or
28 instruments of transportation or communication in interstate commerce or by use of

1 the mails directly or indirectly: (a) employed devices, schemes, or artifices to
2 defraud; and (b) engaged in transactions, practices, or courses of business which
3 operated or would operate as a fraud or deceit upon the purchaser.

4 141. Defendant Dynasty, Inc., with scienter, employed devices, schemes and
5 artifices to defraud; and, with scienter and/or negligence, engaged in transactions,
6 practices, or courses of business which operated or would operate as a fraud or deceit
7 upon the purchaser.

8 142. By engaging in the conduct described above, Defendant Dynasty, Inc.
9 violated, and unless restrained and enjoined will continue to violate, Sections 17(a)(1)
10 and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1) & 77q(a)(3).

11 **FOURTH CLAIM FOR RELIEF**

12 **Unregistered Offer and Sale of Securities**

13 **Violations of Sections 5(a) and 5(c) of the Securities Act**

14 **(against Defendants Bartlett, Dynasty Toys, CMC, Dynasty, Inc., and Miller)**

15 143. The SEC realleges and incorporates by reference paragraphs 1 through
16 123 above.

17 144. Each of the offerings by Dynasty Toys (stocks and notes), CMC (gold
18 contracts and face mask notes), and Dynasty, Inc. (stock) involved the offering of
19 securities in the form of investment contracts.

20 145. None of those offerings were registered with the SEC.

21 146. Dynasty Toys was not the issuer of the DFY notes; however, it is
22 directly liable in connection with the DFY note offering because it, through Bartlett,
23 directly solicited investors, and described and promoted the investment opportunity in
24 videos and on a website.

25 147. Bartlett and Miller directly and indirectly participated in the offer and
26 sale of the unregistered securities of their respective entities, and were necessary
27 participants and substantial factors in those sales because, among other things, they
28 owned and controlled the issuers, and their bank accounts, and orchestrated their

1 respective offerings. Miller and Bartlett both signed the Dynasty Toys stock
2 certificates; Miller prepared the gold contracts and term sheets; and Bartlett signed
3 the face mask notes. In addition, Bartlett directly offered and sold securities by,
4 among other things, soliciting investors through presentations, calls, and
5 webcasts/videos.

6 148. By engaging in the conduct described above, Defendants Bartlett,
7 Dynasty Toys, CMC, Dynasty, Inc., and Miller, and each of them, directly or
8 indirectly, singly and in concert with others, has made use of the means or
9 instruments of transportation or communication in interstate commerce, or of the
10 mails, to offer to sell or to sell securities, or carried or caused to be carried through
11 the mails or in interstate commerce, by means or instruments of transportation,
12 securities for the purpose of sale or for delivery after sale, when no registration
13 statement had been filed or was in effect as to such securities, and when no
14 exemption from registration was applicable.

15 149. By engaging in the conduct described above, Defendants Bartlett,
16 Dynasty Toys, CMC, Dynasty, Inc., and Miller violated, and unless restrained and
17 enjoined, are reasonably likely to continue to violate, Sections 5(a) and 5(c), 15
18 U.S.C. §§ 77e(a) & 77e(c).

19 **FIFTH CLAIM FOR RELIEF**

20 **Fraud in the Connection with the Purchase and Sale of Securities**

21 **Violations of Section 10(b) of the Exchange Act and Rule 10b-5**

22 **(against Defendant Scott Miller as a control person)**

23 150. The SEC realleges and incorporates by reference paragraphs 1 through
24 123 above.

25 151. Pursuant to Section 20(a) of the Exchange Act [15 U.S.C. § 78t(a)], any
26 person who, directly or indirectly controls an entity that is liable under any provision
27 of the Exchange Act or any rule or regulation thereunder, shall also be jointly and
28 severally liable with and to the same extent as that entity, unless the controlling

1 person can establish that he acted in good faith and did not directly or indirectly
2 induce the act or acts constituting the violation or cause of action.

3 152. As alleged above, Defendants Dynasty Toys, 7ME, and CMC violated,
4 and unless restrained and enjoined will continue to violate, Section 10(b) of the
5 Exchange Act, 15 U.S.C. § 78j(b), and Rules 10b-5 thereunder.

6 153. Defendant Miller, as the vice president, treasurer, secretary, and a
7 director of Dynasty Toys, Inc., the secretary and a director of 7ME, and the CEO and
8 a managing member of CMC, is a control person of each of Defendants Dynasty
9 Toys, 7ME, and CMC, because he possesses, directly or indirectly, the power to
10 direct or cause the direction of the management and policies of each of Defendant
11 Dynasty Toys, 7ME, and CMC. Miller oversaw their fundraising activities and
12 disbursement of investment funds. Accordingly, pursuant to Section 20(a) of the
13 Exchange Act, 15 U.S.C. § 78t(a), Defendant Miller is liable to the SEC to same
14 extent as each of Defendant Dynasty Toys, 7ME, and CMC would be liable for each
15 of their respective violations of Section 10(b) of the Exchange Act and Rule 10b-5
16 thereunder.

17 **PRAYER FOR RELIEF**

18 WHEREFORE, the SEC respectfully requests that the Court:

19 **I.**

20 Issue findings of fact and conclusions of law that Defendants committed the
21 alleged violations.

22 **II.**

23 Issue judgments, in forms consistent with Rule 65(d) of the Federal Rules of
24 Civil Procedure, permanently enjoining Defendants Bartlett, Miller, Dynasty Toys,
25 7ME, CMC, and Dynasty, Inc., and their officers, agents, servants, employees and
26 attorneys, and those persons in active concert or participation with any of them, who
27 receive actual notice of the judgment by personal service or otherwise, and each of
28 them, from violating Section 17(a) of the Securities Act [15 U.S.C. §77q(a)], and

1 Section 10(b) of the Exchange Act [15 U.S.C. §§ 78j(b)] and Rule 10b-5 thereunder
2 [17 C.F.R. § 240.10b-5].

3 **III.**

4 Issue judgments, in forms consistent with Rule 65(d) of the Federal Rules of
5 Civil Procedure, permanently enjoining Defendants Bartlett, Miller, Dynasty Toys,
6 CMC, and Dynasty, Inc., and their officers, agents, servants, employees and
7 attorneys, and those persons in active concert or participation with any of them, who
8 receive actual notice of the judgment by personal service or otherwise, and each of
9 them, from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§
10 77e(a), 77e(c)].

11 **IV.**

12 Issue an order against Defendants Bartlett and Miller in accordance with
13 Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), and Section 21(d)(2) of the
14 Exchange Act, 15 U.S.C. § 78u(d)(2), prohibiting them from acting as an officer or
15 director of any issuer that has a class of securities registered pursuant to Section 12 of
16 the Exchange Act, 15 U.S.C. § 781, or that is required to file reports pursuant to
17 Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

18 **V.**

19 Issue an order against Defendants Bartlett and Miller in accordance with
20 Section 21(d)(5) of the Exchange Act, 15 U.S.C. § 78u(d)(5), permanently enjoining
21 them from directly or indirectly, including, but not limited to, through any entity
22 owned or controlled by either or both of them, participating in the issuance, purchase,
23 offer, or sale of any security in an unregistered offering by an issuer; provided,
24 however, that such injunction shall not prevent Bartlett or Miller from purchasing or
25 selling securities for his own personal account.

26 **VI.**

27 Order Defendants Bartlett, Miller, Dynasty Toys, 7ME, and CMC, jointly and
28 severally, to disgorge all funds received from their illegal conduct, together with

1 prejudgment interest thereon, pursuant to Sections 21(d)(3), 21(d)(5) and 21(d)(7) of
2 the Exchange Act [15 U.S.C. §§ 78u(d)(3), 78u(d)(5), and 78u(d)(7)].

3 **VII.**

4 Order Defendants Bartlett, Miller, Dynasty Toys, 7ME, CMC, and Dynasty,
5 Inc. to pay civil penalties under Section 20(d) of the Securities Act [15 U.S.C. §
6 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

7 **VIII.**

8 Retain jurisdiction of this action in accordance with the principles of equity and
9 the Federal Rules of Civil Procedure in order to implement and carry out the terms of
10 all orders and decrees that may be entered, or to entertain any suitable application or
11 motion for additional relief within the jurisdiction of this Court.

12 **IX.**

13 Grant such other and further relief as this Court may determine to be just and
14 necessary.

15 Dated: May 2, 2023

16 */s/ Ruth C. Pinkel*

17 RUTH C. PINKEL

18 Attorney for Plaintiff

19 Securities and Exchange Commission
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