

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 9900 / September 3, 2015**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 75833 / September 3, 2015**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16781**

<p><b>In the Matter of</b></p> <p><b>KEVIN McDONNELL,</b></p> <p><b>Respondent.</b></p>
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**ORDER INSTITUTING ADMINISTRATIVE  
AND CEASE-AND-DESIST PROCEEDINGS  
PURSUANT TO SECTION 8A OF THE  
SECURITIES ACT OF 1933 AND SECTION  
15(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934, MAKING FINDINGS,  
IMPOSING REMEDIAL SANCTIONS AND A  
CEASE-AND-DESIST ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) and Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Kevin McDonnell (“McDonnell” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act and Section 15(b) of the Exchange Act, Making Findings, Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

#### **Respondent**

A. McDonnell, age 60, is a resident of Massapequa, New York. He was listed as the secretary and principal financial officer of Caribbean Pacific Marketing, Inc. ("Caribbean Pacific") in the company's Form S-1 registration statement filed with the Commission. During the relevant period, McDonnell participated in an offering of penny stock because he engaged in activities with an issuer for the purpose of issuing, trading and/or inducing or attempting to induce the purchase or sale of Caribbean Pacific stock, which was a penny stock.

#### **Related Entity**

B. Caribbean Pacific Marketing, Inc. was a Florida corporation based in Boca Raton, Florida. The company purported to be in the business of developing a line of all natural sun-care and skin-care products. Caribbean Pacific is defunct and was administratively dissolved as a corporate entity in September 2013 by the State of Florida.

#### **Background**

C. Caribbean Pacific was formed in 2012. Although its Form S-1 registration statement stated that the company intended to market "all-natural sun care and skin care products," investors were later told that Caribbean Pacific would serve as a public shell to engage in a reverse merger with another Florida-based company called Dreamscapes International Properties, Inc. ("Dreamscapes"). Dreamscapes purportedly had land holdings in Belize that it planned to develop into a vacation and retirement community.

D. On March 9, 2012, Caribbean Pacific filed a Form S-1 registration statement with the Commission, which it amended several times between March and August 2012. The company subsequently requested acceleration of its Form S-1, which was then declared effective on August 29, 2012. Caribbean Pacific made its filings electronically via the Commission's EDGAR system.

E. According to Caribbean Pacific's registration statement and accompanying financial statements, the company had no assets of any significance or ongoing business operations. However, it sought to raise \$150,000 through a self-underwritten offer and sale of up to one million shares of common stock at \$0.15 per share, to conduct its business operations. Ultimately, no securities were sold pursuant to the registration statement.

F. Caribbean Pacific's registration statement listed McDonnell as the company's principal financial officer. McDonnell and the other individual listed as the company's president signed the Form S-1 registration statement. According to the registration statement, McDonnell was primarily responsible for the development of new markets, business planning, and the facilitation of a corporate strategy at Caribbean Pacific and would oversee the launch of the company's planned Internet marketing program. McDonnell and the person listed as president in

the registration statement were also named as the individuals who would sell the stock on behalf of Caribbean Pacific in the self-underwritten offering.

### **Caribbean Pacific's False and Misleading Form S-1 Registration Statement**

G. On October 29, 2012, the Commission instituted stop order proceedings pursuant to Section 8(d) of the Securities Act against Caribbean Pacific to determine whether to suspend the effectiveness of its Form S-1 registration statement based on information indicating the registration statement might contain false and misleading statements and omissions. A settled stop order was subsequently issued on December 3, 2012 based on findings that Caribbean Pacific's Form S-1 had failed to disclose material information. Specifically, Caribbean Pacific's registration statement failed to disclose to potential investors that William J. Reilly ("Reilly"), a disbarred attorney who had previously been enjoined by the Commission for federal securities law violations and was suspended from appearing and practicing before the Commission as an attorney, was acting as a de facto executive officer and control person of the company.

H. Reilly helped form Caribbean Pacific in January 2012 and he recruited McDonnell to be an executive officer of the company at or around that time. However, McDonnell was essentially a figurehead and Reilly was one of the persons running the company from behind the scenes, along with another individual, who is also a securities fraud recidivist. For example, Reilly was responsible for choosing Caribbean Pacific's business model. He also began working on Caribbean Pacific's registration statement shortly after forming the company. In addition, he was responsible for retaining the company's securities counsel and outside auditor and was the primary contact for them regarding the contents of the Form S-1.

I. McDonnell and the other individual listed as Caribbean Pacific's president had essentially no involvement in the management of the company. Although they were purportedly the only two officers and members of the board, McDonnell and the other person listed as president never met each other in person or even spoke to one another on the telephone prior to Commission instituting stop order proceedings against the company in October 2012.

J. McDonnell falsely represented to potential investors in Caribbean Pacific's Form S-1 registration statement that he was an executive in charge of the company. Specifically, he falsely represented in the Form S-1 that he would be the person primarily responsible for the development of new markets, business planning, and the facilitation of a corporate strategy at Caribbean Pacific and would oversee the launch of the company's planned Internet marketing program. McDonnell also omitted to disclose that Reilly, a securities fraud recidivist, was helping run the company's operations. McDonnell knew that Reilly was responsible for handling Caribbean Pacific's business operations and for making management decisions. McDonnell understood that he himself had no real responsibilities at the company. In addition, McDonnell knew Reilly was barred from practicing before the Commission. He was aware that Reilly was not listed on the Form S-1 registration statement as an officer or director of Caribbean Pacific because of his disciplinary history.

## Violations

K. As a result of the conduct described above, Respondent McDonnell willfully committed violations of Sections 17(a)(1) and 17(a)(3) of the Securities Act, which prohibit fraudulent conduct in the offer or sale of securities. These provisions prohibit employing devices, schemes or artifices to defraud and engaging in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon any purchaser, by the use of the mails or means or instruments of interstate commerce.

## IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offer.

Accordingly, pursuant to Section 8A of the Securities Act and Section 15(b) of the Exchange Act, it is hereby ORDERED that:

A. Respondent McDonnell cease and desist from committing or causing any violations and any future violations of Sections 17(a)(1) and 17(a)(3) of the Securities Act.

B. Respondent McDonnell be, and here is, barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

C. Respondent McDonnell be, and hereby is, prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act.

D. Respondent McDonnell shall, within 60 days of the entry of this Order, pay a civil money penalty in the amount of \$7,500 to the Securities and Exchange Commission. If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. 3717. Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center  
Accounts Receivable Branch  
HQ Bldg., Room 181, AMZ-341  
6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Kevin McDonnell as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to James M. Carlson, Esq., Senior Trial Counsel, United States Securities and Exchange Commission, 801 Brickell Avenue, Suite 1800, Miami, FL 33131.

By the Commission.

Brent J. Fields  
Secretary