

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79367 / November 21, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17693

In the Matter of

SEAN P. FINN and
M. DWYER LLC,

Respondents.

ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS AND NOTICE OF HEARING
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Sean P. Finn and M. Dwyer LLC (“Respondents”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. From April 2010 through September 2011, Sean P. Finn, then-resident of Whitefish, Montana, was the sole owner, officer, and employee of M. Dwyer LLC, a limited liability company formed under the laws of Wyoming. During the time in which they engaged in the conduct underlying the complaint, as described below, Finn and M. Dwyer acted as unregistered brokers in violation of Section 15(a) of the Exchange Act.

B. ENTRY OF THE INJUNCTION

2. On November 2, 2016, the United States District Court for the District of Nevada entered a final judgment against Respondents in the civil action entitled Securities and Exchange Commission v. Malom Group AG, et al., Civil Action No. 2:13-CV-2280. In doing so, the Court found that Respondents acted as unregistered brokers or dealers in violation of Section 15(a) of the Securities and Exchange Act of 1934, and sold unregistered securities in violation of Sections 5(a) and 5(c) of the Securities Act of 1933. As a result of these violations, and in addition to ordering other relief, the Court permanently enjoined Respondents from future violations of Section 15(a) of the Exchange Act and Sections 5(a) and 5(c) of the Securities Act.

3. The Commission's complaint alleged that, from April 2010 to September 2011, Respondents acted as unregistered brokers or dealers when they solicited potential investors for two fraudulent advance-fee high-yield investment programs offered by Switzerland-based Malom Group AG ("Malom"). Respondents successfully solicited at least 14 investors into the two programs, who lost all of their invested funds. For recruiting these investors, Respondents were compensated with a percentage of each investment, receiving a total of \$701,950 in transaction-based compensation.

4. By virtue of the conduct alleged in the complaint and in a motion for default judgment, the Court found that Respondents violated Section 15(a)(1) of the Exchange Act by acting as unregistered brokers or dealers. The Court also found that Respondents violated Section 5(a) and (c) of the Securities Act by offering and selling to investors unregistered securities that did not qualify for an exemption from the registration requirements.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondents an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondents pursuant to Section 15(b) of the Exchange Act;

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondents fail to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondents as provided for in the Commission's Rules of Practice.

IT IS FURTHER ORDERED that, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice, 17 C.F.R. § 201.360(a)(2), the Administrative Law Judge shall issue an initial decision no later than 75 days from the occurrence of one of the following events: (A) The completion of post-hearing briefing in a proceeding where the hearing has been completed; (B) Where the hearing officer has determined that no hearing is necessary, upon completion of briefing on a motion pursuant to Rule 250 of the Commission's Rules of Practice, 17 C.F.R. § 201.250; or (C) The determination by the hearing officer that a party is deemed to be in default under Rule 155 of the Commission's Rules of Practice, 17 C.F.R. § 201.155 and no hearing is necessary.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Brent J. Fields
Secretary