

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 88855 / May 11, 2020

ADMINISTRATIVE PROCEEDING
File No. 3-19792

In the Matter of

DIANE KAYLOR,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

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 Diane Kaylor (“Kaylor” 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, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Sections III.2 and III.4 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

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

1. Diane Kaylor, age 43, is a resident of Bethpage, New York. She worked as a broker for Agape World, Inc. (“Agape”) from at least January 2007 through January 2009, and she sold Agape securities as well as securities of Agape Merchant Advance LLC (“AMA”). Neither the Agape nor the AMA securities were registered with the Commission. Kaylor has never held any securities licenses and has never been registered with the Commission in any capacity.

2. On April 21, 2020, a judgment was entered by consent against Kaylor, permanently enjoining her from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”), and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled *SEC v. Bryan Arias*, Civil Action Number 12-CV-2937, in the United States District Court for the Eastern District of New York.

3. The Commission’s complaint alleged that, in connection with the sale of Agape and AMA securities, Kaylor repeatedly sold investments offered by Agape that promised investors outsize returns, typically 12-14% in as little as eight to ten weeks (or approximately 62-91% annually), from their participation in high interest bridge loans purportedly made by Agape to commercial borrowers. The complaint further alleged that Kaylor also sold investments offered by AMA, a later off-shoot of Agape, that promised investors a 4% monthly return from their participation in short term loans made by AMA to businesses that accept credit cards. The complaint also alleged that the Agape and AMA securities promised investors that only 1% of their principal was at risk. The complaint alleged that the Agape and AMA securities were fictitious with, at best a fraction of investor funds used as represented by Kaylor. Finally, the complaint alleged that Kaylor sold unregistered securities and that she was not registered with the Commission in any capacity or associated with a registered broker or dealer.

4. On April 21, 2015, a jury returned a verdict finding Kaylor guilty of one count of securities fraud in violation of Title 15, United States Code, Section 78j(b), one count of conspiracy to commit mail and wire fraud in violation of Title 18, United States Code, Section 1349, five counts of mail fraud in violation of Title 18, United States Code, Section 1341, and three counts of wire fraud in violation of Title 18 United States Code, Section 1343 before the United States District Court for the Eastern District of New York, in *U.S. v. Diane Kaylor and Jason Keryc*, Crim. No. 12-CR-357 (S-4). On July 19, 2016, a judgment in the criminal case was entered against Kaylor. She was sentenced to a prison term of 78 months followed by three years of supervised release and ordered to make restitution in the amount of \$179,195,232,63.

5. In connection with the guilty verdict, the jury found that Respondent committed securities fraud when she solicited investors for Agape.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondent Kaylor be, and hereby is barred from association with any broker or dealer; and

Pursuant to Section 15(b)(6) of the Exchange Act, Respondent Kaylor be, and hereby 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.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

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

Vanessa A. Countryman
Secretary