

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 89144 / June 24, 2020**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19834**

**In the Matter of**

**MICHAEL DOUGLAS  
BILLINGS and MDB GROUP,  
LLC,**

**Respondents.**

**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 Michael Douglas Billings (“Billings”) and MDB Group, LLC (“MDB Group”) (collectively, “Respondents”).

**II.**

In anticipation of the institution of these proceedings, Respondents have submitted Offers of Settlement (the “Offers”) 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 them and the subject matter of these proceedings and the findings contained in paragraph III.2 below, which are admitted, Respondents consent 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 Respondents' Offers, the Commission finds that:

1. Billings has been the sole owner and operator of MDB Group since its founding in 2012. Since 2012, Billings has, both directly and through MDB Group, worked as a commissioned salesperson for Arthur Lamar Adams ("Adams") and Madison Timber Properties, LLC ("Madison Timber") and its predecessor. Billings, age 59, is a resident of Dallas, Texas.

2. On March 20, 2020, a final judgment was entered by consent against Respondents, permanently enjoining them from future violations of Section 5 of the Securities Act of 1933 ("Securities Act"), and Section 15(a)(1) of the Exchange Act, in the civil action entitled *Securities and Exchange Commission v. Michael Douglas Billings, et al.*, Case No. 3:20-cv-00050, in the United States District Court for the Southern District of Mississippi.

3. The Commission's complaint alleged that Respondents offered and sold unregistered promissory notes issued by Adams and Madison Timber. Between 2012 and when the Ponzi scheme collapsed in April 2018, Billings, individually and through MDB Group, sold promissory notes to dozens of investors, and he personally earned commissions of approximately \$3.5 million.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondents be, and hereby are barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondents be, and hereby are 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, compliance with the Commission's order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission order; (d) 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 (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Vanessa A. Countryman  
Secretary