

Robert Long
Attorney for Plaintiff
U.S. Securities and Exchange Commission
Burnett Plaza, Suite 1900
801 Cherry Street, Unit #18
Fort Worth, Texas 76102-6882
(817) 978-3821/-6477
(817) 978-4927 (fax)
Longr@sec.gov

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA
LAS VEGAS DIVISION

SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Case No.
	:	
M45 MINING RESOURCES, INC. and EDEN MILLER:	:	
	:	
Defendants.	:	

COMPLAINT

Plaintiff Securities and Exchange Commission alleges:

SUMMARY

1. This matter involves securities registration violations by M45 Mining Resources, Inc. ("M45"), a mining company based in Canada and incorporated in Nevada, and securities registration and touting violations by Eden Miller, a stock promoter and one-time M45 consultant. M45 was previously quoted on the Over-The-Counter Bulletin Board ("OTCBB"), and is currently quoted on the Pink Sheets market.

2. In April 2007, Miller operated I-Vest Global Corporation LLC (“I-Vest”), a stock promotion business based in Las Vegas, Nevada. On or about April 3, 2007, M45 and I-Vest executed a consulting agreement. Miller signed the consulting agreement on behalf of I-Vest. Under the consulting agreement, I-Vest agreed to provide stock promotion services to M45 and, in return, M45 agreed to issue one million “free trading shares” to I-Vest.

3. On or about April 5, 2007, M45 filed a Form S-8 registration statement with the Commission. The registration statement attempted to register the offer and sale of approximately 6.8 million shares of M45 stock. M45 improperly issued one million of those shares to I-Vest on or about April 11, 2007 as payment to promote M45’s stock. Shortly after receiving the M45 shares, Miller began touting M45.

4. Miller touted M45 on I-Vest’s website, www.ivestglobalcorp.com. In May 2007, I-Vest’s website profiled M45, describing it as an “Emerging Mining Company” actively involved in mineral exploration and mining. The website failed to disclose that I-Vest was paid to tout M45’s stock. In fact, for a time in May 2007, the website falsely stated, “No compensation was received for publishing [the M45] profile, To (sic) date.”

5. Miller also touted M45 by sending out millions of blast, unsolicited text messages to cellular phone subscribers. On or about May 4, 7, and 29, 2007, Miller sent out blast text messages containing the following message: “M45 MINING INC. (MRES OTC.BB) ANNOUNCES PLANS TO FINANCE DRILLING ON MINES NEAR PERSEVERANCE ZINC MINES! To end msgs,

reply STOP.” None of the text messages disclosed that I-Vest was compensated for promoting M45’s stock.

6. Between on or about May 7, 2007 and October 1, 2007, Miller sold the stock I-Vest received from M45, for total sale proceeds of \$259,260. Miller retained approximately half of the sale proceeds (\$129,630), and transferred the other half to an associate (the “Associate”), as payment for referring him the M45 stock promotion business.

7. By engaging in the conduct detailed in this Complaint:

- a. M45 violated Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a) and 77e(c)]; and
- b. Miller violated Sections 5(a), 5(c), and 17(b) of the Securities Act [15 U.S.C. §§ 77e(a), 77e(c) and 77q(b)].

JURISDICTION AND VENUE

8. The common stock of M45, a Nevada corporation, offered and sold by the Defendants is a “security” under Section 2(1) of the Securities Act [15 U.S.C. § 77b] and Section 3(a)(10) of the Securities Exchange Act of 1934 (“Securities Exchange Act”) [15 U.S.C. § 78c].

9. The Commission brings this action under Section 20(b) of the Securities Act [15 U.S.C. § 77t(b)] to permanently enjoin Defendants from future violations of the federal securities laws.

10. This Court has jurisdiction over this action, and venue is proper, under Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)].

11. Defendants, directly or indirectly, made use of the means or instruments of transportation and communication, and the means or instrumentalities of interstate commerce, or of the mails, in connection with the transactions, acts, practices and courses of business alleged herein. Certain of the transactions, acts, practices and courses of business alleged herein took place in the District of Nevada.

DEFENDANTS

12. **M45 Mining Resources, Inc.** is a Nevada corporation with its principal place of business in Montreal, Quebec, Canada. M45 was formerly known as Quantitative Methods Corp. M45 purports to conduct mineral exploration and mining activities in Canada. During the relevant period, M45's common stock was quoted on the OTCBB. Currently, M45 is quoted on the Pink Sheets (ticker symbol: "MRES") for less than a penny per share. M45 is subject to the reporting requirements of Section 15(d) of the Exchange Act [15 U.S.C. § 78o].

13. **Eden Miller**, 34, is a United States citizen and resident of San Marcos, California. Previously, and at times relevant to this Complaint, Miller resided in Las Vegas, Nevada. Miller ran I-Vest, a Nevada limited liability corporation headquartered in Las Vegas. I-Vest and Miller promoted stocks, including M45, on I-Vest's website, www.investglobalcorp.com, and by sending unsolicited text messages to cellular phone users.

**STATEMENT OF FACTS AND ALLEGATIONS
RELEVANT TO ALL CAUSES OF ACTION**

Miller Develops I-Vest

14. In February 2007, Miller legally formed I-Vest. In incorporation records filed with the State of Nevada, Miller listed himself as a “manager” of I-Vest. A Miller relative also served as a “manager” of I-Vest and as its registered agent.

15. Miller was responsible for researching and designing I-Vest's business model for marketing stocks. In particular, Miller determined that I-Vest would market stocks through an Internet website and by sending out blast, unsolicited text messages to cellular phone users.

16. In April 2007, Miller hired a Chicago-based media company to design, host, and manage I-Vest's website, and transmit text messages to cellular phone users.

M45 and Miller's I-Vest Execute Consulting Agreement

17. Around March 2007, while Miller was developing I-Vest, the Associate informed Miller that M45 was interested in developing investor awareness and interest in its stock. Miller then worked with the Associate to establish a consulting relationship with M45.

18. On or about April 3, 2007, I-Vest and M45 executed a consulting agreement. Miller signed the agreement on behalf of I-Vest. The agreement stated that I-Vest was to provide various services to promote M45, including electronic public relations campaigns, short message (a/k/a text message)

campaigns, and broker solicitation campaigns. In return for promoting M45, M45 agreed to pay I-Vest one million "free trading shares."

19. For referring him the M45 business, Miller agreed to split the proceeds he realized from selling the shares with the Associate.

M45 Files its Form S-8 Registration Statement and Issues Stock to I-Vest

20. On or about April 5, 2007, M45 filed a Form S-8 Registration Statement with the Commission. The Form S-8 attempted to register an offering of approximately 6.8 million shares of M45 stock. On or about April 11, 2007, one million of those shares were issued to I-Vest as compensation for stock promotion services. The one million shares were issued to I-Vest via stock certificate 2354.

21. M45's use of a Form S-8 registration statement to issue and register shares for the benefit of I-Vest was not lawful or proper. A Form S-8 registration statement can only be used to register an offering of securities to an outside consultant if the consultant is a "natural person" who provides "bona fide" services to the issuer. Here, M45 issued the shares to I-Vest, which was not a natural person, and as compensation for stock promotion services, which are not "bona fide" services. Registration of Securities on Form S-8, SEC Rel. No. 33-7646 (Feb. 25, 1999).

Miller Touts M45

22. After receiving the M45 shares on or about April 11, 2007, Miller began touting M45 on I-Vest's website and through blast, unsolicited text messages sent to cellular phone users.

Website Touting

23. In April 2007, Miller, working with an Internet design company, created I-Vest's website, www.ivistglobalcorp.com. At all times relevant to this complaint, Miller controlled and was responsible for the content of I-Vest's website.

24. On its website, I-Vest claimed to be an "Investment Relations Company" that provided "Investors with opportunities in the rewarding and exciting undervalued stocks that trade on the NASDAQ, OTCBB, and Pink Sheet Markets."

25. In May 2007, M45 was one of the "Featured Profiles" on I-Vest's website. The profile described M45 as an "Emerging Mining Company" with a "comprehensive knowledge of Northern Quebec and the North American Mining Territory and Industry" that is involved in the active exploration and development of zinc, silver, copper, nickel, gold and uranium. I-Vest's website contained a link to M45's website.

26. I-Vest's website did not disclose that I-Vest and Miller were being paid stock to promote M45. In fact, for a time in May 2007, I-Vest's website contained the following false disclaimer regarding M45: "No compensation was received for publishing this profile, To (sic) date."

Blast Text Message Touting

27. Miller touted M45 by sending millions of blast, unsolicited text messages to cellular phone users.

28. On or about May 4, 2007, Miller sent the following text message to approximately 640,000 cellular phone numbers: "M45 MINING INC. (MRES OTC.BB) ANNOUNCES PLANS TO FINANCE DRILLING ON MINES NEAR PERSEVERANCE ZINC MINES! To end msgs, reply STOP."

29. On or about May 7 and May 29, 2007, Miller sent the same text message to approximately 950,000 and 840,000 cell phone numbers, respectively.

30. Of the text messages sent by Miller promoting M45, some were intercepted by cellular phone provider blocking and filter efforts. Nevertheless, thousands of the unsolicited text messages were received on individual cellular handsets.

31. The unsolicited, blast text messages sent by Miller did not disclose that he was being paid by M45 to promote its stock.

Stock Sales by Miller

32. After I-Vest was issued M45 stock certificate 2354 (consisting of one million shares), Miller had the shares reissued in street name and deposited into a brokerage account he opened in the name of I-Vest.

33. From on or about May 7, 2007 through October 1, 2007, Miller sold the one million shares of M45 stock in the open market. Miller realized total sale proceeds of \$259,260 from the stock sales. Miller retained half of the proceeds and transmitted the other half to the Associate—as part of their deal to split the trading profits.

FIRST CLAIM

All Defendants

Violated Sections 5(a) and 5(c) of the Securities Act

34. Paragraphs 1 through 33 of this Complaint are hereby re-alleged and incorporated by reference as if set forth *verbatim*.

35. M45 and Miller, directly or indirectly, singly and in concert with others, have been offering to sell, selling and delivering after sale, certain securities, and have been, directly and indirectly: (a) making use of the means and instruments of transportation and communication in interstate commerce and of the mails to sell securities, through the use of written contracts, offering documents and otherwise; (b) carrying and causing to be carried through the mails and in interstate commerce by the means and instruments of transportation, such securities for the purpose of sale and for delivery after sale; and (c) making use of the means or instruments of transportation and communication in interstate commerce and of the mails to offer to sell such securities.

36. As described in this Complaint, M45 and Miller offered and sold M45 stock when no valid registration statements were on file with the Commission or were otherwise in effect with respect to these securities. M45 improperly attempted to register—pursuant to a Form S-8 registration statement—the offer and sale of one million shares to I-Vest. M45's issuance of shares to I-Vest was an unregistered offering. Miller's offer and sale of the M45 stock did not comply with the requirements of Rule 144, which governs sales of restricted stock by

persons deemed to be underwriters. Miller was an “underwriter,” as defined by Section 2(a)(11) of the Securities Act [15 U.S.C. § 77b].

37. By reason of the foregoing, M45 and Miller have violated and, unless enjoined, will continue to violate Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and (c)].

SECOND CLAIM

Defendant Miller

Violated Section 17(b) of the Securities Act

38. Paragraphs 1 through 37 are hereby re-alleged and incorporated by reference as if set forth *verbatim*.

39. Miller has, by use of the means or instruments of transportation and communication in interstate commerce and by use of the mails, published, gave publicity to, and circulated notices, circulars, advertisements, newspapers, articles, letters, investment services, and communications which, though not purporting to offer securities for sale, described the securities of M45 for consideration received or to be received, directly or indirectly, from the issuer, *i.e.*, M45, without fully disclosing the receipt, both past and prospective, of such consideration and the amount thereof.

40. As discussed in the Compliant, Miller promoted M45's stock on I-Vest's website and through blast, unsolicited text messages sent to cellular phone users. When promoting M45, Miller failed to disclose he was paid one million shares of M45 for his efforts.

41. By reason of the foregoing, Miller has violated, is violating, and unless enjoined will continue to violate, Section 17(b) of the Securities Act [15 U.S.C. § 77q(b)].

REQUEST FOR RELIEF

For these reasons, Plaintiff Securities and Exchange Commission respectfully requests that this Court enter a judgment:

I.

Permanently enjoining M45 from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

II.


Permanently enjoining Miller from violating Sections 5(a), 5(c), and 17(b) of the Securities Act [15 U.S.C. §§ 77e(a), 77e(c), and 77q(b)] and ordering disgorgement with prejudgment interest pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)].

VI.

Enter an Order for such further relief as this Court may deem just and proper.

Dated: October 23, 2008

Respectfully submitted,



ROBERT LONG
Arizona Bar No.: 019180
Attorney-in-Charge
SECURITIES & EXCHANGE
COMMISSION
Burnett Plaza, Suite 1900
801 Cherry Street
Fort Worth, TX 76102-6882
(817) 978-3821/-6477
FAX: (817) 978-4927

Of Counsel:
TOBY GALLOWAY
Texas Bar No. 00790733

ROBERT C. HANNAN
Texas Bar No. 08924700

SECURITIES AND EXCHANGE COMMISSION
Fort Worth District Office
Burnett Plaza, Suite 1900
801 Cherry Street, Unit #18
Fort Worth, TX 76102-6882