

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
NORTHERN DIVISION**

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**v.**

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

**Defendants,**

**Civil Action No. 3:20-cv-50-CWR-FKB**

**COMPLAINT**

Plaintiff, Securities and Exchange Commission (the “Commission”), files its Complaint and alleges that:

**SUMMARY**

1. Starting in 2012, Michael Douglas Billings (“Billings”), operating directly and through his solely owned entity, MDB Group, LLC (“MDB Group”) (collectively “Defendants”), sold millions of dollars in unregistered promissory notes fraudulently offered by Arthur Lamar Adams (“Adams”) and Madison Timber Properties, LLC (“Madison Timber”). In selling these unregistered

securities, Defendants regularly engaged in the business of effecting securities transactions for others, but failed to register as brokers.

2. By the conduct detailed in this Complaint, Defendants 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 Section 15(a) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78o(a)]. Unless enjoined, Defendants are likely to commit such violations again in the future.

3. The Commission seeks a judgment from the Court: (a) finding that Defendants violated the securities and broker registration provisions of the federal securities laws; (b) enjoining Defendants from engaging in future violations of the securities and broker-dealer registration provisions of the federal securities laws; (c) ordering Defendants to disgorge their ill-gotten gains described herein, with prejudgment interest; and (d) ordering Defendants to pay a civil monetary penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

### **JURISDICTION AND VENUE**

4. The Commission brings this action pursuant to Sections 20(b) and 20(d) of the Securities Act [15 U.S.C. §§ 77t(b) and 77t(d)] and Section 21(d) the Exchange Act [15 U.S.C. § 78u(d)].

5. The Court has jurisdiction over this action pursuant to Sections 20(b), 20(d), and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d), and 77v(a)], and Sections 21(d), 21(e), and 27 of the Exchange Act [15 U.S.C. §§ 78u(d), 78u(e), and 78aa].

6. Defendants, directly or indirectly, used the means or instruments of interstate commerce, the mails, or the facilities of a national securities exchange in connection with the acts described herein.

7. Venue is proper under Section 22 of the Securities Act [15 U.S.C. § 77v], Section 27 of the Exchange Act [15 U.S.C. § 78aa] and 28 U.S.C. § 1391 because a substantial part of the events or omissions giving rise to the claims made herein occurred in the Southern District of Mississippi.

### **DEFENDANTS**

8. **Michael Douglas Billings**, age 59, lives in Dallas, Texas.

9. **MDB Group, LLC**, is a Texas limited liability company founded in 2012 that has its principal place of business in Dallas, Texas. MDB Group is solely owned and operated by Billings, and is the entity through which he sold the Madison Timber promissory notes.

### **STATEMENT OF FACTS**

10. Madison Timber was a Ponzi scheme offering fraud primarily spearheaded by Adams.

11. Madison Timber, operating primarily in Madison, Mississippi, raised large sums of money in exchange for promissory notes that promised a high rate of return. Madison Timber purported to use the invested funds to purchase timber rights from landowners in the Southeast, and allegedly generated profits by reselling the timber rights to lumber mills.

12. Starting in at least 2012, Defendants began soliciting and selling promissory note investments for Madison Timber. The sale of these promissory notes continued until April 19, 2018.

13. Defendants sold approximately 240 promissory notes to at least 44 investors that resulted in approximately 80 million dollars in Madison Timber investments. Billings earned a percentage commission on those note sales and a monthly stipend that ultimately brought him approximately three and a half million dollars in commissions.

14. The promissory notes were not registered as securities with the Commission.

15. Neither Billings nor MDB Group was registered as a broker with the Commission.

**COUNT I- SELLING UNREGISTERED SECURITIES**

**Violations of Sections 5(a) and 5(c) of the Exchange Act**

16. The Commission re-alleges and reincorporates paragraphs 1 through 15 as if fully set forth herein.

17. From approximately 2012 until April 19, 2018, Defendants, without registration statements in effect as to the securities, directly or indirectly made use of means and instruments of transportation or communication in interstate commerce or of the mails to sell or offered to sell such securities through the use or medium of any prospectus or otherwise.

18. By reason of the foregoing, each of the Defendants violated the Sections 5(a) and (c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

**COUNT II- SALE OF SECURITIES WHILE UNREGISTERED**

**Violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)]**

19. The Commission re-alleges and reincorporates paragraphs 1 through 15 as if fully set forth herein.

20. By engaging in the conduct described above, Defendants made use of the mails or other means or instrumentalities of interstate commerce to effect transactions in, or to induce the purchase or sale of securities while not registered with the Commission as a broker or when they were not associated with an entity registered with the Commission as a broker or dealer.

21. By reason of the foregoing, each of the Defendants violated Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)].

**PRAAYER FOR RELIEF**

WHEREFORE, the Commission respectfully requests that the Court enter a judgment:

(i) finding that Defendants violated the registration provisions of the federal securities laws as alleged herein;

(ii) permanently enjoining Defendants from violating Section 5 of the Securities Act [15 U.S.C. § 77q(a)] and Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)];

(iii) ordering Defendants to disgorge their ill-gotten gains and to pay prejudgment interest thereon;

(iv) ordering Defendants to pay a civil monetary penalty; and

(v) granting such other relief as this Court may deem just and proper.

Dated this 28th day of January, 2020.

Respectfully submitted,

/s/ W. Shawn Murnahan

W. Shawn Murnahan  
Senior Trial Counsel  
Georgia Bar No. 529940  
Tel: (404) 842-7669  
Email: murnahanw@sec.gov

M. Graham Loomis  
Regional Trial Counsel  
Georgia Bar No. 457868  
Tel: (404) 842-7622  
Email: loomism@sec.gov

Justin Delfino  
Senior Counsel  
Georgia Bar No. 570206  
Tel: (404) 942-0698  
Email: delfinoj@sec.gov

COUNSEL FOR PLAINTIFF  
Securities and Exchange Commission  
Atlanta Regional Office  
950 East Paces Ferry Road, N.E., Suite 900  
Atlanta, GA 30326-1382  
Tel (main): (404) 842-7600  
Fax: (703) 813-9364

OF COUNSEL

D. Michael Hurst, Jr.  
United States Attorney

*s/Kristi H. Johnson*  
Kristi H. Johnson  
Assistant United States Attorney  
MS Bar No. 102891

Marc Perez  
Assistant United States Attorney  
WA Bar No. 33907

Civil Division  
United States Attorney's Office  
Southern District of Mississippi  
501 East Court Street, Suite 4-430  
Jackson, MS 39201  
Tel: (601) 973-2887  
Fax: (601) 965-4409