

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Matthew Lynn Dyer (CRD #2426515),

Respondent.

ODS File No. 10-085

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss.

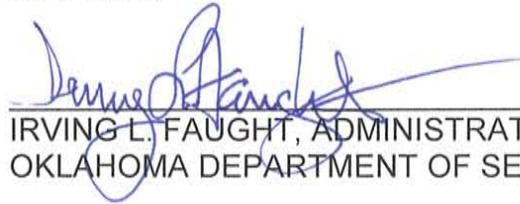
The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (Administrator).
2. That a copy of the Notice of Opportunity for Hearing (Notice) with Enforcement Division Recommendation (Recommendation) attached was delivered to Affiant in the office of the Administrator pursuant to Section 1-611 of the Oklahoma Uniform Securities Act (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).
3. That the Administrator has received service of process on behalf of Respondent, pursuant to Section 1-611 of the Act.
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this ___ day of October, 2012, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondent, in compliance with Section 1-611 of the Act.
5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 31st day of October, 2012.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

Subscribed and sworn to before me this 31st day of October, 2012.

(SEAL)





Notary Public

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Matthew Lynn Dyer (CRD #2426515),

Respondent.

ODS File No. 10-085

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), an investigation was conducted into the activities of Matthew Lynn Dyer (Respondent), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

2. On the 30th day of October, 2012, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator of the Oklahoma Department of Securities (Administrator).

3. Pursuant to 660:2-9-1 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007) ("Rules") and Section 1-411 of the Act, the Administrator hereby gives notice to Respondent of his obligation to file an answer and his right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The answer must be in writing and received by the Administrator within fifteen (15) days after service of this Notice. As required by 660:2-9-2 of the Rules, the answer shall indicate whether Respondent requests a hearing and shall specifically admit or deny each allegation contained in the Recommendation or state that Respondent does not have, and is unable to obtain, sufficient information to admit or deny each allegation.

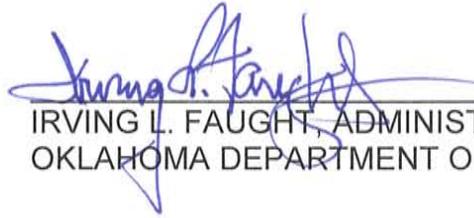
5. Failure to file an answer in compliance with 660:2-9-2 of the Rules, to include a request for a hearing as provided for herein, shall result in the issuance of an order barring Respondent from future registration under the Act in any capacity, barring Respondent from association with a broker-dealer or investment adviser in any capacity, and/or imposing a civil penalty in the amount of \$10,000 against Respondent.

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on the Recommendation shall be promptly scheduled or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondent not less than forty-five (45) days in advance thereof, pursuant to 660:2-9-2 of the Rules.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st of October, 2012.

(SEAL)

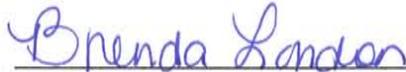


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 1st day of November, 2012 a true and correct copy of the above and foregoing *Notice of Opportunity for Hearing* and the *Enforcement Division Recommendation* were mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Matthew Lynn Dyer
3621 E. 107th
Tulsa, OK 74137



Brenda London, Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Matthew Lynn Dyer (CRD #2426515),

Respondent.

ODS File No. 10-085

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), the Oklahoma Department of Securities (Department) conducted an investigation of certain activities of Matthew Lynn Dyer (Dyer) in connection with the offer and/or sale of securities in and/or from Oklahoma. Based thereon, the Enforcement Division of the Department submits the following Findings of Fact, Authorities, and Conclusions of Law to the Administrator of the Department (Administrator) in support of sanctions against Respondent Dyer.

Findings of Fact

1. Dyer first registered as a broker-dealer agent under the Oklahoma securities laws in February 2003. Dyer was registered as a broker-dealer agent and an investment adviser representative of Invest Financial Corporation (Invest) from June 2007 to December 2007 and QA3 Financial Corp. (QA3) from May 2005 to July 2007. Dyer is currently not registered under the Act.

2. In November 2005, Dyer solicited and received \$33,000 from an Oklahoma resident and client of Dyer (Client A). Dyer used these funds to open a bank account as a sole proprietor doing business as BMW (BMW Account). These funds were used for personal expenses of Dyer.

3. On July 13, 2006, pursuant to Dyer's solicitation, Client A wrote a check payable to "BMW ING." in the amount of \$29,000. Dyer deposited this check into the BMW Account. These funds were used for personal expenses of Dyer.

4. On June 7, 2007, Client A remitted a cashier's check payable to BMW for \$126,000. Dyer solicited these funds and told Client A they would be used to make an investment in an entity affiliated with Oprah Winfrey. Dyer deposited the funds into the BMW Account and transferred \$125,000 of the funds to Impact Productions, Inc. (Impact).

5. Impact, an Oklahoma corporation, is involved in film production and was approached by Dyer to produce a motion picture entitled *Source of the Secret*. Impact formed an Oklahoma limited liability company, Source of the Secret, LLC. Dyer purchased a membership interest in Source of the Secret, LLC, with the funds from the BMW account. Impact is not affiliated with Oprah Winfrey.

6. On July 27, 2007, Client A remitted a cashier's check payable to Dyer in the amount of \$130,000. Dyer solicited these funds representing to Client A the funds would also be used to make an investment in an entity affiliated with Oprah Winfrey. Dyer deposited these funds into the BMW Account and transferred \$125,000 of the funds to Impact.

7. Dyer did not disclose to Impact that Client A was the source of the invested funds.

8. Dyer did not provide prior notice of his outside business activities to Invest or QA3.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Rule 660:11-5-42 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007) ("Rules") states, in pertinent part:

(a) Purpose. This rule is intended to set forth the standards of ethical practices for broker-dealers and their agents. Any noncompliance with the standards of ethical practices specified in this section will constitute unethical practices in the securities business; however, the following is not intended to be a comprehensive listing of all specific events or conditions that may constitute such unethical practices. The standards shall be interpreted in such manner as will aid in effectuating the policy and provisions of the Securities Act, and so as to require that all practices of broker-dealers, and their agents, in connection with their activities in this state shall be just, reasonable and not unfairly discriminatory.

(b) Standards.

(1) A broker-dealer and his agents, in the conduct of his business, shall observe high standards of commercial honor and just and equitable principles of

trade. A broker-dealer and his agents shall not violate any federal securities statute or rule or any rule of a national securities exchange or national securities association of which it is a member with respect to any customer, transaction or business effected in this state.

* * *

(15) No broker-dealer or agent of a broker-dealer shall effect any transaction in, or induce the purchase or sale of, any security by means of any manipulative, deceptive or other fraudulent device, practice, plan, program, design, or contrivance.

(16) The following standards shall apply to the use of customer funds:

(A) No broker-dealer or person associated with a broker-dealer shall make improper use of a customer's securities or funds.

2. *FINRA Rule 3270 Outside Business Activities of Registered Persons* states:

No registered person may be an employee, independent contractor, sole proprietor, officer, director or partner of another person, or be compensated, or have the reasonable expectation of compensation, from any other person as a result of any business activity outside the scope of the relationship with his or her member firm, unless he or she has provided prior written notice to the member, in such a form as specified by the member. Passive investments and activities subject to the requirements of NASD Rule 3040 shall be exempted from this requirement.

3. Section 1-411 of the Act provides in pertinent part:

B. If the Administrator finds that the order issued is in the public interest and subsection D of this section authorizes the action an order issued under this act may revoke, suspend, condition, or limit the registration of a registrant and if the registrant is a broker-dealer or investment adviser, any partner, officer, or director, any person having a similar status or performing similar functions, or any person directly or indirectly controlling the broker-dealer or investment adviser.

* * *

C. If the Administrator finds that the order is in the public interest and paragraphs 1 through 6, 8, 9, 10, 12 or 13 of subsection D of this section authorizes the action, an order under this act may censure, impose a bar, impose a civil penalty in an amount not to exceed a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or Two Hundred Fifty Thousand Dollars (\$250,000.00) for multiple violations on a registrant, and/or recover the costs of the investigation from a registrant and if the registrant is a broker-dealer or investment adviser, from any partner, officer, or director, any person having a similar function or any person directly or indirectly controlling the broker-dealer or investment adviser.

D. A person may be disciplined under subsections A through C of this section if the person:

* * *

2. Has willfully violated or willfully failed to comply with this act or the predecessor act or a rule adopted or order issued under this act or the predecessor act within the previous ten (10) years[.]

* * *

13. Has engaged in dishonest or unethical practices in the securities, commodities, investment, franchise, banking, finance or insurance business within the previous ten (10) years[.]

Conclusions of Law

1. Rules by: Dyer engaged in unethical practices in violation of 660:11-5-42 of the
 - a. failing to observe high standards of commercial honor and just and equitable principles of trade;
 - b. making improper use of Client A's funds; and

c. failing to disclose his outside business activities to his member firms.

2. The Administrator is authorized to impose a bar and civil penalties against Dyer, pursuant to Section 1-411 of the Act.

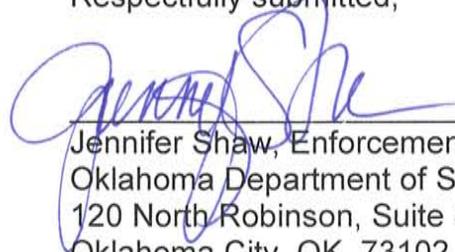
3. It is in the public interest for the Administrator to bar Dyer from future registration under the Act in any capacity, to bar Dyer from association with a broker-dealer or investment adviser in any capacity, and/or to impose a civil penalty against Dyer.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

WHEREFORE, it is recommended that the Administrator issue an order barring Dyer from future registration under the Act in any capacity, barring Dyer from association with a broker-dealer or investment adviser in any capacity, imposing a civil penalty in the amount of \$10,000 against Dyer, and/or imposing such other sanctions as appropriate and authorized by law.

Dated this 30 day of October, 2012.

Respectfully submitted,



Jennifer Shaw, Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
Telephone: (405) 280-7700
Facsimile: (405) 280-7742
Email: jshaw@securities.ok.gov