BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE MONTANA STATE AUDITOR

In the Matter of the Proposed Agency Action Against MAGNABILITIES LLC.	Case No.: SEC 2021-331 **CONSENT AGREEMENT AND FINAL ORDER**

This Consent Agreement and Final Order (Agreement) is entered into by the Commissioner of Securities and Insurance, Office of the Montana State Auditor (Commissioner or CSI), acting pursuant to the authority of the Securities Act of Montana, § 30-10-101, *et seq.*, MCA (Act) and Magnabilities, LLC. (Respondent).

RECITALS

WHEREAS, Respondent has been transacting business in Montana as a multilevel marketing company (MLM) since 2013;

WHEREAS, the CSI alleged that Respondent violated Montana Code Annotated § 30-10-327, including by: (i) failing to provide any notice to CSI of Respondent's intention to operate in Montana; (ii) failing to file with CSI with an irrevocable consent designating CSI as its agent for service of process for any alleged violation of Montana Code Annotated § 30-10-325; and (iii) failing to provide CSI with the information required by Montana Code Annotated § 30-10-327(2)(a)-(c);

WHEREAS, Respondent admits the CSI's allegations; and

WHEREAS, the Commissioner and Respondent agree that the best interests of the public would be served by entering into this Agreement;

NOW, THEREFORE, in consideration of the mutual undertakings contained in this Agreement, the Commissioner and Respondent hereby agree to settle this matter pursuant to the following terms and conditions:

STIPULATIONS AND CONSENTS

I. Respondent stipulates and consents to the following:

A. Within fourteen (14) days of the execution of this Agreement, Respondent shall notice file with the CSI as an MLM operating in Montana and shall continue to comply with the Act in the future.

B. Respondent agrees to pay a fine of $2,500.00 to the State of Montana. Respondent will pay this fine in six monthly installments of $416.67, with the first payment due on or before November 15, 2021 and the five subsequent payments on or before the fifteenth day of December 2021, January 2022, February 2022, March 2022, and April 2022. Payments must be made by check or money order payable to "The State of Montana" sent to the Commissioner of Securities and Insurance, Office of the Montana State Auditor, Attn: Brandy Morrison, Paralegal, 840 Helena Avenue, Helena, MT 59601.

C. Respondent fully and forever releases and discharges the Commissioner and all of the Commissioner's employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this Agreement.

D. Respondent specifically and affirmatively waives a contested case hearing and all rights to appeal under the Montana Administrative Procedure Act, § 2-4-101 *et seq.*, MCA and elects to resolve this matter on the terms and conditions set forth herein.

II. All parties to this Agreement stipulate and consent as follows:

A. The Commissioner has jurisdiction over Respondent and the subject matter of this Agreement.

B. The Commissioner agrees not to pursue further civil or administrative action against Respondent regarding the allegations asserted in this matter for so long as Respondent complies with the terms of this Agreement.

C. This Agreement is entered without adjudication of any issue, law, or fact. It is entered into solely for the purpose of resolving the CSI's allegations and is not intended to be used for any other purpose. For any person or entity not a party to this Agreement, this Agreement does not limit or create any private rights or remedies against the Respondent, limit or create liability of Respondent, or limit or create defenses of Respondent to any claims.

D. The applicable statute of limitations is tolled for two (2) years from the date of execution of this Agreement with regard to the allegations asserted in this matter. In the event Respondent fails to comply with the terms of this Agreement at any time during the 24-month tolling period, the CSI may pursue additional administrative action against Respondent.

E. This Agreement constitutes the entire agreement between the Commissioner and Respondent, and no other promises or agreements, either express or implied, have been made by the Commissioner or by any member, officer, agent or representative of the CSI to induce Respondent to enter into this Agreement.

F. This Agreement may not be modified orally, and any subsequent modifications to

this Agreement must be mutually agreed upon in writing to be effective.

G. This Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

H. This Agreement shall be effective upon signing of the Final Order.

I. The Agreement is a public record under Montana law and, as such, may not be sealed or otherwise withheld from the public.

DATED this 21st day of October, 2021.

Approved as to form and content:

BRANDI LAUCKHART
Respondent's authorized representative

Approved as to form and content:

OLE OLSON
Chief Legal Counsel for the Commissioner of Securities and Insurance

FINAL ORDER

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603 and § 30-10-101, et seq., and upon review of the foregoing Consent Agreement, and good cause appearing,

IT IS HEREBY ORDERED that the foregoing Consent Agreement between the Commissioner and Respondent is adopted as if set forth fully herein.

DATED this 1st day of November, 2021.

TROY DOWNING
Commissioner of Securities and Insurance,
Office of the Montana State Auditor