

1 STATE OF CALIFORNIA
2 BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY
3 DEPARTMENT OF BUSINESS OVERSIGHT

4 TO: Aghee William Smith II aka Bill Smith and A.W. Smith
5 Thomas L. Barnett
6 Daryl Gene Bank
7 Kent Maerki
8 Dominion Private Client Group, LLC
9 Spectrum 100, LLC
10 WeMonitor Group, LLC
11 DSPF Group, LLC
12 Dental Support Plus Franchise Group, LLC

13 **DESIST AND REFRAIN ORDER**

14 **(For violations of section 25401 of the Corporations Code)**

15 The Commissioner of Business Oversight (Commissioner) finds:

- 16 1. Aghee William Smith II (Smith) also known as Bill Smith and A.W. Smith, was at all
17 relevant times a resident of Placer County, California.
- 18 2. Thomas L. Barnett (Barnett) was at all relevant times a resident of Sacramento,
19 California.
- 20 3. Daryl Gene Bank (Bank) was at all relevant times a resident of Port St. Lucie, Florida.
- 21 4. Kent Maerki (Maerki) was at all relevant times a resident of Scottsdale, Arizona.
- 22 5. Dominion Private Client Group, LLC (Dominion) was a Virginia limited liability
23 company with a principal place of business in Virginia Beach, Virginia. Bank was the managing
24 member of Dominion. Bank and salespersons, including Smith, used Dominion to offer various
25 securities to potential investors, including, but not limited to securities of Spectrum 100, LLC
26 (Spectrum 100), WeMonitor Group, LLC (WeMonitor), and DSPF Group, LLC.
- 27 6. Dental Support Plus Franchise Group, LLC (Dental Support Plus Franchise) is an
28 Arizona limited liability company with a principal place of business in Scottsdale, Arizona. Maerki
is its co-founder and president.

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1 7. DSPF Group, LLC (DSPF) is a Virginia limited liability company that was
2 purportedly formed to acquire, hold, develop, improve, encumber, manage, lease, maintain, operate,
3 preserve and economically enhance and/or dispose of certain property of Dental Support Plus
4 Franchises.

5 8. DSP Management, LLC, was a Virginia limited liability company with a principal
6 place of business in Virginia Beach, Virginia. Bank was DSP Management LLC's managing
7 member. Dominion and DSP Management LLC used salespersons, including Barnett to offer and
8 sell DSPF securities in the form of membership interests in DSPF in California.

9 9. Janus Spectrum, LLC (Janus Spectrum) is a New Mexico limited liability company,
10 formed in October 2011, with a principal place of business in Glendale, Arizona. David Alcorn and
11 Maerki are Janus Spectrum's founders and former owners.

12 **A. Barnett offered and sold securities in DSPF to California residents**

13 10. On or around May 17, 2013, Barnett offered and sold securities in form of
14 membership interests in DSPF to at least two California residents, who were husband and wife,
15 raising at least \$30,000.00. Bank signed the operating agreements as the managing member of DSPF.

16 **B. Smith offered and sold securities in Dental Support Plus Franchise, Spectrum 100,
17 and WeMonitor to California residents**

18 11. On or around June 2, 2011, Smith offered and sold securities in the form of investment
19 contracts called a "franchise agreement" in Dental Support Plus Franchise to at least one California
20 resident, raising at least \$40,000.00. Maerki signed the "franchise agreement" as the President of
21 Dental Support Plus Franchise, LLC. Although the investment was marketed as a franchise, the
22 investment was "absentee-owned", meaning that the investor would not operate the franchise, and
23 instead would be passive while Dental Support Plus Franchise and its affiliates managed and operated
24 the business. Therefore, the investor contributed capital, expected a return, and was not involved in
25 the operation of the business.

26 12. From at least April 17, 2013 to at least January 14, 2014, Smith offered and sold
27 securities in the form of membership interests in Spectrum 100 to at least two California residents,
28 raising at least \$320,000.00.

1 13. Smith provided potential investors with Spectrum 100's investment offering materials.
2 According to the offering materials, Dominion as the investment provider, had partnered with Janus
3 Spectrum and its team (including Maerki), to acquire and monetize Federal Communication
4 Commission licenses to own wireless radio spectrum. Bank signed the operating agreements as the
5 Managing Member of Spectrum 100.

6 14. From at least August 26, 2014 to at least May 15, 2015, Smith offered and sold
7 securities in the form of convertible notes in WeMonitor to at least 2 California residents raising at
8 least \$150,000.00. Smith provided potential investors with WeMonitor's investment offering
9 materials which stated that Dominion was the investment provider, offering convertible notes in
10 WeMonitor, a home monitoring platform which would enable consumers to save on their monthly
11 energy bills. Bank signed investors' operating agreements as the managing member of WeMonitor.

12 **C. Smith, Barnett, Bank, Maerki, Dominion, Spectrum 100, WeMonitor, Dental**
13 **Support Franchise Group, and DSPF failed to disclose to investors that Maerki and**
14 **Bank were barred by FINRA and that Maerki was permanently enjoined from**
15 **participating in the securities industry**

16 15. In connection with the offer and sale of securities in Spectrum 100, LLC, WeMonitor
17 Group, LLC, Dental Support Franchise Group, and DSPF in California, Smith, Barnett, Bank,
18 Maerki, Dominion, Spectrum 100, WeMonitor, Dental Support Plus Franchise, and DSPF failed to
19 disclose the following material information:

- 20 a. Maerki was permanently barred from the National Association of Securities
21 Dealers (NASD) (now known as the Financial Industry Regulatory Authority, or
22 FINRA) on January 28, 1977;
23 b. Maerki was sued by the United States Securities and Exchange Commission in
24 1984 for securities fraud and permanently enjoined from participating in the
25 securities industry due to violations of the registration and antifraud provisions of
26 the federal securities laws; and
27 c. Bank was permanently barred from FINRA on February 5, 2010.

28 This information was material and necessary in order to make the statements made, in the
light of the circumstances under which they were made, not misleading.

1 Based on the foregoing findings, the Commissioner is of the opinion that the securities offered
2 and sold by Smith, Barnett, Bank, Maerki, Dominion, Spectrum 100, WeMonitor, Dental Support
3 Plus Franchise, and DSPF were offered and sold in this state by means of written or oral
4 communications that included untrue statements of material fact or omitted to state material facts
5 necessary in order to make the statements made, in the light of the circumstances under which they
6 were made, not misleading, in violation of section 25401 of the Corporate Securities Law of 1968.
7 Pursuant to section 25532 of the Corporate Securities Law of 1968, Aghee William Smith II aka Bill
8 Smith and A.W. Smith, Thomas L. Barnett, Daryl Gene Bank, Kent Maerki, Dominion Private Client
9 Group, LLC, Spectrum 100, LLC, WeMonitor Group, LLC, Dental Support Plus Franchise Group,
10 LLC, and DSPF Group, LLC are hereby ordered to desist and refrain from offering or selling or
11 buying or offering to buy any security in the State of California by means of any written or oral
12 communication which includes an untrue statement of a material fact or omits to state a fact
13 necessary in order to make the statements made, in the light of the circumstances under which they
14 were made, not misleading.

15 Pursuant to Corporations Code section 25403, any person who controls or induces another
16 person to violate a provision of the Corporate Securities Law of 1968, or any person who provides
17 substantial assistance to another person in violation of the Corporate Securities Law of 1968 shall
18 also be liable for the violation.

19 This Order is necessary, in the public interest, for the protection of investors and is consistent
20 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

21 Dated: August 26, 2019
22 Los Angeles, California

MANUEL P. ALVAREZ
Commissioner of Business Oversight

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24
25 By _____
26 MARY ANN SMITH
27 Deputy Commissioner
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