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8 **UNITED STATES DISTRICT COURT**
9 **DISTRICT OF NEVADA**

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11 SECURITIES AND EXCHANGE
12 COMMISSION,

13 Plaintiff,

14 vs.

15 STEVEN J. SUSOEFF and STEVE
16 SUSOEFF, LLC (dba Meritage
Financial Group),

17 Defendants.
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Case No. 2:23-cv-00173-JCM-EJY

**FINAL JUDGMENT AS TO STEVEN
J. SUSOEFF**

1 The Securities and Exchange Commission having filed a Complaint and
2 Defendant Steven J. Susoeff having entered a general appearance; consented to the
3 Court's jurisdiction over Defendant and the subject matter of this action; consented to
4 entry of this Final Judgment without admitting or denying the allegations of the
5 Complaint (except as to jurisdiction and except as otherwise provided herein in
6 paragraph V); waived findings of fact and conclusions of law; and waived any right
7 to appeal from this Final Judgment:

8 I.

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
10 permanently restrained and enjoined from violating Sections 17(a)(1) and 17(a)(3) of
11 the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. §§ 77q(a), in the offer or
12 sale of any security by the use of any means or instruments of transportation or
13 communication in interstate commerce or by use of the mails, directly or indirectly:

14 (i) to employ any device, scheme, or artifice to defraud; or
15 (ii) to engage in any transaction, practice, or course of business which
16 operates or would operate as a fraud or deceit upon the purchaser
17 by, directly or indirectly, (1) creating a false appearance or otherwise deceiving any
18 person, or (1) disseminating false or misleading documents, materials, or information
19 or making, either orally or in writing, any false or misleading statement in any
20 communication with any investor or prospective investor, about:

21 (A) any investment strategy or investment in securities,

22 (B) the prospects for success of any product or company,

23 (C) the use of investor funds,

24 (D) compensation to any person,

25 (E) Defendant's qualifications to advise investors; or

26 (F) the allocation of securities trades among investors or clients.

27 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
28 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also

binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

II.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. § 78j(b), and Rules 10b-5(a) and 10b-5(c) promulgated thereunder, 17 C.F.R. §§ 240.10b-5(a), (c), by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

(i) to employ any device, scheme, or artifice to defraud; or
 (ii) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person
 by, directly or indirectly, (1) creating a false appearance or otherwise deceiving any person, or (1) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about:

- (A) any investment strategy or investment in securities,
- (B) the prospects for success of any product or company,
- (C) the use of investor funds,
- (D) compensation to any person,
- (E) Defendant's qualifications to advise investors; or
- (F) the allocation of securities trades among investors or clients.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal

1 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
2 attorneys; and (b) other persons in active concert or participation with Defendant or
3 with anyone described in (a).

4 III.

5 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
6 Defendant is permanently restrained and enjoined from violating Section 206(1) and
7 Section 206(2) of the Investment Advisers Act of 1940 ("Advisers Act"), 15 U.S.C.
8 §§ 80b-6(1), (2), as an investment adviser by use of the mails or any means or
9 instrumentality of interstate commerce, directly or indirectly:

10 (i) to employ any device, scheme, or artifice to defraud any client or
11 prospective client; or
12 (ii) to engage in any transaction, practice, or course of business which
13 operates as a fraud or deceit upon any client or prospective client
14 by, directly or indirectly, (1) creating a false appearance or otherwise deceiving any
15 person, or (1) disseminating false or misleading documents, materials, or information
16 or making, either orally or in writing, any false or misleading statement in any
17 communication with any investor or prospective investor, about:

18 (A) any investment strategy or investment in securities,

19 (B) the prospects for success of any product or company,

20 (C) the use of investor funds,

21 (D) compensation to any person,

22 (E) Defendant's qualifications to advise investors; or

23 (F) the allocation of securities trades among investors or clients.

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
25 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
26 binds the following who receive actual notice of this Judgment by personal service or
27 otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and
28 (b) other persons in active concert or participation with Defendant or with anyone

described in (a).

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$54,232, representing net profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$11,695, and a civil penalty in the amount of \$144,566 in accordance with Securities Act Section 20(d), 15 U.S.C. § 77t(d), Exchange Act Section 21(d)(3), 15 U.S.C. § 78u(d)(3), and Advisers Act Section 209(e), 15 U.S.C. § 80b-9(e). Defendant shall satisfy this obligation by paying \$210,493 to the Securities and Exchange Commission within 30 days after entry of this Final Judgment.

Defendant may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to

Enterprise Services Center

Accounts Receivable Branch

6500 South MacArthur Boulevard

Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Steven J. Susoeff as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and

1 interest in such funds and no part of the funds shall be returned to Defendant.

2 The Commission may enforce the Court's judgment for disgorgement and
3 prejudgment interest by using all collection procedures authorized by law, including,
4 but not limited to, moving for civil contempt at any time after 30 days following entry
5 of this Final Judgment.

6 The Commission may enforce the Court's judgment for penalties by the use of
7 all collection procedures authorized by law, including the Federal Debt Collection
8 Procedures Act, 28 U.S.C. § 3001 et seq., and moving for civil contempt for the
9 violation of any Court orders issued in this action. Defendant shall pay post judgment
10 interest on any amounts due after 30 days of the entry of this Final Judgment pursuant
11 to 28 U.S.C. § 1961. The Commission shall hold the funds, together with any interest
12 and income earned thereon (collectively, the "Fund"), pending further order of the
13 Court.

14 The Commission may propose a plan to distribute the Fund subject to the
15 Court's approval. Such a plan may provide that the Fund shall be distributed pursuant
16 to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The
17 Court shall retain jurisdiction over the administration of any distribution of the Fund
18 and the Fund may only be disbursed pursuant to an Order of the Court.

19 Regardless of whether any such Fair Fund distribution is made, amounts
20 ordered to be paid as civil penalties pursuant to this Judgment shall be treated as
21 penalties paid to the government for all purposes, including all tax purposes. To
22 preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or
23 reduction of any award of compensatory damages in any Related Investor Action
24 based on Defendant's payment of disgorgement in this action, argue that he is entitled
25 to, nor shall he further benefit by, offset or reduction of such compensatory damages
26 award by the amount of any part of Defendant's payment of a civil penalty in this
27 action ("Penalty Offset"). If the court in any Related Investor Action grants such a
28 Penalty Offset, Defendant shall, within 30 days after entry of a final order granting

the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Defendant by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

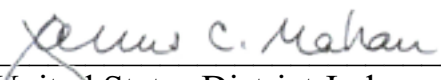
V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the allegations in the complaint are true and admitted by Defendant, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this Final Judgment or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523 (a)(19).

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated: December 23, 2024


United States District Judge