

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 70280 / August 28, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15332**

**In the Matter of**

**JOSHUA CONSTANTIN and**  
**BRIAN SOLOMON,**

**Respondents.**

**ORDER MAKING FINDINGS AND**  
**IMPOSING REMEDIAL SANCTIONS**  
**PURSUANT TO SECTION 15(b)(6) OF**  
**THE SECURITIES EXCHANGE ACT OF**  
**1934 AS TO BRIAN SOLOMON**

**I.**

On May 23, 2013, the Securities and Exchange Commission (“Commission”) initiated proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Brian Solomon (“Solomon” or “Respondent”).

**II.**

Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934 as to Brian Solomon, as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. From approximately January 2007 through December 2008, Solomon was a registered representative at Windham Securities, Inc. ("Windham"), a registered broker-dealer. At various times from approximately July 2000 through July 2011, Solomon was a registered representative associated with several other broker-dealers registered with the Commission. Solomon, 39 years old, is a resident of Gardena, California.

2. On July 6, 2011, the Commission filed a complaint against Solomon and others in the United States District Court for the Southern District of New York (the "District Court"), in a civil action entitled Securities and Exchange Commission v. Joshua Constantin, et al., Civil Action Number 11-cv-4642. The complaint alleged that Solomon and others engaged in a fraudulent investment scheme and misappropriated approximately \$1.2 million from seven investors.

3. On July 3, 2012, the Commission moved for summary judgment against Solomon on all of its claims against him. The Commission sought permanent injunctions against future violations of Section 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, in addition to other relief.

4. On April 2, 2013, the District Court issued a Memorandum & Order granting the Commission's motion for summary judgment. In its opinion, the District Court concluded that the following facts, among others, were undisputed and served as the basis for summary judgment against Solomon and others:

- a. Solomon joined Windham in November 2006 and was a registered representative from July 2007 through January 2009.
- b. "Solomon...told clients that Windham had 'a floor of traders in New York' ... when, in fact, at the time the company did not."
- c. "On numerous occasions, Solomon lied to clients about his involvement in foreign markets, [falsely] indicating, for example, ...that he 'often worked the European open.'"
- d. "Solomon frequently misrepresented Windham's investment experience and prior performance to potential investors. For example, he advised one client that he had previously worked with small companies and had 'brought them to market.' . . . Solomon then proceeded in the same email to list six company stocks in a chart comparing the companies' stock prices at the time of public offering and as of the date of Solomon's email. In fact, no one at Wyndham [sic] had participated in any of those syndicates or, for that matter, had ever successfully taken a private company public."

- e. “Solomon promised, and otherwise encouraged clients to believe, that they could expect unreasonably large and rapid returns on their investments through Windham, [up to 500%].”
- f. Based on Solomon’s “litany of misrepresentations,” seven customers invested approximately \$1.2 million through Windham. “After several clients had invested funds with Windham for purposes of purchasing stock in [a company called] Leeward,” Windham diverted those funds.
- g. Solomon “provided clients with misleading documents to cover up the fraudulent nature of their investment scheme.” In one case, Solomon “prepared monthly account statements that misleadingly represented Leeward holdings that [the investor] did not actually have.”

5. On May 7, 2013, the District Court entered a final judgment against Solomon, permanently enjoining him from future violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder.

#### IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Solomon’s Offer.

Accordingly, it is hereby ORDERED that:

Pursuant to Section 15(b)(6) of the Exchange Act, Solomon shall be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization, and barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any

restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy  
Secretary