

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73247 / September 29, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-16179

In the Matter of

**TODD A. DUCKSON, ESQ.,
CPA,**

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS AND
IMPOSING TEMPORARY SUSPENSION
PURSUANT TO RULE 102(e)(3)(i)(A) OF
THE COMMISSION'S RULES OF
PRACTICE**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Todd A. Duckson (“Respondent” or “Duckson”) pursuant to Rule 102(e)(3)(i)(A) of the Commission’s Rules of Practice [17 C.F.R. 200.102(e)(3)(i)(A)].¹

II.

The Commission finds that:

1. Duckson is licensed as an attorney and a certified public accountant (“CPA”) in the State of Minnesota. Duckson’s CPA license is currently inactive.

2. On September 21, 2010, the Commission filed civil fraud charges against Duckson, and others, in the United States District Court for the District of Minnesota. *SEC v. True North Finance Corp.*, No. 10-3995 (D. Minn.). The complaint alleged, among other things, that between

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, temporarily suspend from appearing or practicing before it any attorney, accountant . . . or other professional . . . who has been by name: (A) permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder. . . .

March 2008 and December 2009, Duckson, and two real estate lending fund promoters, fraudulently raised more than \$21 million from investors in the Capital Solutions Monthly Income Fund (the “Fund”), a Minneapolis-based real estate lending fund, by concealing the collapse of the Fund’s sole business partner. After that collapse, the Fund – whose sole business was to make real estate loans to that single borrower – had no meaningful income. Duckson and others used new investor funds mostly to pay existing investors, as well as management fees, legal fees, and related-party transaction fees to themselves. Duckson, individually, as outside counsel to the Fund, and later through his firm, Transactional Finance Fund Management LLC (“TFFM”), which served as investment manager for the Fund, obtained over \$4 million in ill-gotten gains.

3. The complaint alleged that Duckson violated Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), Rule 10b-5, Section 17(a) of the Securities Act of 1933 (“Securities Act”), and, in the alternative, aided and abetted violations of Section 10(b) of the Exchange Act and Rule 10b-5. The Commission sought a permanent injunction, disgorgement of unlawful proceeds plus pre-judgment interest, a financial penalty, and an order prohibiting Duckson from acting as an officer or director of any public company.

4. On July 1, 2014, the District Court entered a final judgment against Duckson, which permanently enjoins him from committing any future violations of Section 10(b) of the Exchange Act, Rule 10b-5, Section 17(a) of the Securities Act, and “from aiding and abetting violations of any securities laws.” The Court noted that the jury found that Duckson’s violations of Section 10(b), Rule 10b-5, and Section 17(a) were made knowingly. The Court also barred Duckson from serving as an officer or director of a publicly-traded corporation for a period of ten years from the date of the judgment and ordered Duckson and another defendant to disgorge unlawful proceeds, pay pre-judgment interest, and pay civil penalties.

III.

Based upon the foregoing, the Commission finds that a court of competent jurisdiction has permanently enjoined Duckson, by reason of his misconduct in an action brought by the Commission, from violating provisions of the securities laws or of the rules and regulations thereunder. In view of this finding, the Commission deems it appropriate and in the public interest that Duckson be temporarily suspended from appearing or practicing before the Commission.

IT IS HEREBY ORDERED that Duckson be, and hereby is, temporarily suspended from appearing or practicing before the Commission as an attorney and as an accountant. This Order will be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Duckson may, within thirty days after service of this Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or set the

matter down for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Duckson personally or by certified mail at his last known address.

By the Commission.

Brent J. Fields
Secretary