

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

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 6148 / September 23, 2022**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21153**

**In the Matter of**

**Lee A. Bressler**

**Respondents.**

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION  
203(f) OF THE INVESTMENT ADVISERS  
ACT OF 1940, MAKING FINDINGS, AND  
IMPOSING REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Lee A. Bressler (“Respondent”).

**II.**

In anticipation of the institution of these proceedings, 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 and the findings contained in paragraph III. 2, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

**III.**

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

1. At least from November 2016 through February 2018, Respondent was the Portfolio Manager of Carbon Master Fund, LP (“Carbon Fund”) and Chief Investment Officer, member, and

co-owner of Carbon Investment Partners, LLC (“Carbon”), an investment adviser that was not registered with the Commission. Bressler, 39 years old, resides in New York, New York.

2. On September 14, 2022, a final judgment was entered by consent against Respondent, permanently enjoining him from future violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, Section 17(a) of the Securities Act of 1933, and Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder in the civil action entitled Securities and Exchange Commission v. Lee A. Bressler, Civil Action Number 1:22-cv-7391, in the United States District Court for the Southern District of New York.

3. The Commission’s complaint alleged that Bressler, acting as an investment adviser to the Carbon Fund, and in connection with and in the offer and sale of securities, solicited investors in the Carbon Fund while making material misrepresentations regarding the Carbon Fund’s conservative investment strategy, including, but not limited to, that it was a market-neutral hedge fund focused on equities in the industrials sector with emphasis on capital preservation and a net exposure of close to zero percent. The complaint also alleged that, while making these representations to investors, Bressler knowingly engaged in unauthorized high-risk trading outside of this strategy and contrary to the Carbon Fund’s investment mandate. The complaint also alleged that Bressler’s trading activity resulted in the complete loss of all investor capital in the Carbon Fund.

#### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 203(f) of the Advisers Act, that Respondent Bressler 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.

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, compliance with the Commission’s order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered

against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission order; (d) 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 (e) 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.

Vanessa A. Countryman  
Secretary