

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 102176 / January 14, 2025**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 6822 / January 14, 2025**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-22412**

**In the Matter of**

**JOSEPH J. ORLANDO JR.,**

**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
AND CEASE-AND-DESIST PROCEEDINGS,  
PURSUANT TO SECTIONS 15(b) AND 21C  
OF THE SECURITIES EXCHANGE ACT  
OF 1934 AND SECTION 203(f) OF THE  
INVESTMENT ADVISERS ACT OF 1940,  
MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS AND A CEASE-  
AND-DESIST ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Joseph J. Orlando Jr. (“Orlando” or “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, which are admitted, and except as provided herein in Section VI, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds<sup>1</sup> that:

#### **Summary**

1. These proceedings arise out of unregistered broker activity by Orlando who, between at least September 2019 and March 2020 (the "Relevant Period"), solicited investors on behalf of StraightPath Venture Partners, LLC. ("StraightPath"). StraightPath was an entity that offered investments in privately offered membership interests in limited liability companies (the "StraightPath Funds") that each purportedly owned shares of private issuers that had prospects of becoming publicly traded issuers ("Pre-IPO Issuers"). Orlando successfully solicited at least \$1.1 million in investments in the StraightPath Funds from at least 19 investors. Through his unregistered conduct brokering transactions between investors and the StraightPath Funds, Orlando received over \$67,000 in transaction-based compensation.

#### **Respondent**

2. **Orlando** (CRD No. 2882204), age 56, resides in Bayonne, New Jersey. Orlando has been an investment adviser representative with VCP Financial LLC ("VCP Financial") since August 2019. Between 1997 and August 2019, Orlando was associated with various broker-dealers. He holds an active Series 65 license and a life insurance agent license from the State of New York, and he previously held Series 7 and 63 licenses. During the Relevant Period, Orlando was also an independent contractor for IKE Group LLC ("IKE Group").

#### **Other Relevant Entities**

3. **IKE Group**, formed in 2019 and dissolved in 2021, was a New York limited liability company. Between June 2019 and March 2020, IKE Group received payments from StraightPath for soliciting investors for the StraightPath Funds, which it then distributed to Orlando and others.

4. **VCP Financial** is a New York limited liability company formed in 2013 with its principal place of business in Staten Island, New York. VCP Financial is registered as an investment adviser with the Commission. It reported approximately \$114.5 million in regulatory assets under management as of October 2024. Until January 2022, VCP Financial was known as LPS Financial LLC.

5. **StraightPath**, formed in 2017, is a Delaware limited liability company that owned and managed the StraightPath Funds. StraightPath was previously sued by the Commission in a case captioned *SEC v. StraightPath Venture Partners LLC, et al.*, 22-cv-3897 (LAK) (S.D.N.Y. May 13, 2022). In *SEC v. StraightPath Venture Partners LLC, et al.*, the Court appointed Melanie

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<sup>1</sup> The findings herein are made pursuant to Respondents' Offers of Settlement and are not binding on any other person or entity in this or any other proceeding.

Cyganowski, (the “Receiver”) over StraightPath and certain affiliates including the StraightPath Funds.

### **Facts**

6. Between at least September 2019 and March 2020, Orlando, through IKE Group, worked as a sales agent on behalf of StraightPath. As a sales agent, Orlando solicited investors on behalf of the StraightPath Funds and brokered transactions in which investors would purchase interests in the StraightPath Funds. The interests in the StraightPath Funds are securities.

7. During the Relevant Period, Orlando called prospective investors and pitched them to purchase interests in the StraightPath Funds. Orlando used lead lists provided by the principals of IKE Group and that he purchased himself, and he communicated with investors using methods of interstate commerce, including telephone and email. During his calls with prospective investors, Orlando introduced the StraightPath Funds to investors he believed were interested in investing in Pre-IPO Issuers. He did so by providing investors with information about the Pre-IPO Issuers, including news articles and information about the issuers’ businesses. Orlando also recommended the investments to prospective investors. Orlando also took steps to secure investments by following up to solicit prospective investors by phone or email, and by providing names and information of prospective investors to the principals of IKE Group, who then finalized the investor’s purchase of the interests in the StraightPath Funds.

8. During the Relevant Period, Orlando solicited at least \$1.1 million in investments in the StraightPath Funds from at least 19 investors. For soliciting those transactions, he received over \$67,000 in transaction-based compensation from IKE Group, typically 8% of the amount invested by the investors he solicited.

9. When soliciting prospective investors on behalf of the StraightPath Funds, Orlando was not associated with a broker-dealer registered with the Commission. Although Orlando was affiliated with a registered investment adviser during the Relevant Period, the actions of Orlando in connection with the StraightPath Funds as described above were brokerage services distinct from his investment advisory services. Among other facts, none of the investors solicited by Orlando were pre-existing clients of VCP Financial, and VCP Financial did not charge these investors a management fee for the value of their investments in the StraightPath Funds. Instead, Orlando’s compensation in connection with investments in the StraightPath Funds came solely from payments that IKE Group received from StraightPath. Such payments were transaction-based compensation for brokerage services.

### **Violations**

10. As a result of the conduct described above, Orlando willfully violated Section 15(a) of the Exchange Act, which prohibits any broker or dealer from making use of the mails or any means or instrumentality of interstate commerce, to effect any transaction in, or induce or attempt to induce the purchase or sale of, any security unless the broker or dealer is registered in accordance with Section 15(b) of the Exchange Act or is a natural person who is associated with a registered broker or dealer.

### **Disgorgement and Civil Penalties**

11. The disgorgement and prejudgment interest ordered in paragraph V.D is consistent with equitable principles and does not exceed Respondent's net profits from his violations, and will be distributed to harmed investors to the extent feasible. The Commission will remit funds paid pursuant to paragraph V.E to the court-appointed Receiver in *SEC v. StraightPath Venture Partners, LLC, et al.*, 22-cv-3897 (S.D.N.Y. May 13, 2022), for distribution to harmed investors pursuant to a court-approved distribution plan. Upon approval of the distribution final accounting by the Commission, any amounts remaining that are infeasible to return to investors, and any amounts returned to the Commission in the future that are infeasible to return to investors, may be transferred to the general fund of the U.S. Treasury, subject to Section 21F(g)(3) of the Exchange Act.

### **IV.**

#### **Undertaking**

12. Respondent has undertaken to provide to the Commission, within 14 days after the end of the 6-month suspension period described below, an affidavit that he has complied fully with the sanctions described in Section V below.

### **V.**

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

Accordingly, pursuant to Sections 15(b) and 21C of the Exchange Act and Section 203(f) of the Advisers Act, it is hereby ORDERED that:

A. Orlando cease and desist from committing or causing any violations and any future violations of Section 15(a) of the Exchange Act.

B. Orlando be, and hereby is, suspended from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization for six (6) months, effective on the second Monday following the entry of this Order.

C. Orlando be, and hereby is, suspended 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 for six (6) months, effective on the second Monday following the entry of this Order.

D. Orlando shall pay disgorgement of \$67,259.60, prejudgment interest of \$15,995.95, and civil penalties of \$20,000 to the Securities and Exchange Commission. If timely payment of disgorgement and prejudgment interest is not made, additional interest shall accrue pursuant to

SEC Rule of Practice 600. If timely payment of a civil money penalty is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717.

Payment shall be made in the following installments:

1. \$25,813.89 within 14 days of the entry of this Order; and
2. \$25,813.89 within each of 180, 240, and 360 days of the entry of this Order.

Payments shall be applied first to post order interest, which accrues pursuant to SEC Rule of Practice 600 and/or pursuant to 31 U.S.C. § 3717. Prior to making the final payment set forth herein, Respondent shall contact the staff of the Commission for the amount due. If Respondent fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Order, including post-order interest, minus any payments made, shall become due and payable immediately at the discretion of the staff of the Commission without further application to the Commission.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center  
Accounts Receivable Branch  
HQ Bldg., Room 181, AMZ-341  
6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Orlando as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Sheldon L. Pollock, Division of Enforcement, Securities and Exchange Commission, 100 Pearl Street, Suite 20-100, New York, NY 10004-2616.

E. Pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, a Fair Fund is created for the disgorgement, prejudgment interest and penalties referenced in paragraph V.D. above. The Fair Fund may be added to or combined with Fair Funds established in *In the Matter of Tamir Shabat*, and *In the Matter of Danny Z. Spiegel*. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all

purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he 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 Securities and Exchange Commission. 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 proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

F. Respondent shall comply with the undertaking enumerated in Section IV.12 above.

## VI.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent 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).

By the Commission.

Vanessa A. Countryman  
Secretary