UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 11409 / March 5, 2026

SECURITIES EXCHANGE ACT OF 1934
Release No. 104933 / March 5, 2026

ADMINISTRATIVE PROCEEDING
File No. 3-22607

In the Matter of **Zachary Miller,** **Respondent.**	**ORDER INSTITUTING ADMINISTRATIVE AND CEASE-AND-DESIST PROCEEDINGS, PURSUANT TO SECTION 8A OF THE SECURITIES ACT OF 1933 AND SECTIONS 15(b) AND 21C OF THE SECURITIES EXCHANGE ACT OF 1934, 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 Section 8A of the Securities Act of 1933 ("Securities Act") and Sections 15(b) and 21C of the Securities Exchange Act of 1934 ("Exchange Act") against Zachary Miller ("Miller" 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 V, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 8A of the Securities Act of 1933 and Sections 15(b) and 21C of the Securities Exchange Act of 1934, 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[1] that:

Summary

1. This proceeding arises from an oil and gas offering fraud in which, between at least October 2018 and December 2021, The Heartland Group Ventures, LLC ("Heartland Group Ventures"), Heartland Production and Recovery LLC ("Heartland Production"), six other Heartland-affiliated entities, and four Heartland-affiliated individuals (collectively, "Heartland"), raised approximately $122 million from more than 700 investors nationwide through five fraudulent and unregistered securities offerings for which there was no applicable registration exemption ("Heartland Offerings").

2. Between February 2019 and December 2021 (the "relevant time period"), Miller acted as an unregistered broker on behalf of Heartland in connection with four of its unregistered securities offerings. Miller raised approximately $18,304,500 for the Heartland Offerings through the offer and sale of unregistered securities to 69 individual investors, including Miller's wife, both directly and indirectly through a "feeder fund," a company that Miller wholly owned and controlled. Miller, among other things, solicited investors directly and indirectly to invest in certain Heartland Offerings, provided advice to investors relating to the Heartland Offerings, assisted investors in completing investment documents, assisted investors in transferring their funds to Heartland, and received transaction-based compensation from Heartland for those sales. Miller was not registered as a broker-dealer with the Commission or associated with a registered broker-dealer during the relevant time period.

Respondent

3. **Zachary Miller**, age 44, resides in Birdsboro, Pennsylvania. At all relevant times, Miller has been licensed as an insurance agent in the state of Pennsylvania. Between June 2019 and December 2021, Miller owned and controlled D&G Investment Fund 2, LLC ("D&G Investment Fund 2"), D&G Investment Fund 2019, LLC ("D&G Investment Fund 2019"), D&G Investment Fund 4B, LLC ("D&G Investment Fund 4B"), and D&G Investment Fund III, LLC ("D&G Investment Fund III"), "feeder funds" he utilized to solicit investments in Heartland securities. Miller has never been registered or associated with a Commission registrant in any capacity.

Other Relevant Entities

4. **Heartland Production and Recovery LLC** and **The Heartland Group Ventures, LLC** are Delaware and Texas limited liability companies, respectively. Heartland Production was

[1] The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

formed on October 2, 2018, and its principal place of business was in Mansfield, Texas. Heartland Group Ventures was formed on August 26, 2019, and its principal place of business was in Fort Worth, Texas. On December 1, 2021, the Commission filed a civil action in federal court against Heartland Group Ventures, Heartland Production, six Heartland-affiliated entities, four Heartland-affiliated individuals, and various oil and gas operators, alleging that they violated Sections 5(a), 5(c), and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. *See SEC v. The Heartland Group Ventures, LLC, et al.*, No. 4:21-cv-01310 (N.D. Tex.).

5. **Heartland Production and Recovery Fund LLC** ("Debt Fund I") and **Heartland Production and Recovery Fund II LLC** ("Debt Fund II") are Delaware limited liability companies and **The Heartland Group Fund III, LLC** ("Debt Fund III") is a Texas limited liability company. Debt Fund I was formed on October 31, 2018, and Debt Fund II was formed on January 8, 2019, with their principal place of business in Mansfield, Texas. Debt Fund III was formed on September 12, 2019, and its principal place of business was in Fort Worth, Texas. Debt Fund I, Debt Fund II, and Debt Fund III issued certain of the securities described herein. None of these entities has ever been registered with the Commission in any capacity.

6. **Heartland Drilling Fund I, LP** ("Equity Fund I") and **Carson Oil Field Development Fund II, LP** ("Equity Fund II") are Delaware and Texas limited partnerships, respectively, with their principal place of business in Fort Worth, Texas. Equity Fund I was formed on April 15, 2019 and Equity Fund II was formed on July 1, 2020. Equity Fund I and Equity Fund II issued certain of the securities described herein. None of these entities has ever been registered with the Commission in any capacity.

7. **D&G Investment Fund 2, LLC** is a Texas limited liability corporation formed in June 2019 with its principal place of business in Reading, Pennsylvania. Miller wholly owned and controlled D&G Investment Fund 2 and used it as a "feeder fund" to raise funds exclusively for investments in the Heartland Offerings. D&G Investment Fund 2 has never been registered with the Commission in any capacity.

8. **D&G Investment Fund 2019, LLC** is a Texas limited liability corporation formed in June 2019 with its principal place of business in Reading, Pennsylvania. Miller wholly owned and controlled D&G Investment Fund 2019 and used it as a "feeder fund" to raise funds exclusively for investments in the Heartland Offerings. D&G Investment Fund 2019 has never been registered with the Commission in any capacity.

9. **D&G Investment Fund 4B, LLC** is a Texas limited liability corporation formed in October 2020 with its principal place of business in Reading, Pennsylvania. Miller wholly owned and controlled D&G Investment Fund 4B and used it as a "feeder fund" to raise funds exclusively for investments in the Heartland Offerings. D&G Investment Fund 4B has never been registered with the Commission in any capacity.

10. **D&G Investment Fund III, LLC** is a Texas limited liability corporation formed in February 2020 with its principal place of business in Reading, Pennsylvania. Miller wholly owned and controlled D&G Investment Fund III and used it as a "feeder fund" to raise funds exclusively for investments in the Heartland Offerings. D&G Investment Fund III has never been registered with the Commission in any capacity.

BACKGROUND

11. Between at least October 2018 and October 2021, Heartland Group Ventures, Heartland Production, and their principals fraudulently raised approximately $122 million from more than 700 investors nationwide, purportedly for working over existing wells or drilling new wells in Texas, through five unregistered Heartland Offerings—involving investments in three debt funds and two equity funds—for which there was no applicable registration exemption. Over the course of the five Heartland Offerings—Debt Fund I, Debt Fund II, Debt Fund III, Equity Fund I, and Equity Fund II—Heartland spent only about half of the investor funds raised on oil and gas projects, which collectively generated less than $500,000 in revenue.

12. Between October 2018 and early 2019, Heartland relied on a network of sales agents, primarily insurance agents and financial advisors whom Heartland called "finders," to solicit prospective investors to invest in one or more of the five unregistered Heartland Offerings. Beginning in early 2019, Heartland shifted to raising funds through a "feeder fund" model, in which a "feeder fund manager," typically the same insurance agents and financial advisors who acted as Heartland sales agents, solicited prospective investors through a new company formed for the primary purpose of soliciting investments in Heartland. Under the "feeder fund" model, investors did not invest directly in any of the five unregistered Heartland Offerings. Instead, investors acquired an interest in a "feeder fund" company and entered into subscription agreements and transmitted their funds to a "feeder fund" that was owned and managed by a sales agent. After receiving investor funds, the sales agents caused their "feeder funds" to enter into mirror transactions with Heartland and to send the investors' funds to Heartland, minus the sales agents' commission. Many investors did not know they were investing through a "feeder fund" and instead believed they were directly investing in the Heartland Offerings.

13. Heartland and its principals made material misrepresentations and omissions to investors regarding the oil and gas projects in offering documents for the five unregistered Heartland Offerings. For example, among other things, they falsely told investors that certain oil wells were producing hundreds of barrels of oil a day, including wells that had yet to produce a single barrel of oil. Heartland and its principals also made material misrepresentations and omissions to investors regarding the oil and gas projects in marketing materials for the five unregistered Heartland Offerings, falsely representing production and reserves, among other things.

14. Beginning in at least 2019, Heartland and its principals used investor funds to make more than $26 million in Ponzi payments to debt fund investors.

Miller Offered and Sold Heartland Securities in Unregistered Transactions as an Unregistered Broker-Dealer

15. Between February 2019 and December 2021, Miller, directly and through his "feeder funds," D&G Investment Fund 2, D&G Investment Fund 2019, D&G Investment Fund 4B, and D&G Investment Fund III, solicited investors for the Debt Fund II, Debt Fund III, Equity Fund I, and Equity Fund II, securities offerings. During the relevant time period, Miller raised approximately $18,304,500 for Heartland by offering and selling securities to 69 individual investors, some of whom invested in more than one fund, through unregistered transactions.

16. Miller, directly and through his "feeder funds" D&G Investment Fund 2, D&G Investment Fund 2019, D&G Investment Fund 4B, and D&G Investment Fund III, had agreements with Heartland to offer and sell Heartland securities in exchange for commissions and transaction-based fees. During the relevant time period, Miller received transaction-based compensation from Heartland for his sales of Heartland securities. At all relevant times, Miller was not registered as a broker-dealer and was not associated with a registered broker-dealer in accordance with Section 15(b) of the Exchange Act.

17. Heartland and its principals provided Miller with offering and marketing documents to use with prospective investors. Heartland also prepared offering documents for the D&G Investment Fund 2, D&G Investment Fund 2019, D&G Investment Fund 4B, and D&G Investment Fund III "feeder funds" and gave them to Miller to use with prospective investors. These offering and marketing documents mirrored Heartland's offering and marketing documents.

18. Using this information and the offering materials provided by Heartland, Miller repeated Heartland's representations about how investor funds would be used and the safety of their investments to prospective investors. Miller discussed the Heartland Offerings with investors in person, telephonically, and by email. When investors had questions Miller could not answer, he sought answers from Heartland and its principals. Miller also advised investors to invest in the Heartland Offerings.

19. When he acted as a sales agent, Miller solicited investors to invest in Heartland securities, provided advice to them relating to the Heartland Offerings, assisted them in completing Heartland investment documents, and then forwarded those documents to Heartland. Miller also helped investors transfer their funds to Heartland and received 4.25% of the investors' investments as transaction-based compensation pursuant to his agreement with Heartland.

20. Similarly, when he acted as a "feeder fund manager," Miller assisted investors in completing the necessary investment documents for the "feeder funds" and transferring their funds to D&G Investment Fund 2, D&G Investment Fund 2019, D&G Investment Fund 4B, or D&G Investment Fund III, in order to use the investors' funds to make investments in Heartland securities. Miller then caused the "feeder funds" to invest in Debt Fund II, Debt Fund III, Equity Fund I, or Equity Fund II and sent the investors' contributions to Heartland in exchange for Heartland securities. Miller's "feeder funds" withheld between 5% to 6% of the investors' contributions as his transaction-based compensation pursuant to the "feeder fund's" agreement with Heartland. Many investors did not know they were investing through a "feeder fund" and

instead believed they were directly investing in Heartland securities. Miller later advised investors as to whether they should re-invest in the "feeder fund" or request the return of their contributions.

21. Between February 2019 and September 2019, Miller solicited investors, at least one of whom was his insurance client, to directly invest in Debt Fund II. Between February 2019 and September 2019, Miller received, through D&G Investment Fund 2019 and D&G Investment Fund 2, $3,675,000 from 26 individual investors to invest in Debt Fund II securities.

22. Between September 2019 and May 2021, Miller solicited investors, at least one of whom was his insurance client, to directly invest in Debt Fund III. Between September 2019 and May 2021, Miller received, through D&G Investment Fund 2, D&G Investment Fund 4B, and D&G Investment Fund III, $7,710,500 from 45 individual investors to invest in Debt Fund III securities.

23. Between July 2019 and August 2020, Miller solicited investors to directly invest in Equity Fund I. Between July 2019 and August 2020, Miller received, through D&G Investment Fund 2 and D&G Investment Fund III, $1,264,000 from 4 individual investors to invest in Equity Fund I securities.

24. Between August 2020 and August 2021, Miller solicited investors to directly invest in Equity Fund II. Between August 2020 and August 2021, Miller received, through D&G Investment Fund III and D&G Investment Fund 4B, $5,655,000 from 27 individual investors to invest in Equity Fund III securities.

VIOLATIONS

25. As a result of his conduct, Miller willfully[2] violated Section 5(a) of the Securities Act, which prohibits, absent an exemption, the sale of securities through interstate commerce or the mails unless a registration statement is in effect.

26. As a result of his conduct, Miller willfully violated Section 5(c) of the Securities Act, which prohibits, absent an exemption, any offer to sell any security through interstate commerce or the mails unless a registration statement has been filed as to such security with the Commission.

[2] "Willfully," for purposes of imposing relief under Section 15(b) of the Exchange Act, "'means no more than that the person charged with the duty knows what he is doing.'" *Wonsover v. SEC*, 205 F.3d 408, 414 (D.C. Cir. 2000) (quoting *Hughes v. SEC*, 174 F.2d 969, 977 (D.C. Cir. 1949)). There is no requirement that the actor "also be aware that he is violating one of the Rules or Acts." *Tager v. SEC*, 344 F.2d 5, 8 (2d Cir. 1965). The decision in *The Robare Group, Ltd. v. SEC*, which construed the term "willfully" for purposes of a differently structured statutory provision, does not alter that standard. 922 F.3d 468, 478-79 (D.C. Cir. 2019) (setting forth the showing required to establish that a person has "willfully omit[ted]" material information from a required disclosure in violation of Section 207 of the Advisers Act).

27. As a result of his conduct, Miller willfully violated Section 15(a)(1) of the Exchange Act, which prohibits any broker or dealer from effecting any transaction in, or inducing or attempting 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 PREJUDGMENT INTEREST

28. The disgorgement and prejudgment interest ordered in paragraph IV.B 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 hold funds paid pursuant to paragraph IV.B in an account at the United States Treasury pending distribution and may combine the funds with funds received in other related Commission proceedings, including without limitation funds received in *SEC v. The Heartland Group Ventures, LLC, et al.*, No. 4:21-cv-01310 (N.D. Tex.) ("Civil Action"). 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.

MILLER'S COOPERATION

29. In determining to accept the Offer, the Commission considered Respondent's cooperation with the Commission's staff in the investigation and Civil Action.

UNDERTAKING

30. Respondent has undertaken not to seek or obtain, on behalf of himself or his spouse, any distribution from the Receiver appointed by the United States District Court for the District of Texas in *SEC v. The Heartland Group Ventures, LLC, et al.*, No. 4:21-cv-01310 (N.D. Tex.). In determining whether to accept the Offer, the Commission has considered this undertaking.

IV.

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

Accordingly, pursuant to Section 8A of the Securities Act and Sections 15(b) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act and Section 15(a)(1) of the Exchange Act.

B. Respondent shall, within 30 days of the entry of this Order, pay disgorgement of $612,417 and prejudgment interest of $119,204 to the Securities and Exchange Commission. If timely payment is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600.

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 Zachary Miller 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 Anne C. McKinley, Assistant Director, Division of Enforcement, Securities and Exchange Commission, 175 West Jackson Boulevard, Suite 1450, Chicago, IL 60604.

C. Respondent acknowledges that the Commission is not imposing a civil penalty based upon his cooperation in a Commission investigation and related enforcement action. If at any time following the entry of the Order, the Division of Enforcement ("Division") obtains information indicating that Respondent knowingly provided materially false or misleading information or materials to the Commission, or in a related proceeding, the Division may, at its sole discretion and with prior notice to the Respondent, petition the Commission to reopen this matter and seek an order directing that the Respondent pay a civil money penalty. Respondent may contest by way of defense in any resulting administrative proceedings whether he knowingly provided materially false or misleading information, but may not: (1) contest the findings in the Order; or (2) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

V.

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