

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

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21972**

**In the Matter of**

**BROOK CHURCH-KOEGEL,**

**Respondent.**

**DIVISION OF ENFORCEMENT’S REPLY IN SUPPORT OF ITS MOTION FOR  
ENTRY OF ORDER OF DEFAULT AND REMEDIAL SANCTIONS**

The Division of Enforcement (the “Division”) respectfully submits this Reply in support of its Motion for Entry of Order of Default and Remedial Sanctions (“Motion”) against Brook Church-Koegel (“Respondent” or “Church-Koegel”). Respondent’s Response to the Division’s Motion (“Response”) does not include a proposed answer to the Order Instituting Administrative Proceedings (“OIP”) against him. Furthermore, the Response does not offer a basis to deny the Division’s requested remedial sanctions and the Commission should bar him from association with any investment adviser, broker, dealer, municipal securities dealer, municipal advisor, transfer agent or nationally recognized statistical ratings organization, and bar him from participation in any offering of a penny stock. The Division notes that in the Motion, it inadvertently omitted that the Division seeks a penny stock bar against Respondent. The Division understands that because the Division’s request for a penny stock bar was not included in the Motion, that Respondent should be permitted an opportunity to respond to such request, to the extent he wishes to do so.

The undisputed facts show that the Division is entitled to associational and penny stock bars against Respondent. Section 15(b)(6)(A) of the Securities Exchange Act of 1934 (“Exchange Act”) authorizes the Commission to impose an associational bar against a person who: (1) at the time of the misconduct was acting as or associated with a broker; (2) has been made subject to an injunction; and (3) should be barred if in the public interest. 15 U.S.C. § 78o(b)(6)(A)(iii). Exchange Act Section 15(b)(6) also authorizes a penny stock bar on these grounds. All elements are met here. Thus, the facts and evidence which support the associational bar as set forth in the Motion, also support a penny stock bar. Courts use similar factors to decide whether to issue association and penny stock bars and obey-the-law injunctions, including whether the defendant’s conduct was egregious. *SEC v. Fierro*, No. CV 20-02104 (GC) (JBD), 2024 WL 2292054, at \*3 (D.N.J. May 21, 2024).

**1. Respondent Has Not Answered Or Otherwise Responded To The Order Instituting Proceedings**

In the Commission’s December 5, 2024, Order to Show Cause (“Show Cause Order”), the Commission directs Respondent to show cause by December 19, 2024, why he should not be deemed in default and why this proceeding should not be determined against him due to his failure to file an answer, respond to the Division’s motion, or otherwise defend this proceeding. The Show Cause Order also directs Respondent to “address the reasons for his failure to timely file an answer or response to the Division’s motion, **include a proposed answer to be accepted in the event that the Commission does not enter a default against him**, and address the substance of the Division’s request for sanctions.” (emphasis added). While Respondent provided a response to the Division’s Motion, he has not provided an answer as required by the Commission’s Rules of Practice 220 and the Show Cause Order, nor has he raised any affirmative defenses. Respondent’s continued noncompliance further supports entry of a default against him.

The same goes for his finger-pointing. In an attempt to blame the Division for his initial failure to answer the OIP, Church-Koegel claims: “[d]espite [] notification [to the Division that his legal counsel was no longer representing him in this matter], the Division continued to send documents and case-related communications to the Respondent’s prior counsel” and this “misdirected communication” partly contributed to his misunderstanding regarding the deadline to respond to the OIP. *See* Response at pp. 1-2, Section I. But the Division served the OIP on Church-Koegel’s counsel at the time because she advised that she was representing him. *See* the Division’s Status Report Regarding Service of Order Instituting Proceeding filed on August 29, 2024. In any event, there is no dispute that Church-Koegel – after having been served with the OIP and the Show Cause Order – both of which specify a deadline for him to answer the OIP – has not done so.

**2. Respondent Brings Forth No Legal Arguments Or Supported Facts Which Warrant Denial of the Division’s Motion**

Respondent offers no supported facts or evidence which contest or refute any of the Division’s evidence contained in its Motion. For example, without a single supporting document or sworn statement, Respondent states that “there is no likelihood of future violations... the Respondent dissolved all relevant entities in anticipation of a regulatory bar – temporary or otherwise – as a precautionary measure to demonstrate compliance and bona fides.” *See* Response at p. 4, Section IV. Respondent’s statement conflicts with sworn testimony which admits that even after the collapse of Woodbridge he continued to raise hundreds of thousands of dollars from investors through a company formed and managed by himself and his co-defendant to the District Court Action (defined below), David H. Goldman, with the aim of raising up to \$150 million from investors. *See* Motion at Exhibits 3 and 7. The only evidence brought forward in this proceeding

supports that unless associational and penny stock bars are entered, Respondent will have the chance to again harm investors.

**3. Associational And Penny Stock Bars Are Warranted And Would Serve The Public Interest**

As set forth above, Respondent has brought forth no legal argument and produced zero evidence which refutes or contradicts the Division's evidence supporting the requested remedial sanctions against Respondent. Church-Koegel does not, nor could he, dispute that on April 11, 2024, the Court entered a consented-to Judgment against Church-Koegel enjoining him from the violations of the registration provisions of Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77e(a) and 77e(c), and Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1). *SEC v. Church-Koegel, et al.*, No. 2:20-cv-08480-FMO-JC ("District Court Action") (DE 182). Instead, Respondent argues that "introducing scienter at this stage as a basis for sanctions is procedurally improper and prejudicial." *See* Response at p. 2, Section II.

It is true that the underlying claims against Respondent for violations of Sections 5(a) and 5(c) of the Securities Act and Section 15(a)(1) of the Exchange Act did not require proof of scienter. However, the level of Respondent's scienter is one of six factors relevant to determining whether a bar is in the "public interest". *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979), *aff'd on other grounds*, 450 U.S. 91 (1981) (quoting *SEC v. Blatt*, 583 F.2d 1325, 1334 n.29 (5th Cir. 1978)). It is, therefore, appropriate for the Division in these proceedings to bring forth evidence of Respondent's level of scienter. More specifically, Respondent acted with some level of scienter. At the very least, he had a reason to suspect that his sale of Woodbridge's securities were unlawful based on his knowledge that state regulators issued orders prohibiting the offer and sale of Woodbridge's securities. In fact, this very issue was raised in the underlying case in support

of the Commission's request for civil penalties against Respondent, which were ultimately granted by the District Judge.<sup>1</sup>

Ultimately, it is undisputed that instead of heeding warning after learning that state regulators had prohibited the offer and sale of Woodbridge's securities, Respondent downplayed the state regulatory actions. *See* Motion at Exhibits 3, 5, and 6.

Respondent also claims that his actions comprise of "a single, isolated regulatory oversight—absent any fraud or intent to deceive". *See* Response at p. 3, Section III. Nevertheless, it is undisputed that Respondent's actions spanned more than 3 years. From approximately June 2014 until December 2017, Church-Koegel solicited and sold Woodbridge's securities in unregistered transactions to numerous investors, and coordinated and assisted the sales efforts of many other sales agents who sold Woodbridge's securities across the country. *See* OIP at II.B.3. Also, Church-Koegel was a top revenue-producing internal sales agents for Woodbridge. *Id.* This is a far cry from "a single, isolated regulatory oversight", as Respondent downplays his actions.

Respondent wholly fails to address at least one additional factor for the Commission's consideration: recognition of his wrongful conduct. The Response indicates the contrary, as Respondent attempts to minimize his conduct, stating that "the Respondent's conduct—limited to technical violations within the scope of employment at Woodbridge—does not rise to the level of egregiousness warranting such a severe remedy." *See* Response at pp. 4-5, Section IV. Respondent fails to recognize that his self-described "technical violation" helped Woodbridge operate a massive Ponzi scheme which raised at least \$1.22 billion from thousands of investors nationwide. That Respondent still cannot recognize his wrongful conduct, or his conduct's impact on thousands of harmed investors, weighs in favor of entering the remedial sanctions the Division seeks.

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<sup>1</sup> District Court Action, DE 185-1, pp. 15-16.

#### **4. Conclusion**

For the reasons set forth in the Division's Motion and this Reply, the Division moves for the entry of an Order determining this administrative proceeding against Respondent upon consideration of the record, and barring him from association with any investment adviser, broker, dealer, municipal securities dealer, municipal advisor, transfer agent or nationally recognized statistical ratings organization, and from participating in any offering of a penny stock.

#### **RULE 151 CERTIFICATION**

The undersigned counsel hereby certifies that sensitive personal information described in Commission Rule of Practice 151(e) [17 C.F.R. § 201.151(e)] has been omitted or redacted from the filing or, if necessary to the filing, has been filed under seal pursuant to § 201.322.

Dated: January 13, 2025

Respectfully submitted,



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**CERTIFICATE OF SERVICE**

Pursuant to Rule 150 of the Commission's Rules of Practice, I hereby certify that on January 13, 2025, the foregoing document was filed using the eFAP system, and that a true and correct copy of the document is being served via overnight delivery and email on the following persons entitled to notice:

Mr. Brook Church-Koegel

[REDACTED]

*Respondent*

[REDACTED]

Stephanie N. Moot, Esq.  
Senior Trial Counsel