

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

SEALED

CASE NO.:

SECURITIES AND EXCHANGE COMMISSION,)
)
 Plaintiff,)
)
 v.)
)
 JACK C. RIDALL and)
 GUSS CAPITAL, LLC,)
)
 Defendants, and)
)
 SHANNON A. SHARP,)
)
 Relief Defendant.)
)
 _____)

FILED BY JS D.C.
 JAN 18 2023
 ANGELA B. ROBLE
 CLERK U.S. DIST. CT.
 S. D. OF FLA. - MIAMI

COMPLAINT

I. INTRODUCTION

1. Jack C. Ridall and his company Guss Capital, LLC (“Guss Capital”) (collectively “Defendants”) duped investors into believing they were investing in securities in a fund managed by Defendants. From at least December 2020, unregistered investment advisers Jack C. Ridall and his company Guss Capital raised approximately \$750,000 from at least four investors through a fraudulent investment scheme. Instead of investing the Defendants’ money in the purported fund as promised, Defendants actually misappropriated almost all investor money to fund a lavish lifestyle at the unwitting investors’ expense.

2. Defendants directed investors who were persuaded to invest with them to send their money directly to Ridall’s personal bank account. With these investor proceeds, Ridall frequented high-end Miami Beach hotels, purchased and rented luxury vehicles, dined out at well-known Miami Beach establishments, and went on opulent shopping sprees for clothing and

jewelry. Ridall also transferred \$94,000 of investor funds to his wife, Shannon A. Sharp (“Relief Defendant”), who has no apparent legitimate claim to this money, against whom the Commission also seeks emergency relief.

3. To deceive investors and misrepresent the success of Defendants’ past performance as stock-traders and fund managers, Ridall brazenly used fabricated audit reports appearing to be signed by accountants at the global accounting firm KPMG LLP (“KPMG”). One of these reports falsely indicated that Ridall had previously managed a portfolio which increased from \$250,000 to \$101 million—a stunning 40,000% return on investment.

4. When pressed by investors regarding the state of their investments in the fund, Ridall doubled down and sent fake attorney letters purportedly from the international law firm of K&L Gates LLP (“K&L Gates”) lying about investors’ profits. These letters used the names of actual former and current K&L Gates attorneys without their authorization or consent and claimed exorbitantly high rates of return. The letters served to provide the investors a sense of security that not only were their investments safe, but they had obtained a significant rate of return, both of which were patently false.

5. In reality, Defendants never put any investor money into a fund, never had any assets under management, and never generated returns for investors. Rather, Ridall misappropriated more than 75% of the investors’ funds to support his luxurious lifestyle.

6. By engaging in this fraudulent conduct, Defendants have violated, and unless enjoined, are reasonably likely to continue violating, Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)], Section 10(b) and Rule 10b-5 thereunder of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5], and Sections 206(1), 206(2), and 206(4) and Rule 206(4)-8 thereunder of the Investment

Advisers Act of 1940 (“Advisers Act”) [15 U.S.C. §§ 80b-6(1), (2), and (4) and 17 C.F.R. § 275.206(4)-8]. To protect investors and prevent further dissipation of assets, the Commission also seeks asset freezes and other emergency relief against Defendants and the Relief Defendant.

II. DEFENDANTS, RELIEF DEFENDANTS, AND RELATED ENTITY

A. Defendants

7. **Jack C. Ridall**, age 28, resided in Miami, Florida during the relevant time period. Ridall is founder and managing member of Guss Capital and controls the company. Ridall is the owner of a Bank of America personal checking account ending in xx5105 (“the BOA Account”).

8. **Guss Capital, LLC**, is a Delaware limited liability company with its principal place of business in Miami, Florida. Guss Capital was formed in Delaware on February 5, 2021. On its website, Guss Capital states it is an “equity long-short investment management company[.]” The website advertises Ridall as Guss Capital’s “Founder, CEO & Portfolio Manager” and as “[a]n experienced money manager.”

B. Relief Defendant

9. **Shannon A. Sharp**, age 27, resided in Miami, Florida during the relevant time period and is married to Ridall. Sharp received at least \$94,000 net in ill-gotten gains from investor proceeds.

C. Related Entity

10. **Guss Actium Fund, LLC** (“Guss Actium Fund”) is a Delaware limited liability company. Defendants distributed Guss Actium Fund materials marketing Guss Actium Fund as a fund that would invest in securities.

III. JURISDICTION AND VENUE

11. The Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1), and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d)(1), and 77v(a)]; Sections 21(d) and 27 of the Exchange Act [15 U.S.C. §§ 78u(d) and 78aa]; and Sections 209(d) and 214(a) of the Advisers Act [15 U.S.C. §§ 80b-9(d) and 80b-14(a)].

12. This Court has personal jurisdiction over Defendants and the Relief Defendant and venue is proper in the Southern District of Florida. The BOA Account from which Defendants misappropriated investor assets, including sending money to the Relief Defendant, is located in Miami, Florida. Ridall resided in Miami, Florida during the relevant time period. Guss Capital maintains its principal place of business in Miami, Florida. At least one investor resided in this District.

13. In connection with the conduct alleged in this Complaint, Defendants, directly or indirectly, singly or in concert with others, made use of the means or instrumentalities of interstate commerce, the means and instruments of transportation or communication in interstate commerce, or the mails.

IV. DEFENDANTS' ACTS IN VIOLATION OF THE SECURITIES LAWS

A. The Securities Transactions

14. Since late 2020, Defendants touted Ridall and Guss Capital as experienced fund managers to induce at least four investors to invest approximately \$750,000, which was all deposited into Ridall's personal bank account.

15. Guss Capital holds itself out as an "equity long-short investment management company," on its website (www.gusscap.com),



and further states, “[o]ur portfolio uses correlated market neutral spreads to return above 20% returns and minimize risk with sub teens volatility,”

Opportunity Overview

Today we believe the global economy is undergoing the largest technological transformation in history thanks to the following innovative platforms evolving at the same time: global internet adoption, advanced healthcare & high margin tech.

The price power of the future will be decided by 'the next generation'. We will decide who the winners and losers will be over the next 30 to 50 years, and thus, we are who you should trust to protect, manage and grow your money.

Guss Capital believes in Traditional Metrics. At our core, we are stock pickers – using a quant style approach to pricing our buying opportunities. Our Shorting/Hedging is built to protect our Long investments. In disruption you find great winners and stable losers.

Investment Strategies

EQUITY SPREAD

Our portfolio uses correlated market neutral spreads to return above 20% returns and minimize risk with sub teens volatility.

We are an equity driven long short growth strategy. Our strategy pits highly liquid growth sectors against each other. It's a technical strategy that uses behavioral economics to use institutions trading to our advantage. Our strategy focuses on mid to large cap stocks that are indexed in our correlated via sector and/or strategy with each other. By creating a spread with this idea in mind we can utilize greater leverage to the long side in smaller borrow rates to the short side allowing us to optimize profits.

and Guss Capital advertises Ridall as “an experienced money manager who has managed substantial family wealth since 2019.”

FOUNDERS BIO

Jack C. Ridall, Founder, CEO & Portfolio Manager

- An experienced money manager who has managed substantial family wealth since 2019.
- Since 2013, Jack has engaged in the development of various tech businesses.
- Jack studied Mathematics and Economics At UCLA from 2018 to 2020.
- Driven by his detailed observation, and his understanding of human behavior and its influence on financial markets, Jack developed a number of proprietary strategies for investing during his time studying at UCLA.

16. Each of the investors knew Ridall through family connections, with Ridall even telling one investor he would waive his normal fee because the investor was “like an uncle” to Ridall. Ridall told at least three investors that Defendants would place their investor money into a fund. Ridall told another investor Ridall invested in blue chip stocks and planned to establish a hedge fund. This investor later signed a subscription agreement to be part of Defendants’ Guss Actium Fund.

17. Investors sent their money to Defendants in reliance on Defendants’ false representations about past performance and promises of strong returns. Ridall assured investors that their investments would always do well and that all prior investors who had invested with Defendants realized strong return on their investments.

18. As investors deposited funds into Ridall’s personal bank account, Ridall comingled these funds with other money, did not invest the proceeds in securities, and proceeded to misappropriate these funds to live the proverbial high-life.

19. One of the identified investors was a childhood friend of Ridall’s mother and a single mother. Ridall convinced her to liquidate her entire 401(k) employer sponsored retirement plan (“401(k)”) on his advice and gave her assurances that her investment would be safe based on

his development of a “proprietary trading system.” Ridall dissuaded this investor from holding back any money to cover her 401(k) early withdrawal penalty under the guise that her returns would be so large that she would not need to. Ridall told another investor that he could “double, triple, and even quadruple” the investor’s investment.

B. Material Misrepresentations to Investors and Misappropriation of Investor Funds

1. Misrepresentations Regarding Prior Performance and Fund Returns

20. In furtherance of the fraud and to solicit additional investments, Defendants distributed fabricated materials purportedly from accountants at KPMG and attorneys from K&L Gates. Ridall used fabricated KPMG documents to cloak the fraud in legitimacy. He sent two such documents to one investor.

21. One document claimed KPMG had audited Ridall and gave a glowing review of Ridall’s purported success in managing a family trust with an “investment success rate of 81%” and “year-over-year returns of 64.2%,” as seen here:



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Financial Services
1350 6th Ave, New York, NY 10019

+1 212 997 0500
+1 212 730 6892
www.kpmg.com



Senior Manager
KPMG US
1350 6th Ave
New York, NY 10019

Dear Mr. Ridall:

We have reviewed your request, and as much as we had hoped to make accommodations, we regret to inform you that we are unable to release documents pertaining to holdings within your family’s trust due to our disclosure agreements. Further, we have done our best to audit said holdings and to describe your time managing the funds, but unfortunately, we can not disclose the AUM you had at your discretion nor can we disclose your individual positions (and/or time of holdings). What we can do is give you your performance review as custodian of the trust.

According to our audit, you took on the responsibility of managing The Ridall Family Trust in May 2016, and you released your responsibility in January of 2021. During that time, you operated investments in both private and public equity, along with derivatives markets, driving an investment success rate of 81% and you saw year over year returns of 64.2%. Additionally, you asked us to calculate the sharpe ratio of the portfolio, during your time managing the trust, which turned out to be 2.1.

We wish we could have been more helpful in providing you with a traditional report representing what you did for your family’s trust, but this is the best we could do and what JP Morgan would allow. I hope the above data is valuable to you and supports your needs at this time.

Good luck with your fund, and I hope working with Senan works out well for you and Guss Capital.

Sincerely yours,

Senior Manager
KPMG US

Senior Audit Manager
KPMG LLP

(emphasis added). The second document was a thirty-page fake audit report claiming Ridall had a successful trading history.

22. Ridall provided another investor with a different purported KPMG audit report claiming to have reviewed “the investment portfolio of Jack C. Ridall” which valued Ridall’s portfolio at \$101 million as of December 15, 2021 after an initial \$250,000 investment in 2016.

23. These audit reports were complete fabrications—KPMG did not perform any audits, nor did it create or authorize the documents.

24. Despite receiving hundreds of thousands of dollars from investors, Ridall did not provide them with written agreements or statements. When investors asked questions, Ridall deflected their inquiries by claiming access to information about their investments was imminent.

25. Eventually, he attempted to reassure investors by distributing three fabricated K&L Gates letters. Each letter stated that the respective investor was a client of “Guss Actium [Fund] LLC,” had assets under management held in the form of “traded securities,” and directed questions to Ridall at his Guss Capital email JCR@gusscapital.com, as demonstrated here:



11/27/2021

4 Embarcadero Ctr.
San Francisco, CA 94111

Wintrust Financial Corp.
9700 W Higgins Rd.
Rosemont, IL 60018

Dear [REDACTED]

This letter and enclosed financial statements are to clarify that [REDACTED] has been a client of Guss Actium LLC. and is in good standing.

[REDACTED] has a total combined balance of assets equaling \$648,200.00 under the management of Guss Actium LLC. Assets are held in the form of stocks and other traded securities as per the mandate of Guss Actium LLC.

If you require any further questions or information, feel free to contact Guss Actium LLC. directly at (JCR@gusscapital.com) (1- 215-828-7808).

Sincerely

[REDACTED]
Partner, K&L Gates LLP.

26. Combined, the letters claimed “Guss Actium [Fund] LLC” held over \$4 million in assets. When compared to the amount each investor had originally invested, the fabricated K&L Gates letters told each investor that their investment had realized extremely high returns of respectively, 68%, 203%, and 3,229%. The letters purported to be signed by a practicing attorney who is a former partner at K&L Gates but were, in reality, total forgeries – they were neither written, signed, nor authorized by the attorney named. Ridall also fabricated correspondence from another current K&L Gates partner to induce an investor to send Ridall more money as a “loan fee.”

27. Ridall engaged in only one fleeting attempt to invest the investors’ money. In January 2021, soon after receiving his first \$100,000 from investors, Ridall transferred \$40,000 to his personal trading account on an online trading platform. However, his attempt to engage in any securities trading was short-lived; less than three weeks later, Ridall withdrew the remaining balance of approximately \$39,300 and proceeded to also misappropriate this money for his personal use. There is no other indication of investment activity in the BOA Account records.

2. Misappropriation of Investor Funds

28. Instead of investing investors’ money as promised, Defendants misappropriated the great majority of the money, with Ridall using the funds for his personal use.

29. Defendants directed investors to send money to the BOA Account, which they did. Analysis of the BOA Account records shows that, since first receiving investor funds in December 2020, Ridall misappropriated more than 75% of the approximately \$750,000 Defendants raised from investors for personal expenses, including approximately:

- \$180,000 at retail merchants including:
 - \$38,000 at upscale retailers;
 - \$14,000 in golf-related expenses;
 - \$13,500 at luxury hotels; and
 - \$11,000 in purchases from a ubiquitous package delivery service;
- \$94,000 transferred to Relief Defendant Shannon A. Sharp;
- \$73,000 in credit card and other related payments;
- \$59,000 in watches; and
- \$52,000 at nightclubs, restaurants, and food-delivery services.

30. Defendants continue to evade all investor requests to return funds. When one investor sought return of funds, Defendants provided a fabricated wire transfer confirmation for \$170,000 referencing Guss Actium Fund, but did not actually return any money. And recently in text-message exchange, Ridall assured an investor he would return the investor's money the next day, but Ridall did not return the funds as promised. To date, the Defendants have not returned the investors their money and www.gusscap.com continues to be an active website.

31. In addition, from at least December 2020, Ridall transferred approximately \$94,000 of investor funds for no apparent legitimate purpose to his wife, Shannon A. Sharp, the Relief Defendant.

V. CLAIMS FOR RELIEF

COUNT I

**Violation of Section 17(a)(1) of the Securities Act
(as to Defendants)**

32. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

33. Since at least December 2020, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, knowingly or recklessly, directly or indirectly employed devices, schemes, or artifices to defraud.

34. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1).

COUNT II

**Violation of Section 17(a)(2) of the Securities Act
(as to Defendants)**

35. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

36. Since at least December 2020, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, negligently obtained money or property by means of untrue statements of material facts and omissions to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

37. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 17(a)(2) of the Securities Act, 15 U.S.C. § 77q(a)(2).

COUNT III

**Violation of Section 17(a)(3) of the Securities Act
(as to Defendants)**

38. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

39. Since at least December 2020, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, negligently engaged in transactions, practices, or courses of business which have operated, are now operating or will operate as a fraud or deceit upon the purchasers.

40. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 17(a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(3).

COUNT IV

**Violation of Section 10(b) and Rule 10b-5(a)
of the Exchange Act
(as to Defendants)**

41. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

42. Since at least December 2020, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly employed devices, schemes or artifices to defraud in connection with the purchase or sale of any security.

43. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Exchange Act Rule 10b-5(a), 17 C.F.R. § 240.10b-5(a).

COUNT V

**Violation of Section 10(b) and Rule 10b-5(b)
of the Exchange Act
(as to Defendants)**

44. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

45. Since at least December 2020, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in connection with the purchase or sale of any security.

46. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Exchange Act Rule 10b-5(b), 17 C.F.R. § 240.10b-5(b).

COUNT VI

**Violation of Section 10(b) and Rule 10b-5(c)
of the Exchange Act
(as to Defendants)**

47. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

48. Since at least December 2020, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly engaged in acts, practices, and courses of business which have operated, are now operating or will operate as a fraud upon any person in connection with the purchase or sale of any security.

49. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Exchange Act Rule 10b-5(c), 17 C.F.R. § 240.10b-5(c).

COUNT VII

**Violation of Section 206(1) of the Advisers Act
(as to Defendants)**

50. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

51. Since at least December 2020, Defendants, for compensation, engaged in the business of directly advising Guss Actium Fund, and thus the potential and actual investors in Guss Actium Fund, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities. Defendants were therefore “investment advisers” within the meaning of Section 202(a)(11) of the Advisers Act, 15 U.S.C. § 80b-2(a)(11).

52. Defendants, by use of the mails or any means or instrumentality of interstate commerce, directly or indirectly, knowingly or recklessly employed a device, scheme, or artifice to defraud one or more clients or prospective clients.

53. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 206(1) of the Advisers Act, 15 U.S.C. § 80b-6(1).

COUNT VIII

**Violation of Section 206(2) of the Advisers Act
(as to Defendants)**

54. The Commission adopts by reference paragraphs 1 through 31 and 51 of this Complaint.

55. Since at least December 2020, Defendants, by use of the mails or any means or instrumentality of interstate commerce, directly or indirectly, negligently engaged in transactions, practices, or courses of business which operated as a fraud or deceit upon one or more clients or prospective clients.

56. By reason of the foregoing Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 206(2) of the Advisers Act, 15 U.S.C. § 80b-6(2).

COUNT IX

**Violation of Section 206(4) and Rule 206(4)-8(a)(1) of the Advisers Act
(as to Defendants)**

57. The Commission adopts by reference paragraphs 1 through 31 and 51 of this Complaint.

58. Guss Actium Fund investments were “pooled investment vehicles” within the meaning of Rule 206(4)-8(b) of the Advisers Act.

59. Since at least December 2020, Defendants directly or indirectly, negligently made untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, to investors or prospective investors in Guss Actium Fund.

60. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 206(4) of the Advisers Act, 15 U.S.C. § 80b-6(4), and Advisers Act Rule 206(4)-8(a)(1), 17 C.F.R. § 275.206(4)-8(a)(1).

COUNT X

**Violation of Section 206(4) and Rule 206(4)-8(a)(2) of the Advisers Act
(as to Defendants)**

61. The Commission adopts by reference paragraphs 1 through 31 and 51 of this Complaint.

62. Since at least 2020, Defendants directly or indirectly, negligently engaged in acts, practices, or course of business that were fraudulent, deceptive, or manipulative with respect to investors and/or prospective investors in Guss Actium Fund.

63. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 206(4) of the Advisers Act, 15 U.S.C. § 80b-6(4), and Advisers Act Rule 206(4)-8(a)(2), 17 C.F.R. § 275.206(4)-8(a)(2).

COUNT XI

**Unjust Enrichment
(as to Relief Defendant)**

64. The Commission adopts by reference paragraphs 1 through 31 of this Complaint.

65. The Relief Defendant obtained funds as part, and in furtherance of the securities violations alleged above without a legitimate claim to those funds, and under those circumstances it is not just, equitable or considerable for the Relief Defendant to retain the funds. The Relief Defendant was unjustly enriched.

66. Relief Defendant should be ordered to disgorge the funds she received as a result of the Defendants' violations of the federal securities laws.

VI. RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court find Defendants committed the violations alleged and:

**I.
Permanent Injunction**

Issue a Permanent Injunction, restraining and enjoining Ridall and Guss Capital from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), Exchange Act Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5, and Sections 206(1), 206(2), and 206(4) and Rule 206(4)-8(a) thereunder of the Advisers Act, 15 U.S.C. §§ 80b-6(1), 80b-6(2), and 80b-6(4), and 17 C.F.R. § 275.206(4)-8(a).

**II.
Asset Freeze and Sworn Accountings**

Issue an Order freezing assets of Ridall, Guss Capital, and Sharp until further Order of this Court, and requiring Ridall, Guss Capital and Sharp to file sworn accountings with this Court.

**III.
Records Preservation**

Issue an Order restraining and enjoining Ridall, Guss Capital, Sharp, and each of their directors, officers, agents, servants, employees, attorneys, depositories, banks; and those persons in active concert or participation with any one or more of them, from, directly or indirectly, destroying, mutilating, concealing, altering, disposing of, or otherwise rendering illegible in any manner any of the books, records, documents, correspondence, brochures, manuals, papers, ledgers, accounts, statements, obligations, files and other property of or pertaining to Ridall, Guss Capital, and Sharp, wherever located and in whatever form,

electronic or otherwise, that refer or relate to the acts or courses of conduct alleged in this Complaint, until further Order of this Court

IV.
Disgorgement and Prejudgment Interest

Issue an Order directing Ridall, Guss Capital, and Sharp to disgorge all ill-gotten gains received within the applicable statute of limitations, including prejudgment interest, resulting from the acts and/or courses of conduct alleged in this Complaint.

V.
Civil Penalty

Issue an Order directing Ridall and Guss Capital to pay civil money penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d), and Section 209(e) of the Advisers Act, 15 U.S.C. § 80b-9(e).

VI.
Officer and Director Bar

Bar Ridall, pursuant to Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), and Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), from serving as an officer or director of any entity having a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

VII.
Further Relief

Grant such other and further relief as may be necessary and appropriate.

VIII.
Retention of Jurisdiction

Further, the Commission respectfully requests that the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that it may enter, or

to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

IX.
Demand for Jury Trial

The Commission hereby demands a trial by jury on any and all issues in this action so triable.

Dated: January 18, 2023

Respectfully submitted,

By:



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