

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 74817 / April 27, 2015**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16514**

**In the Matter of**  
**STEVEN J. MANDERFELD, Esq.,**  
**Respondent.**

**ORDER INSTITUTING PUBLIC**  
**ADMINISTRATIVE PROCEEDINGS AND**  
**IMPOSING TEMPORARY SUSPENSION**  
**PURSUANT TO RULE 102(e)(3)(i)(A) OF**  
**THE COMMISSION’S RULES OF**  
**PRACTICE**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Steven J. Manderfeld (“Respondent” or “Manderfeld”) pursuant to Rule 102(e)(3)(i)(A)<sup>1</sup> of the Commission’s Rules of Practice (17 C.F.R. § 200.102(e)(3)(i)(A)).

**II.**

The Commission finds that:

1. Manderfeld is an attorney licensed in the state of Texas.

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<sup>1</sup> Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, temporarily suspend from appearing or practicing before it any attorney . . . who has been by name: (A) [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder . . . .

2. Between December 2007 and May 2011, Manderfeld, together with his business partners Scott A. Riggs (“Riggs”) and C. Darrell Parlee (“Parlee”), raised over \$12 million from more than 300 investors nationwide in two fraudulent, unregistered securities offerings. In furtherance of these frauds, Manderfeld served as general counsel to various business entities created and controlled by Riggs, Parlee and Manderfeld, and prepared a Confidential Information Memorandum (“CIM”) for each of the fraudulent offerings. The CIMs prepared by Manderfeld contained numerous materially false and misleading statements, including, *inter alia*, false statements about the amount of investor money that would be spent purchasing equipment, the amount of operating profits that would be distributed to investors, and the tax advantages of investing in the offerings.

3. On November 1, 2013, the Commission filed a complaint against Manderfeld and others (Riggs, Parlee, AOS 1-A, LP, AOS 1-B, LP, Ashton Equipment, LLC, and Ashton Oilfield Services, LLC) in the United States District Court for the Northern District of Texas (the “Court”). SEC v. Scott Ashton Riggs, et al., Case Number 3:13-cv-04403-P (N.D. Tex). That complaint charged Manderfeld with violating Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933 (“Securities Act”). As to Manderfeld, the Commission’s lawsuit sought a permanent injunction against future violations of the aforementioned sections of the Securities Act, disgorgement of unlawful proceeds with prejudgment interest, and a civil monetary penalty.

4. On April 11, 2014, without admitting or denying the conduct alleged in the complaint, Manderfeld consented to the entry of a judgment that permanently enjoins him from violating Sections 5(a), 5(c), and 17(a)(2) of the Securities Act. On January 27, 2015, the Court entered that injunction and imposed other relief sought in the Commission’s lawsuit, including disgorgement in the amount of \$12,445,327.33, prejudgment interest in the amount of \$1,316,149.17, and a civil penalty in the amount of \$150,000.00 (a total of \$13,911,476.50).

### III.

Based upon the foregoing, the Commission finds that a court of competent jurisdiction has permanently enjoined Manderfeld, an attorney, from violating the Federal securities laws within the meaning of Rule 102(e)(3)(i)(A) of the Commission’s Rules of Practice. In view of this finding, the Commission deems it appropriate and in the public interest that Manderfeld be temporarily suspended from appearing or practicing before the Commission as an attorney.

IT IS HEREBY ORDERED that Manderfeld be, and hereby is, temporarily suspended from appearing or practicing before the Commission as an attorney. This Order will be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Manderfeld may, within thirty days after service of this Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or sschedule the matter for a hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure Manderfeld, or disqualify Manderfeld from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Manderfeld personally or by certified mail at his last known address.

By the Commission.

Brent J. Fields  
Secretary