

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 78890 / September 20, 2016**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17557**

**In the Matter of**

**ROGER G. COLEMAN, SR.**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Roger G. Coleman, Sr. (“Coleman” 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, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraph III.2 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Respondent Coleman, age 80, resides in Las Vegas, Nevada. During the relevant time, Coleman was the president, treasurer, and director of Bastille Advisors, Inc., and a director of Sandias Azucaradas CR, S.A. and Vanilla Sky, S.A., nominee entities affiliated with Moneyline Brokers ("Moneyline"). In 1988, Coleman and a transfer agent that he owned were enjoined from violating the antifraud provisions in connection with Coleman's falsification of shareholder records and failure to comply with books and records requirements. *SEC v. Efficient Transfer, Inc. and Roger G. Coleman, Sr.*, No. 88-C-271W (C.D.Utah June 1988). The Commission subsequently barred Coleman from association with any broker, dealer, investment adviser, investment company, transfer agent or municipal securities dealer. *In the Matter of Roger G. Coleman, Sr.*, Exchange Act Rel. 26874, Admin. Proc. File No. 3-7079 (May 30, 1989). In 1990, Coleman was indicted, convicted, and sentenced to 4 years' probation for securities fraud for counterfeiting a stock certificate to be used as collateral for a bank loan. *United States v. Roger G. Coleman, Sr.* 90-CR-0084S (C.D.Utah March 1990). The following year, Coleman was indicted, convicted, and sentenced to 24 months' imprisonment, followed by 2 years' supervised release, for securities fraud for the fraudulent offer and sale of securities. *United States v. Roger G. Coleman, Sr.* 91-CR-0084W (C.D.Utah April 1991).

2. On January 22, 2016, Coleman pled guilty to one count of money laundering conspiracy, in violation of Title 18 United States Code, Section 1956(h), before the United States District Court for the Eastern District of Virginia, in *United States of America v. Roger G. Coleman*, Crim. No. 1:15-CR-178-4-AJT. On April 21, 2016, a judgment in the criminal case was entered against Coleman. He was placed on probation for a term of two years, including a special condition of eight months on home detention to include electronic monitoring, and ordered to forfeit \$45,934.50, the amount of illegal proceeds Coleman obtained.

3. In connection with that plea, Respondent admitted that:

(a) The purpose of Moneyline Brokers ("Moneyline") was to trade securities, primarily microcap or "penny stocks," through multiple nominee brokerage accounts in the United States, often in connection with market manipulation or "pump-and-dump" securities fraud schemes, and to launder the proceeds of these schemes by transferring proceeds from the nominee brokerage accounts to and through Moneyline nominee bank accounts in the United States and overseas.

(b) Coleman and others laundered the proceeds of the securities fraud, including the proceeds from the sales of shares of Nature's Peak f.k.a. Everock, Inc. and another entity, by moving money into and out of the United States through a series of nominee bank accounts. Coleman and others assisted Moneyline clients with the facilitation of fraudulent stock deals and money laundering, and deliberately sought to circumvent U.S. securities laws and evade criminal and regulatory authorities.

(c) Coleman's role was to cause the opening of, and be the signatory on, Moneyline brokerage and bank accounts that were used to facilitate pump-and-dump schemes that ran through Moneyline. The accounts were used in part to conceal the true source, ownership, and control of the shares and the proceeds of the liquidation of the shares.

(d) In the course of opening the money laundering accounts, Coleman falsely represented that no undisclosed parties held interest in the accounts, when in fact Coleman knew and understood that undisclosed Moneyline clients would use the accounts to liquidate stocks that did not belong to Coleman.

#### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondent Coleman be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Coleman be, and hereby is barred 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.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

For the Commission, by its Secretary, pursuant to delegated authority.

Brent J. Fields  
Secretary