

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 80459 / April 13, 2017**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 4686 / April 13, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17685**

**In the Matter of**

**Mark D. Holt, (a/k/a**  
**Mark D. Holthusen)**

**Respondent.**

**ORDER MAKING**  
**FINDINGS AND IMPOSING REMEDIAL**  
**SANCTIONS PURSUANT TO SECTION**  
**15(b)(6) OF THE SECURITIES EXCHANGE**  
**ACT OF 1934, AND SECTION 203(f) OF THE**  
**INVESTMENT ADVISERS ACT OF 1940**

**I.**

On November 17, 2016, the Securities and Exchange Commission (“Commission”) instituted public administrative proceedings pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Mark D. Holt (“Respondent” or “Holt”).

**II.**

In connection with 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 Section III.2. below, and consents to entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934, and Section 203(f) of the Investment Advisers Act of 1940 (“Order”) as set forth below.

### III.

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

1. From August 2005 to February 2007, Holt was a registered representative of Geneos Wealth Management, Inc., a dually-registered broker-dealer and investment adviser registered with the Commission. From February 2007 to November 2013, Holt was a registered representative of Harbour Investments, Inc., a dually-registered broker-dealer and investment adviser registered with the Commission. Holt, 47 years old, is currently incarcerated at the Federal Correctional Institution in Oxford, Wisconsin (BOP Registry No. 17865-041).

2. On April 1, 2014, Holt pleaded guilty to one count of felony wire fraud in violation of Title 18 United States Code, Section 1343 before the United States District Court for the District of Minnesota, in United States v. Mark D. Holt, Crim. Information No. 14-CR-68. On August 14, 2014, a judgment in the criminal case was entered against Holt. He was sentenced to a prison term of 120 months followed by three years of supervised release and ordered to make restitution in the amount of \$2,940,982.75.

3. The count of the criminal information to which Holt pled guilty alleged, among other things, that from in or about September 2005 through January 12, 2014, Holt defrauded his customers to obtain their property and money. In particular, Holt knowingly caused an email communication to be transmitted in interstate commerce via servers in Texas to a client in Minnesota that would give the client access to false account statements. Holt represented to his brokerage clients that he would invest their funds in investment vehicles such as bond funds and mutual funds. Instead, Holt misappropriated their funds by depositing client checks into a bank account he controlled and using these funds to pay for personal and business expenses. In furtherance of his scheme, Holt lulled his clients into believing that he had purchased various investments for them by sending fraudulent Morningstar client summaries and creating online client accounts using Blue-leaf, a web-based portal, that displayed fraudulent account balances. Additionally, Holt made monthly payments to his clients that were intended to appear as interest or annuity payments.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, and Section 203(f) of the Advisers Act that Respondent Holt 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.

Pursuant to Section 15(b)(6) of the Exchange Act, Respondent Holt 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.

By the Commission.

Brent J. Fields  
Secretary