

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 85965 / May 30, 2019**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19187**

**In the Matter of**  
  
**Jeffrey Spanier,**  
  
**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 Jeffrey Spanier (“Spanier” 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 paragraphs III.2-3 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. Spanier was the President and sole member of AmeriFund Capital Finance, LLC ("AmeriFund"). AmeriFund has never been registered with the Commission in any capacity.
2. On January 14, 2019, in *U.S. v. Spanier*, 3:16-cr-01545-BEN (S.D. Cal.) ("*U.S. v. Spanier*"), Spanier plead guilty to conspiracy to commit mail, wire and securities fraud in violation of 18 U.S.C. §371. On January 24, 2019, judgment was entered against Spanier, ordering him to pay restitution of \$20,669,379.88 and sentencing him to time served.
3. On May 15, 2019, a final judgment was entered by consent against Spanier, permanently enjoining him from future violations of Section 15(a) of the Exchange Act, in the civil action entitled *Securities and Exchange Commission v. SW Argyll Investments, LLC (d/b/a Argyll Investments, LLC), et al.*, Civil Action No. 12-cv-646-L-KSC, in the United States District Court for the Southern District of California.
4. The Commission's complaint alleged that Spanier and AmeriFund brokered numerous transactions on behalf of a fraudulent stock-collateralized loan business operated by Argyll Investments, LLC. As part of this brokerage activity, Spanier solicited and negotiated loans that induced borrowers to pledge shares of publicly traded stock as collateral for stock sales. In return for brokering the stock loans, Argyll paid approximately \$2 million in fees to Spanier and AmeriFund.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Spanier 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 Spanier 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.

Vanessa A. Countryman  
Acting Secretary