

proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, 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. Fraade, age 69, resides in New Rochelle, NY. Fraade was a member of the New York State Bar. Fraade provided advice to individuals and entities regarding compliance with the federal securities laws. Fraade has never held any securities licenses and is not registered with the Commission in any capacity.

2. On June 27, 2019, the Commission filed a complaint against Fraade in SEC v. Sargent et al. (Civil Action No. 19-CV-11416-WGY), in the United States District Court for the District of Massachusetts. On September 14, 2020, the court entered an order permanently enjoining Fraade by consent, from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

3. The Commission's complaint alleged, among other things, that Fraade participated in a fraudulent and deceptive scheme to disguise public sales by corporate affiliates that should have been registered with the Commission. Specifically, Fraade provided opinion letters to corporate affiliates that they required in order to deposit their shares for sale with broker-dealers. The Complaint alleges that those opinion letters falsely claimed that the shares the affiliates acquired were "free trading" shares that could be sold to the public without restriction.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

Fraade is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman
Secretary