

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 92503 / July 26, 2021**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 4232 / July 26, 2021**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20439**

**In the Matter of**

**STEVEN A. SPLAIN, CPA,**

**Respondent.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO RULE 102(e)  
OF THE COMMISSION'S RULES  
OF PRACTICE, 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 against Steven A. Splain (“Respondent” or “Splain”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.<sup>1</sup>

**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

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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, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently 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.

purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.3 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. Splain, age 59, is a resident of Cheshire, Connecticut. Splain previously held an active CPA license in Connecticut. That license is currently listed as inactive. From approximately 2005 to February 8, 2016, Splain served as the Chief Accounting Officer of Brixmor Property Group Inc. ("Brixmor" or the "Company"). Brixmor is a real estate investment trust ("REIT"). Its shares have been publicly-traded on the New York Stock Exchange since 2013.

2. Brixmor was, at all relevant times, a Maryland corporation with its principal executive offices in New York, New York. Brixmor is an owner and operator of open-air shopping centers. At all relevant times, Brixmor's common stock was registered with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934 ("Exchange Act") and traded on the New York Stock Exchange.

3. On August 1, 2019, the Commission filed a complaint against Splain in SEC v. Michael A. Carroll, et al., Civil Action Number 19-CV-7199 (AT), in the United States District Court for the Southern District of New York. On August 2, 2019, the Court entered an order permanently enjoining Splain, by consent, from future violations of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rules 10b-5, 13a-14, and Rule 100(b) of Regulation G thereunder. Splain was also barred by the Court from serving as an officer or director of a publicly-held corporation under Section 21(d)(2) of the Exchange Act.

4. The Commission's complaint alleged, among other things, that Splain engaged in a fraudulent scheme to knowingly or recklessly manipulate Brixmor's reported same property net operating income growth rate ("SP NOI Growth Rate"), a key non-GAAP measure used by investors to evaluate a REIT's performance, for the reporting periods ending September 30, 2013 through September 30, 2015 (the "Relevant Period"). Splain, along with the other defendants, devised and implemented a variety of fraudulent accounting methods to manipulate Brixmor's reported SP NOI Growth Rate to make it appear strong, consistent, and in line with the Company's publicly-issued SP NOI Growth Rate guidance, to purposely conceal the fact that the Company's SP NOI Growth Rate was volatile and frequently missed guidance during the Relevant Period. In addition, Splain signed each of Brixmor's Forms 10-Q for the second through the third quarters of 2014 and the first through third quarters of 2015 as the Company's CAO and with knowledge that

those filings contained material misstatements and omissions and misstated a material non-GAAP performance measure.

**IV.**

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

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Splain is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Vanessa Countryman  
Secretary