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UNITED STATES DISTRICT COURT

DISTRICT OF IDAHO

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

SEROFIM MUROFF, BLACKHAWK
MANAGER, LLC, ISR CAPITAL, LLC,
EQUITY RECAP ACCOUNT, LLC and
DEBRA L. RIDDLE,

Defendants.

C.A. No. __ - ____ (ABC)

COMPLAINT

Plaintiff Securities and Exchange Commission (“Commission” or “SEC”) alleges:

SUMMARY OF ACTION

1. Beginning in or about May 2010 and continuing through 2013, defendants Serofim Muroff (“Muroff”) and his affiliated entities Blackhawk Manager, LLC (“Blackhawk Manager”) and ISR Capital, LLC (“ISR Capital”) raised approximately \$140.5 million from over

280 foreign investors through the sale of securities in Blackhawk Gold, LLC and Quartzburg Gold, LP (the “Funds”). Both offerings were sponsored by Muroff’s Idaho State Regional Center pursuant to the EB-5 Program, which is administered by the United States Citizenship and Immigration Services (“USCIS”) and provides an opportunity for foreign nationals to petition for United States residency if they make a qualified investment in a specified project that is determined to have created or preserved at least ten jobs for United States workers.

2. Although he invested some of the money raised through the Funds for the purposes described in the offering materials—a real estate development and gold mining ventures—Muroff, through Blackhawk Manager and ISR Capital, misappropriated and misused investor funds from both offerings. Muroff used a total of approximately \$5 million for personal purposes, including \$1.1 million to purchase two residential properties, \$423,000 to invest in a zip line operation in Washington state, \$47,000 to purchase a Range Rover, \$40,000 to purchase a BMW, and \$97,000 for personal living expenses. He engaged in a series of acts designed to hide his misappropriation from both investors and USCIS, including secretly using investor funds to purchase the real estate and mining assets for himself and then “selling” them back to investors at an inflated price so he could pocket the profit.

3. Muroff also improperly diverted \$20 million of investor money to invest in an options trading strategy which resulted in the loss of more than \$1 million through market losses and adviser fees, none of which was disclosed to investors. And, Muroff misused \$5.6 million in investor funds to pay commissions to a company in Taiwan that solicited investors in China. These payments were improper and undermined the job-creating purposes of the EB-5 Program because the commissions did not contribute to job creation in the United States.

4. Defendant Debra Louise Riddle (“Riddle”) held the title of Chief Financial

Officer of ISR Capital, but in essence worked as a bookkeeper and administrative assistant for Muroff. From 2010 to 2014, she facilitated Muroff's fraudulent scheme and misappropriation by, among other things, funneling investor money from the Funds to Muroff's wholly-owned company, Equity Recap Account, LLC ("Equity Recap"), and then to Muroff for personal purposes and to the company that solicited investors in China.

5. Defendants Muroff, Blackhawk Manager, ISR Capital and Equity Recap violated the antifraud provisions of Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5] by engaging in a fraudulent scheme, and defendant Riddle violated the antifraud provisions of Section 17(a)(3) of the Securities Act [15 U.S.C. § 77q(a)(3)], while offering and selling interests in the Funds.

6. By virtue of their management of Blackhawk Gold and Quartzburg Gold, defendants Muroff, Blackhawk Manager and ISR Capital are investment advisers and violated Sections 206(1), 206(2) and 206(4) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. §§ 80b-6(1), 80b-6(2), and 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8] by making material misrepresentations, engaging in a fraudulent scheme, and breaching their fiduciary duties to the Funds and their investors.

JURISDICTION AND VENUE

7. The Commission brings this action pursuant to Sections 20(b), 20(d) and 22(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77t(b), 77t(d) and 77v(a)]; Sections 21(d), 21(e) and 27 of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. §§ 78u(d), 78u(e) and 78aa]; and Sections 209(c), 209(d) and 209(e) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. §§ 80b-9(c), 80b-9(d) and 80b-9(e)].

8. Defendants, directly or indirectly, made use of the means and instrumentalities of interstate commerce or of the mails in connection with the acts, transactions, practices, and courses of business alleged in this Complaint.

9. Venue is proper in this District pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)], Section 27(a) of the Exchange Act [15 U.S.C. § 78aa(a)], and Section 214 of the Advisers Act [15 U.S.C. § 80b-14]. During the period described in this Complaint, defendants Blackhawk Manager, ISR Capital, and Equity Recap have maintained their principal places of business in Idaho. Defendants Muroff and Riddle also reside in this District. In addition, acts, practices, transactions, and courses of business that form the basis for the violations alleged in this Complaint occurred in this District.

DEFENDANTS

10. Defendant Serofim Muroff, age 40 of Boise, Idaho, is the Chief Executive Officer of Blackhawk Manager and the Idaho State Regional Center, as well as the principal of ISR Capital and Equity Recap.

11. Defendant Debra Louise Riddle, age 56 of Boise, Idaho, held the title of Chief Financial Officer of ISR Capital and worked as a bookkeeper and administrative assistant for Muroff, ISR Capital, Blackhawk Manager, and Equity Recap from 2010 to 2014.

12. Defendant Blackhawk Manager, LLC is an Idaho limited liability company organized in 2009 with its principal place of business in Boise, Idaho. Blackhawk Manager is owned and controlled by Muroff. Blackhawk Manager is the managing member and serves as investment adviser to Blackhawk Gold, selecting and overseeing investments in a residential and recreational real estate development in McCall, Idaho and gold mining companies in Idaho.

13. Defendant ISR Capital, LLC is an Idaho limited liability company organized in

2009 with its principal place of business in Boise, Idaho. ISR Capital is controlled and part-owned by Muroff and serves as investment adviser to Quartzburg Gold, selecting and overseeing investments in mining-related companies in Idaho and Montana.

14. Defendant Equity Recap Account, LLC is an Idaho limited liability company formed in 2011 with its principal place of business in Boise, Idaho. Equity Recap is owned and controlled by Muroff and he used Equity Recap to misappropriate investor funds from Blackhawk Gold and Quartzburg Gold for personal purposes.

FACTUAL ALLEGATIONS

A. MUROFF'S MISAPPROPRIATION AND MISUSE OF INVESTOR FUNDS FROM BLACKHAWK GOLD

15. From 2010 to 2012, Muroff and Blackhawk Manager raised \$62.5 million from 129 foreign investors, primarily from China, through Blackhawk Gold. According to the Blackhawk Gold private placement memorandum ("PPM") given to investors, as much as \$20 million from the offering would be used to acquire and complete a McCall, Idaho real estate development project from companies affiliated with Muroff. The Blackhawk Gold PPM further stated that as much as \$40 million from the offering would be used to acquire interests in companies affiliated with Muroff that engaged in gold mining ventures in Idaho.

16. The PPM and operating agreement for Blackhawk Gold, which were provided to investors and incorporated in their immigration petitions filed with USCIS, provided that Blackhawk Manager was the Managing Member of Blackhawk Gold, that Muroff was the manager of Blackhawk Manager, and that Blackhawk Manager "shall be responsible for, and have complete authority and discretion in, the management of the Company's business" and "shall follow the investment guidelines set forth in the PPM in connection with acquisition and disposition of Properties." Blackhawk Manager and Muroff advised Blackhawk Gold on its

investments in mining companies, which consisted of membership, limited partnership, or equity interests, and they were entitled to compensation for these services.

17. While Muroff held interests in companies affiliated with the real estate development and gold mining projects, his companies did not own the primary assets underlying the projects. As part of his scheme, Muroff misappropriated millions of dollars of investor money to acquire the assets for his own companies and then “sold” the interests he acquired back to the investors at a higher price. Although the Blackhawk Gold PPM disclosed that Muroff would sell his interest in the real estate development to the Fund, Muroff never disclosed to investors that he would use their money to purchase assets for his company first and then sell them back to the investors.

18. For example, Muroff used \$7.8 million of investor funds taken from Blackhawk Gold (which he funneled through Equity Recap to his business associate) to acquire a real estate development in McCall, Idaho. Rather than title the development in the name of Blackhawk Gold, however, Muroff titled it in the name of an entity owned by his associate, so that the two could complete the development and sell it at a profit for themselves. Muroff also concealed his involvement in the deal from the sellers of the development, who knew Muroff was seeking EB-5 investors.

19. Even though he acquired the real estate development for himself and his associate using investor funds, Muroff submitted a purchase agreement to investors and USCIS stating that Blackhawk Gold purchased the real estate development for \$28 million from his former business partners. This agreement was false and misleading because Muroff purchased the real estate development for himself and his associate (rather than for Blackhawk Gold) for \$7.8 million (rather than \$28 million). This was part of Muroff’s efforts to conceal his misappropriation of

investor money from Blackhawk Gold.

20. Between 2011 and 2014, Muroff used millions of dollars in investor funds to develop the property, but failed to disclose to investors and USCIS that title to the property was held in the name of his associate's company so he and his associate would receive the financial benefit from completion of the development, not the EB-5 investors. Muroff's associate continued to hold title to the property until 2014 when, after USCIS inquired about the property, Muroff had his associate transfer title to an entity in which the EB-5 investors held an interest. Accordingly, for a period of at least three years, the EB-5 investors did not hold title to the property Muroff used their money to purchase.

21. Muroff also purported to "sell" his interests in gold mining projects to the EB-5 investors through the sale of his stake in a gold mining company. However, the company in which Muroff held an ownership stake did not own real mining assets, it held only non-binding letters of intent and a business plan to invest in mining ventures. Muroff misappropriated investor funds to acquire the actual ownership interests in the projects and then "sold" the interests back to the investors at a higher price to benefit himself. Although the Blackhawk Gold PPM disclosed that Muroff would sell his interest in the mining company to the Fund, Muroff never disclosed to investors that he would use their money to purchase assets for his company, which he would then sell back to the investors for a profit.

22. Muroff also improperly used investor funds (which he funneled through Equity Recap) to pay \$5.6 million to the company that solicited investors in China. This allowed him to continue raising more money to perpetuate his scheme. According to USCIS's May 30, 2013 Policy Memorandum on EB-5 Adjudications, "the full amount of the immigrant's investment must be made available to the business(es) most closely responsible for creating the jobs upon

which EB-5 eligibility is based.” The payment of commissions to foreign finders using investor capital contributions is inconsistent with the purposes of the EB-5 Program because such commissions do not contribute to job creation in the United States. Muroff was aware that capital from investors was required to be spent on the job-creating enterprise, and he transferred investor money to Equity Recap before paying it to the foreign finder because he knew he was not allowed to pay finders directly from investor capital contributions.

B. MUROFF’S MISAPPROPRIATION AND MISUSE OF INVESTOR FUNDS FROM QUARTZBURG GOLD

23. From 2012 to 2013, Muroff and ISR Capital raised \$78 million from 156 investors, primarily from China, through Quartzburg Gold. According to the Quartzburg Gold PPM which was provided to investors, investment proceeds would be used to finance mining projects in Idaho and Montana.

24. The Quartzburg Gold PPM stated that ISR Capital was the general partner of Quartzburg Gold, that Muroff and another individual were the principals of ISR Capital, and that ISR Capital was responsible for “managing all of the investments to be made by the Partnership, including making decisions in relation to the acquisition, financing, structuring, monitoring and disposition of the investments.” ISR Capital and Muroff advised Quartzburg Gold on its investments, which included membership, limited partnership, or equity interests in companies engaged in mining projects, and they were entitled to compensation for these services.

25. Muroff and ISR Capital did use a significant portion of the Quartzburg Gold offering proceeds to invest in companies engaged in mining projects and to fund early-stage mining operations, but none of the operations generated any revenues. As he had with Blackhawk Gold, Muroff also misappropriated some of the investor money from Quartzburg Gold to acquire ownership interests in the mining projects for himself and then “sold” the

interests back to the investors at a higher price through Equity Recap.

26. Muroff and ISR Capital also transferred \$20 million from Quartzburg Gold to a third-party investment adviser, which invested the funds in a risky options trading strategy. This was contrary to Quartzburg Gold's PPM and limited partnership agreement, which required that cash assets that were not immediately used for the job-creating enterprise be invested in "short-term investments," generally defined as cash, cash equivalents, commercial paper, U.S. government obligations, money market instruments, certificates of deposit, or pooled investment vehicles that invest in similar instruments.

27. Muroff and ISR Capital caused Quartzburg Gold to pay the investment adviser almost \$400,000 in fees over an 18-month period, while Muroff continued to solicit additional investor funds. Ultimately, the options trading strategy resulted in market losses of approximately \$640,000 to Quartzburg Gold. Neither Muroff nor ISR Capital disclosed to Quartzburg Gold investors or USCIS the options investments, the fees paid to the investment adviser, or the fact that the trades netted losses of \$640,000.

C. MUROFF USED EQUITY RECAP TO MISAPPROPRIATE \$5 MILLION FOR HIS PERSONAL BENEFIT

28. Muroff attempted to conceal his misappropriation from both Funds by directing Riddle to first transfer investor money to Equity Recap. From Equity Recap, he then used investor money to purchase assets he purportedly already had and then "sold" back to the investors through his companies, including the McCall, Idaho real estate project and mining projects for Blackhawk Gold and Quartzburg Gold. He then used any "excess" money (the investor money he transferred to Equity Recap that exceeded the amount he needed to actually buy the assets he claimed he already owned, but did not) for whatever he wanted—claiming these were his "profits."

29. All told, Muroff used approximately \$5 million of investor funds he diverted from Blackhawk Gold and Quartzburg Gold to Equity Recap to enrich himself and to benefit his own personal business ventures. For example, he used \$1.1 million to purchase two personal residential properties, \$423,000 to invest in a zip line operation in Washington state, \$47,000 to purchase a Range Rover, \$40,000 to purchase a BMW, and \$97,000 for personal living expenses.

D. RIDDLE’S ROLE IN THE SCHEME

30. Riddle was the main conduit between representatives for the investors and Blackhawk Gold and Quartzburg Gold, transmitting offering documents to investors’ representatives and receiving investors’ USCIS filings. Riddle had signatory authority on the Equity Recap and Fund bank accounts, and she transferred money and paid expenses at Muroff’s direction, including for his personal benefit. She transferred millions of dollars of investor funds from Blackhawk Gold and Quartzburg Gold to Equity Recap, some of which she used to acquire the assets that Muroff purportedly already had and then “sold” back to the investors through his companies, such as the McCall, Idaho real estate development. Riddle also transferred the \$20 million from Quartzburg Gold that Muroff and ISR Capital invested in the options trading strategy.

31. Riddle facilitated Muroff’s use of millions of dollars of investor funds through Equity Recap to purchase his residences and for other personal purposes, to make improper commission payments to the foreign finder, and to pay herself approximately \$500,000 in bonus compensation over a three-year period. Riddle was aware that the commission payments were improper because Muroff instructed her to open a separate bank account for Equity Recap through which commission payments could be funneled to avoid detection.

32. Muroff told Riddle that the money he instructed her to transfer from Blackhawk Gold and Quartzburg Gold to Equity Recap belonged to him because he had sold interests in his

companies to the EB-5 investors. But Riddle was involved in the transfers of investor money to purchase the underlying assets involved in the real estate development and in the mining ventures, and therefore knew or should have known that Muroff did not already own the interests and could not have sold them to the investors for a profit.

FIRST CLAIM FOR RELIEF

**(Violations of Section 10(b) of the Exchange Act and Rule 10b-5 by
Muroff, Blackhawk Manager, ISR Capital and Equity Recap)
(Securities Fraud)**

33. Paragraph numbers 1 through 32 are re-alleged and incorporated herein by reference.

34. Defendants Muroff, Blackhawk Manager, ISR Capital and Equity Recap, by engaging in the conduct set forth above, directly or indirectly, by use of means or instrumentalities of interstate commerce, or of the mails, or of a facility of a national security exchange, with scienter, employed devices, schemes, or artifices to defraud and engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon other persons, in connection with the purchase or sale of securities, in violation of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §§ 240.10b-5(a) and (c)], and unless restrained and enjoined will continue to violate these provisions.

SECOND CLAIM FOR RELIEF

**(Violations of Sections 17(a)(1) and 17(a)(3) of the Securities Act by
Muroff, Blackhawk Manager, ISR Capital and Equity Recap)
(Securities Fraud)**

35. Paragraph numbers 1 through 34 are re-alleged and incorporated herein by reference.

36. Defendants Muroff, Blackhawk Manager, ISR Capital and Equity Recap, have, by engaging in the conduct set forth above, directly or indirectly, in the offer or sale of securities, by

the use of means or instruments of transportation or communication in interstate commerce, or of the mails: (1) with scienter, employed devices, schemes, or artifices to defraud; (2) obtained money or property by means of untrue statements of material fact or by omitting to state material facts necessary in order to make statements made, in the light of the circumstances under which they were made, not misleading; and (3) engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchasers of such securities.

37. By reason of the foregoing, Defendants Muroff, Blackhawk Manager, ISR Capital and Equity Recap have directly or indirectly violated Sections 17(a)(1) and 17(a)(3) of the Securities Act [15 U.S.C. § 77q(a)(1) and (3)], and unless restrained and enjoined will continue to violate these provisions.

THIRD CLAIM FOR RELIEF

(Violations of Section 17(a)(3) of the Securities Act by Riddle) (Securities Fraud)

38. Paragraph numbers 1 through 37 are re-alleged and incorporated herein by reference.

39. Defendant Riddle has, by engaging in the conduct set forth above, directly or indirectly, in the offer or sale of securities, by the use of means or instruments of transportation or communication in interstate commerce, or of the mails, engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchasers of such securities.

40. By reason of the foregoing, Defendant Riddle has directly or indirectly violated Section 17(a)(3) of the Securities Act [15 U.S.C. § 77q(a)(3)], and unless restrained and enjoined will continue to violate this provision.

FOURTH CLAIM FOR RELIEF

**(Violations of Sections 206(1) and 206(2) of the Advisers Act by
Muroff, Blackhawk Manager and ISR Capital)
(Investment Adviser Fraud)**

41. Paragraph numbers 1 through 40 are re-alleged and incorporated herein by reference.

42. At all relevant times, Defendants Muroff, Blackhawk Manager and ISR Capital were “investment advisers” within the meaning of Section 202(a)(11) of the Advisers Act [15 U.S.C. § 80b-2(a)(11)]. Defendants Muroff, Blackhawk Manager and ISR Capital each were in the business of providing investment advice concerning securities for compensation.

43. As set forth above, Defendants Muroff, Blackhawk Manager and ISR Capital defrauded their clients, the Funds, by misappropriating money from them and engaging in self-dealing through a scheme to defraud and through transactions, practices, and courses of business which operated as a fraud or deceit upon the Funds.

44. Defendants Muroff, Blackhawk Manager and ISR Capital, by use of the mails or any means or instrumentality of interstate commerce, directly or indirectly, acting intentionally, knowingly or recklessly: (a) have employed or are employing devices, schemes, or artifices to defraud clients and/or potential clients; or (b) have engaged or are engaging in transactions, practices, or courses of business which operate as a fraud or deceit upon a client or prospective client.

45. As a result, Defendants Muroff, Blackhawk Manager and ISR Capital have violated Sections 206(1) and (2) of the Advisers Act [15 U.S.C. § 80b-6(1) and (2)], and unless restrained and enjoined will continue to violate these provisions.

FIFTH CLAIM FOR RELIEF

**(Violations of Section 206(4) of the Advisers Act and Rule 206(4)-8 by Muroff, Blackhawk Manager and ISR Capital)
(Investment Adviser Fraud)**

46. Paragraph numbers 1 through 45 are re-alleged and incorporated herein by reference.

47. At all times relevant to this Complaint, Defendants Muroff, Blackhawk Manager and ISR Capital acted as investment advisers to Blackhawk Gold and Quartzburg Gold, pooled investment vehicles as defined in Rule 206(4)-8(b) [17 C.F.R. § 275.206(4)-8(b)].

48. Defendants Muroff, Blackhawk Manager and ISR Capital, while acting as investment advisers to pooled investment vehicles, by use of the mails, and the means and instrumentalities of interstate commerce, directly or indirectly, engaged in acts, practices, or courses of businesses which were fraudulent, deceptive or manipulative. Defendants Muroff, Blackhawk Manager and ISR Capital engaged in acts, practices, or courses of businesses that were fraudulent, deceptive or manipulative with respect to investors or prospective investors in the pooled investment vehicles.

49. By engaging in the conduct described above, Defendants Muroff, Blackhawk Manager and ISR Capital have violated Section 206(4) of the Advisers Act [15 U.S.C. § 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8], and unless restrained and enjoined will continue to violate these provisions.

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court enter a judgment:

I.

Permanently enjoining Defendants Muroff, Blackhawk Manager, ISR Capital, and Equity Recap from directly or indirectly violating Section 17(a) of the Securities Act [15 U.S.C. §

77q(a)], and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and permanently enjoining Defendant Riddle from directly or indirectly violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

II.

Permanently enjoining Defendants Muroff, Blackhawk Manager and ISR Capital from directly or indirectly violating Sections 206(1), 206(2) and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), and 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8].

III.

Permanently barring Defendant Muroff from serving as an officer or director of a public company pursuant to Section 20(e) of the Securities Act [15 U.S.C. 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)].

IV.

Permanently enjoining Defendant Muroff from directly or indirectly, including, but not limited to, through any entity owned or controlled by him: (a) participating in the issuance, purchase, offer, or sale of any security issued through the EB-5 Immigrant Investor Program (provided however that such injunction shall not prevent Muroff from purchasing or selling securities for his own personal account); and (b) participating in the management, administration, or supervision of, or otherwise exercising any control over, any commercial enterprise or project that has issued or is issuing any securities through the EB-5 Immigrant Investor Program, except for work undertaken by Muroff with the express consent of the Independent Manager and under the oversight of the Independent Monitor appointed pursuant to the undertakings set forth in the Consent of Defendants Muroff, Blackhawk Manager, ISR Capital and Equity Recap, filed concurrently herewith.

V.

Ordering Defendants to disgorge their ill-gotten gains from the conduct alleged herein, plus prejudgment interest thereon.

VI.

Imposing civil penalties against Defendants pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

VII.

Ordering Defendants Muroff, Blackhawk Manager and ISR Capital to comply with the undertakings set forth in the Consent of Defendants Muroff, Blackhawk Manager, ISR Capital and Equity Recap, filed concurrently herewith.

VIII.

Retaining jurisdiction of this action in accordance with the principles of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered, or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

IX.

Granting such other and further relief as this Court may determine to be just, equitable, and necessary.

Dated: April 28, 2017

Respectfully submitted,

s/ Steven D. Buchholz
STEVEN D. BUCHHOLZ
Attorney for Plaintiff
SECURITIES AND EXCHANGE
COMMISSION