

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 79987 / February 8, 2017

INVESTMENT ADVISERS ACT OF 1940  
Release No. 4646 / February 8, 2017

INVESTMENT COMPANY ACT OF 1940  
Release No. 32473 / February 8, 2017

Admin. Proc. File No. 3-16389

In the Matter of

BRETT THOMAS GRAHAM

ORDER SCHEDULING BRIEFS

On January 12, 2017, Brett Thomas Graham requested that the Commission modify sanctions imposed on him in a 2015 settled order (“Order”).<sup>1</sup> In the Order, the Commission found that Graham willfully violated Section 10(b) of the Exchange Act of 1934 and Rule 10b-5 thereunder<sup>2</sup> in connection with a scheme to acquire certain securities from auctions of collateralized debt obligations. The Order, among other things, required that Graham cease and desist from committing or causing violations and any future violations of Exchange Act Section 10(b) and Rule 10b-5; barred him from associating in various capacities in the securities industry, with the right to apply for reentry after three years, and subject to a limited one-year carve-out provision; and ordered him to pay disgorgement of \$118,284, prejudgment interest of \$9,449, and a civil money penalty in the amount of \$200,000.

Graham requests that the Commission modify the Order by “(a) removing the provisions contained in Section IV.C. of the Order which bar him from (i) being associated with an investment adviser, (ii) being associated with a securities broker or dealer in a non-supervisory capacity, and (iii) serving or acting as an officer, director or employee of a company which issues securities, including, but not limited to ‘penny stocks,’ as that term is defined in Rule 3a51-1, promulgated under the Securities Exchange Act of 1934, as amended; and (b) adding a provision to the Order pursuant to Rule 506(d)(2)(ii), promulgated under the Securities Act of 1933, as amended, which states that, notwithstanding any other provision of the Order, the Order

<sup>1</sup> *VCAP Sec., LLC*, Exchange Act Release. No. 74305 (Feb. 2, 2015), available at <https://www.sec.gov/litigation/admin/2015/34-74305.pdf>.

<sup>2</sup> 15 U.S.C. § 78j(b); 17 C.F.R. § 240.10b-5.

shall not operate to preclude any issuer with which Mr. Graham is associated as an officer, director, employee or investment adviser, from relying upon the exemption under Rule 506.”

Accordingly, IT IS ORDERED that the Division of Enforcement file any brief in opposition not to exceed 7,000 words by February 22, 2017, and that Graham file any reply brief not to exceed 7,000 words by March 8, 2017.<sup>3</sup>

For the Commission, by the Office of General Counsel, pursuant to delegated authority.

Brent J. Fields  
Secretary

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<sup>3</sup> We call attention to the form and service requirements of the Commission’s Rules of Practice, 17 C.F.R. §§ 201.150-154. Requests for extensions of time to file briefs are disfavored.