

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
MIAMI DIVISION**

**CASE NO.**

**SECURITIES AND EXCHANGE COMMISSION,** )  
 )  
 **Plaintiff,** )  
 v. )  
 )  
 **BOYD SOUSSANA and** )  
 **THE ESTATE VAULT, INC.,** )  
 )  
 **Defendants.** )  
 \_\_\_\_\_ )

**COMPLAINT**

Plaintiff Securities and Exchange Commission alleges as follows:

**I. INTRODUCTION**

1. During August and September 2009, Defendants Boyd Soussana and The Estate Vault, Inc. engaged in a fraudulent kickback scheme involving Estate Vault common stock in violation of the federal securities laws.

2. Soussana, the CEO of Estate Vault, paid an illegal kickback to a purported employee pension fund trustee so he would purchase 500,000 restricted shares of Soussana's Estate Vault stock. Unbeknownst to the Defendants, the corrupt trustee was actually an undercover FBI agent. The trustee's friend, who helped arrange the deal, was also an undercover agent, and another middleman was actually a witness cooperating with the FBI.

3. Soussana attempted to conceal the kickback by entering into a consulting agreement with a phony company the trustee purportedly created to receive the kickback. Unbeknownst to Soussana, the company was a fiction the FBI created for this sting.

4. Soussana engaged in a second scheme to artificially inflate the price of Estate Vault stock. He agreed to pay a kickback of 100,000 restricted shares of Estate Vault stock in exchange for the trustee systematically purchasing approximately one million shares of Estate Vault stock for his fund's discretionary accounts. Soussana agreed the trustee should buy enough stock over one month to increase the stock's price by at least 40 percent.

5. Soussana attempted to conceal the second kickback by issuing the restricted shares to the same phony consulting company.

6. Soussana created this scheme in an effort to generate the appearance of market interest in his company, induce public purchases of its stock, and rapidly increase the stock's trading price.

7. As a result of the conduct described in this Complaint, the Defendants violated Section 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a); and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b) and 17 C.F.R. §240.10b-5. Unless restrained and enjoined, they are reasonably likely to continue to violate the securities laws.

8. The Commission respectfully requests that the Court enter: (1) a permanent injunction restraining and enjoining the Defendants from violating the federal securities laws; (2) an order directing the Defendants to disgorge all profits or proceeds they received as a result of the acts and/or courses of conduct complained of, with prejudgment interest; (3) an order directing the Defendants to pay civil money penalties; (4) an order barring Soussana from acting as an officer or director of a public company; and (5) an order barring Soussana from participating in any offering of penny stock.

## **II. DEFENDANTS**

9. Soussana is a Canadian citizen with a residence in Pompano Beach, Florida. During the relevant time period, Soussana was Estate Vault's CEO.

10. Estate Vault is a Nevada corporation with its principal place of business in Las Vegas, Nevada. It purports to provide to its members an electronic service designed to store and manage all of an individual's personal information in one secure location. Its common stock is quoted on the Pink Sheets under the symbol "TEVI." During the times relevant to the Complaint, the company's common stock was registered with the Commission pursuant to Section 12(g) of the Exchange Act.

11. Estate Vault's stock is a "penny stock" as defined by the Exchange Act. At all times relevant to this Complaint, the stock's shares traded at less than \$5.00 per share. In fact, at all times relevant, the stock traded at under four and a half cents a share.

12. During the same time period, Estate Vault's stock did not meet any of the exceptions to penny stock classification pursuant to Section 3(a)(51) and Rule 3a51-1 of the Exchange Act. For example, the company's stock: (1) did not trade on a national securities exchange; (2) was not an "NMS stock," as defined in 17 C.F.R. § 242.242.600(b)(47); (3) did not have net tangible assets (i.e., total assets less intangible assets and liabilities) in excess of \$5,000,000; and (4) did not have average revenue of at least \$6,000,000 for the last three years. *See* Exchange Act, Rule 3a51-1(g).

## **III. JURISDICTION AND VENUE**

13. The Court has jurisdiction over this action pursuant to Sections 20(d) and 22(a) of the Securities Act, 15 U.S.C. §§ 77t(d) and 77v(a), and Sections 21(d) and 27 of the Exchange Act, 15 U.S.C. §§ 78u(d) and 78aa.

14. This Court has personal jurisdiction over the Defendants, and venue is proper in the Southern District of Florida, because Soussana has a residence in the District, and many of his acts and transactions constituting violations of the Securities Act and the Exchange Act occurred in the District. For example, Soussana met with the cooperating witness in the District to plan the fraudulent scheme detailed in this complaint.

15. The Defendants, directly or indirectly, made use of the means or instruments of transportation or communication in interstate commerce, or of a means or instrumentality of interstate commerce, or of the mails, in connection with the conduct alleged in this Complaint.

#### **IV. THE FRAUDULENT SCHEME**

16. In August 2009, Soussana actively sought partners for a market manipulation scheme whereby he could falsely generate the appearance of market interest in his company's stock. That same month, Soussana entered into discussions with the cooperating witness looking for investment entities willing to accept kickbacks in exchange for buying large amounts of the stock. The cooperating witness introduced Soussana to the undercover FBI agent posing as a friend of the trustee of a bogus employee pension fund called Benefits and Pension Group.

17. On August 25, 2009, Soussana met with the agent and the cooperating witness in Coral Springs, Florida to plan the market manipulation scheme. During this meeting, Soussana indicated he wanted to drive up the price and trading volume of Estate Vault stock. He also said he was willing to pay a kickback to the trustee in exchange for large purchases of Estate Vault stock.

18. At the same meeting, Soussana told the cooperating witness a Bahamian nominee held Soussana's personal shares of Estate Vault. Soussana agreed that he would pay the trustee a

kickback of approximately 30 percent of the value of his shares if the pension fund purchased his 500,000 restricted shares through the nominee.

19. Soussana explained that once the wire for the stock purchase cleared, the Bahamian nominee would “funnel” the money back to him. Soussana also explained that the nominee could serve as a “potential fallback” to mask the fraud in case anybody questioned the deal.

20. The cooperating witness informed Soussana the trustee owed a fiduciary duty to the pension fund, and there would be a problem if the Commission discovered the kickback. Soussana agreed the kickback should remain undisclosed and agreed to disguise it by paying it to a fake consulting company, Great Lakes Advisors, LLC. To hide the kickback, Soussana, through Estate Vault, agreed to enter into a phony consulting agreement with Great Lakes. Soussana understood Great Lakes would not be performing any actual consulting services.

**A. The Restricted Stock Purchase and Kickback**

21. On August 27, 2009, Soussana caused the Bahamian nominee to enter into a stock purchase agreement with the pension fund to sell 500,000 restricted shares of Estate Vault stock to the fund for approximately \$22,450.

22. On August 31, 2009, Soussana, acting as Estate Vault’s authorized representative, entered into a consulting agreement with the phony consulting company.

23. The next day, Estate Vault issued 500,000 restricted shares of its stock to a Bahamian management company associated with the nominee. Pursuant to a fully executed irrevocable stock power agreement and corporate resolution, the Bahamian management company transferred the restricted shares to the fund.

24. On September 1, 2009, the FBI issued a wire to the Bahamian management company for the price of the restricted stock.

25. On September 3, 2009, in exchange for the fund's stock purchase, Soussana issued an Estate Vault company check for \$7,000.00 to Great Lakes. The next day, Soussana sent this kickback check to the cooperating witness in Coral Springs via Federal Express.

**B. Market Manipulation**

26. Having successfully completed one kickback scheme, Soussana was willing and ready to engage in another market manipulation plan. In September 2009, the parties agreed on another scheme to artificially inflate the price of Estate Vault shares.

27. Soussana said he wanted the "initial target price" to be six to seven cents over the course of one month of buying. Throughout execution of the scheme, Soussana offered his assistance and strategy suggestions to the cooperating witness. For example, he told the cooperating witness the buying should be spread over a number of days to keep "the bid up and the offer up still." Soussana told the cooperating witness that he was "an old compliance officer, so I understand."

28. During a September 10, 2009 telephone call with the cooperating witness, Soussana agreed to pay a kickback of 100,000 restricted shares of Estate Vault common stock to the trustee in exchange for the trustee's agreement to systematically purchase approximately one million shares of the stock on the open market for the fund's discretionary accounts.

29. On September 11, 2009, Estate Vault issued 100,000 restricted shares of its common stock to the trustee's phony consulting company.

30. From September 17 to 21, 2009, the FBI purchased 67,000 shares of Estate Vault on the open market for \$1,910. The average daily trading volume for Estate Vault shares had been approximately 59,400 shares per day for the previous ten trading days.

31. On the morning of September 21, 2009, Estate Vault issued a press release touting a partnership with a Miami based medical practice group. Soussana, through Estate Vault, issued this press release to mask any higher-than-normal trading volume because of the fund's purchases.

32. On September 22, 2009, the cooperating witness told Soussana the trustee's trades were questioned by his compliance officer and he was pulling out of the deal.

### **COUNT I**

#### **Fraud In Violation of Section 17(a)(1) of the Securities Act**

33. The Commission realleges and incorporates paragraphs 1 through 32 of its Complaint.

34. From August through September 2009, the Defendants directly and indirectly, by use of the, means or instruments of transportation or communication in interstate commerce and by use of the mails, in the offer or sale of securities, as described in this Complaint, knowingly, willfully or recklessly employed devices, schemes or artifices to defraud.

35. By reason of the foregoing, the Defendants, directly and indirectly, violated and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(1) of the Securities Act, 15 U.S.C. §77q(a).

**COUNT II**

**Fraud in Violation of Section 10(b) and Rule 10b-5 of the Exchange Act**

36. The Commission realleges and incorporates paragraphs 1 through 32 of its Complaint.

37. From August through September 2009, the Defendants, directly and indirectly, by use of the means and instrumentality of interstate commerce, and of the mails in connection with the purchase or sale of securities, knowingly, willfully or recklessly:

- (a) employed devices, schemes or artifices to defraud;
- (b) made untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) engaged in acts, practices and courses of business which have operated, are now operating and will operate as a fraud upon the purchasers of such securities.

38. By reason of the foregoing, the Defendants directly or indirectly violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.

**RELIEF REQUESTED**

**WHEREFORE**, the Commission respectfully requests that the Court:

**I.**

**Declaratory Relief**

Declare, determine, and find that the Defendants have committed the violations of the federal securities laws alleged in this Complaint.



**II.**

**Permanent Injunctive Relief**

Issue a Permanent Injunction restraining and enjoining the Defendants, their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating Section 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Exchange Act, as indicated above.

**III.**

**Disgorgement**

Issue an Order directing the Defendants to disgorge all ill-gotten gains, including prejudgment interest, resulting from the acts or courses of conduct alleged in this Complaint.

**IV.**

**Penalties**

Issue an Order directing the Defendants to pay civil money penalties 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. § 78(d)(3).

**V.**

**Penny Stock Bar**

Issue an Order barring Soussana from participating in any offering of penny stock, pursuant to Section 20(g) of the Securities Act, 15 U.S.C. § 77t(g), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d), for the violations alleged in this Complaint.

**VI.**

**Officer & Director Bar**

Issue an Order 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), barring Soussana from serving as an officer or director of a public company.

**VII.**

**Further Relief**

Grant such other and further relief as may be necessary and appropriate.

**VIII.**

**Retention of Jurisdiction**

Further, the Commission respectfully requests that the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that it may enter, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

Respectfully submitted,

October 7, 2010

By: s/ James M. Carlson

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