



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. Stewart, age 65, of San Clemente, California, is a principal of Apartments America, LLC ("Apartments America"). Stewart is and has been an attorney licensed to practice law in the State of California. Stewart does not hold any securities licenses and has never been registered with the Commission in any capacity.

2. On March 27, 2013, a judgment was entered against Stewart, permanently enjoining Stewart from future violations of Sections 5 and 17(a) of the Securities Act of 1933, and permanently enjoining Stewart or any entity he owns or controls from offering unregistered securities, in the civil action entitled *Securities and Exchange Commission v. Apartments America, LLC, et al.*, Civil Action Number SACV 12-754 DOC (ANx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleged, among other things, that Stewart engaged in a scheme to defraud potential investors by offering Apartments America's unregistered securities, and making material misrepresentations and omissions regarding Apartments America and its principals to potential investors.

### IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that Stewart is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy  
Secretary