

STATE OF MICHIGAN  
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

In the Matter of:

Complaint No. 333307

DAVID SCHOLL  
CRD#1461137  
Unregistered

Respondent.

Issued and entered  
This 29<sup>th</sup> day of January, 2018

NOTICE AND ORDER TO CEASE AND DESIST

Julia Dale, the Director of the Corporations, Securities & Commercial Licensing Bureau (the "Administrator"), pursuant to her statutory authority and responsibility to administer and enforce the Michigan Uniform Securities Act (2002), 2008 PA 551, as amended, MCL 451.2101 *et seq.* ("Securities Act"), hereby orders David Scholl ("Respondent") to cease and desist from offering and selling unregistered securities and from acting as an unregistered agent for Woodbridge Mortgage Investment Fund 1, LLC; Woodbridge Mortgage Investment Fund 2; Woodbridge Mortgage Investment Fund 3, LLC; Woodbridge Mortgage Investment Fund 3A, LLC; and Woodbridge Mortgage Investment Fund 4, LLC (collectively, "Woodbridge" unless individually identified), and from filing false or misleading information with the Administrator, contrary to the Securities Act. Respondent is also notified of the opportunity to request a hearing in this matter.

**I. BACKGROUND**

**A. The Respondent**

1. David Scholl is a Michigan resident. Respondent is not registered in any capacity pursuant to the Securities Act in Michigan.

**B. Findings of Fact**

1. The Bureau conducted an investigation of Respondent's activities under the Securities Act.
2. On or around August 8, 2017, the Bureau issued orders against Woodbridge Mortgage Investment Fund 1, LLC; Woodbridge Mortgage Investment Fund 2, LLC; Woodbridge Mortgage Investment Fund 3, LLC; Woodbridge Mortgage Investment Fund 3A, LLC; and Woodbridge Mortgage Investment Fund 4, LLC for violations of section 301 and section 501 of the Securities Act, MCL 451.2301 and MCL 451.2501. (Exhibits 1, 2, 3, 4, and 5).<sup>1</sup> None of the Woodbridge securities were federal covered, registered, or exempt from registration.
3. The investigation developed evidence that Respondent offered or sold Woodbridge securities in the form of notes as follows:
  - A. Respondent sold a Woodbridge note to investor DA and received a commission of \$1,744.82;
  - B. Respondent sold a Woodbridge note to investor HSVI-R and received a commission of \$3,800;
  - C. Respondent sold a Woodbridge note to investor HSVI-R and received a commission of \$1,652;
  - D. Respondent sold a Woodbridge note to investor HSVI-R and received a commission of \$1,000;
  - E. Respondent sold a Woodbridge note to investor FK and received a commission of \$960;
  - F. Respondent sold a Woodbridge note to investor DF and received a commission of \$1,500;
  - G. Respondent sold a Woodbridge note to investor FK and received a commission of \$2,500;
  - H. Respondent sold a Woodbridge note to investor JS and received a commission of \$2,605;

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<sup>1</sup> Multiple other states have initiated enforcement proceedings against Woodbridge and its affiliated entities. The United States Securities and Exchange Commission has initiated enforcement proceedings against Woodbridge at the federal level, and alleges that Woodbridge is a "Ponzi scheme" which has defrauded investors out of over one billion dollars nationwide.

- I. Respondent sold a Woodbridge note to investor DF and received a commission of \$1,635;
- J. Respondent sold a Woodbridge note to investor RM and received a commission of \$1,798.50;
- K. Respondent sold a Woodbridge note to investor PS and received a commission of \$1,862.50;
- L. Respondent sold a Woodbridge note to investor FK and received a commission of \$625;
- M. Respondent sold a Woodbridge note to investor MB and received a commission of \$900;
- N. Respondent sold a Woodbridge note to investor JN and received a commission of \$1,335;
- O. Respondent sold a Woodbridge note to investor DA and received a commission of \$2,790;
- P. Respondent sold a Woodbridge note to investor DA and received a commission of \$3,000;
- Q. Respondent sold a Woodbridge note to investor MB and received a commission of \$750;
- R. Respondent sold a Woodbridge note to investor GW and received a commission of \$870;
- S. Respondent sold a Woodbridge note to investor PM and received a commission of \$1,632;
- T. Respondent sold a Woodbridge note to investor HSVI-R and received a commission of \$5,700;
- U. Respondent sold a Woodbridge note to investor FK and received a commission of \$3,500;
- V. Respondent sold a Woodbridge note to investor HSVI-R and received a commission of \$1,652;
- W. Respondent sold a Woodbridge note to investor HSVI-R and received a commission of \$1,500;

- X. Respondent sold a Woodbridge note to investor DF and received a commission of \$2,250;
- Y. Respondent sold a Woodbridge note to investor MB and received a commission of \$3,850;
- Z. Respondent sold a Woodbridge note to investor AV and received a commission of \$2,030;
- AA. Respondent sold a Woodbridge note to investor MB and received a commission of \$1,358.33;
- BB. Respondent sold a Woodbridge note to investor RM and received a commission of \$787.50;
- CC. Respondent sold a Woodbridge note to investor SG and received a commission of \$5,152.50;
- DD. Respondent sold a Woodbridge note to investor RM and received a commission of \$1,694.25;
- EE. Respondent sold a Woodbridge note to investor AS and received a commission of \$2,250;
- FF. Respondent sold a Woodbridge note to investor MB and received a commission of \$225;
- GG. Respondent sold a Woodbridge note to investor PM and received a commission of \$680;
- HH. Respondent sold a Woodbridge note to investor DF and received a commission of \$1,962;
- II. Respondent sold a Woodbridge note to investors RS AND LS, and received a commission of \$1,100;
- JJ. Respondent sold a Woodbridge note to investor JS and received a commission of \$3,126;
- KK. Respondent sold a Woodbridge note to investor RS and received a commission of \$2,100;
- LL. Respondent sold a Woodbridge note to investor BM and received a commission of \$264;

MM. Respondent sold a Woodbridge note to investor LW and received a commission of \$4,650;

NN. Respondent sold a Woodbridge note to investor BM and received a commission of \$258;

OO. Respondent sold a Woodbridge note to investor FK and received a commission of \$3,750;

PP. Respondent sold a Woodbridge note to investor BS and received a commission of \$1,470; and

QQ. Respondent sold a Woodbridge note to investor PS and received a commission of \$2,235.

4. The investigation developed evidence that Woodbridge paid Respondent \$86,504 in commissions to represent it in marketing, offering, and selling the securities identified in paragraph I.B.3.
5. Respondent is not registered or exempt from registration as an agent pursuant to the Securities Act in Michigan.
6. In or around November of 2015, Respondent, through counsel, represented to the Bureau that he was not engaged in any activities regulated by the Securities Act:

I am writing to confirm that *Mr. Scholl and Solutions Investment Group are not engaged in any conduct regulated by the Uniform Securities Act.* Specifically, Solutions Investment Group is a limited liability company formed by Mr. Scholl, its sole member, in December of 2013 when he was forced to put his Series 7, 63, and 65 licenses in escrow because of the termination of his employment relationship with his previous broker dealer/investment advisor. *Since that time, and through Solutions Investment Group, Mr. Scholl has been advising clients and selling products only with regard to fixed insurance products...* (Exhibit 6 – Varnum Letter, *Emphasis added*).

7. Respondent was offering and selling Woodbridge notes to Michigan residents in October, November, and December of 2015, the same time frame in which Respondent represented through counsel that he did not offer securities, but only offered “fixed insurance products,” a category in which the Woodbridge notes clearly do not and could not fall.

## **II. RELEVANT STATUTORY PROVISIONS**

1. Section 301 of the Securities Act, MCL 451.2301, states:

A person shall not offer or sell a security in this state unless 1 or more of the following are met:

- (a) The security is a federal covered security.
- (b) The security, transaction, or offer is exempted from registration under section 201 to 203.
- (c) The security is registered under this act.

2. Section 402(1) of the Securities Act, MCL 451.2402(1), states:

An individual shall not transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection (2).

3. Section 503(1) of the Securities Act, MCL 451.2503(1), states:

In a civil action or administrative proceeding under this act, a person claiming an exemption, exception, preemption, or exclusion has the burden to prove the applicability of the exemption, exception, preemption, or exclusion.

4. Section 505 of the Securities Act, MCL 451.2505, states:

A person shall not make or cause to be made, in a record that is used in an action or proceeding or filed under this act, a statement that, at the time and in the light of the circumstances under which it is made, is false or misleading in a material respect, or, in connection with the statement, omit to state a material fact necessary to make the statement made, in the light of the circumstances under which it was made, not false or misleading.

## **III. CONCLUSIONS OF LAW**

1. Respondent David Scholl offered or sold forty-three (43) Woodbridge securities in the State of Michigan which were not federally covered, exempt from registration, or registered, in violation of section 301 of the Securities Act, MCL 451.2301. (Exhibit 1).

2. Respondent David Scholl acted as an agent for Woodbridge in the offer and sale of forty-three (43) securities without the benefit of registration or a properly-claimed exemption, in violation of section 402(1) of the Securities Act, MCL 451.2402(1).
3. Respondent, through counsel, represented to the Bureau that he did not engage in activities that implicated the Securities Act, and that he only sold "fixed insurance products" while, at the same time, he was engaged in the offer and sale of Woodbridge notes to his clients. The representation in the correspondence was false or misleading at the time it was made, contrary to section 505 of the Securities Act, MCL 451.2505.

#### **IV. ORDER**

IT IS THEREFORE ORDERED, pursuant to section 604 of the Securities Act, MCL 451.2604, that:

- A. Respondent shall immediately CEASE AND DESIST from offering and selling unregistered securities, from acting as an unregistered agent, and from filing false or misleading statements with the Administrator, contrary to the Securities Act.
- B. Pursuant to section 604(2) of the Securities Act, this Notice and Order to Cease and Desist is IMMEDIATELY EFFECTIVE.
- C. In her Final Order, the Administrator, under section 604(4) of the Securities Act, MCL 451.2604(4), intends to impose a civil fine of \$86,504.00 against Respondent.
- D. Pursuant to section 508 of the Securities Act, MCL 451.2508, a person that willfully violates the Securities Act, or an order issued under the Securities Act, is guilty of a felony punishable by imprisonment for not more than 10 years or a fine of not more than \$500,000.00 for each violation, or both. An individual convicted of violating a rule or order under this act may be fined, but shall not be imprisoned, if the individual did not have knowledge of the rule or order.

#### **V. NOTICE OF OPPORTUNITY FOR HEARING**

Section 604 of the Securities Act, MCL 451.2604, provides that Respondent has 30 days beginning with the first day after the date of service of this Notice and Order to Cease and Desist to submit a written request to the Administrator asking that this matter be scheduled for a hearing. If the Administrator receives a written request in a timely manner, the Administrator shall schedule a hearing within 15 days after receipt of the request. The written request for a hearing must be addressed to:

Notice & Order to Cease & Desist  
David Scholl (CN 333307)

Corporations, Securities & Commercial Licensing Bureau  
Regulatory Compliance Division  
P.O. Box 30018  
Lansing, MI 48909

**VI. ORDER FINAL ABSENT HEARING REQUEST**

- A. Under section 604 of the Securities Act, MCL 451.2604, the Respondent's failure to submit a written request for a hearing to the Administrator within 30 days after the service date of this **NOTICE AND ORDER TO CEASE AND DESIST** shall result in this order becoming a **FINAL ORDER** by operation of law. The **FINAL ORDER** includes the imposition of the fines cited described in section IV.C., and the fine amounts set forth below will become due and payable to the Administrator within sixty (60) days after the date this order becomes final:

\$86,504.00 – David Scholl, under section 604 of the Securities Act, MCL 451.2604.


- B. CIVIL FINE payments should be payable to the STATE OF MICHIGAN and contain identifying information (e.g., names and complaint numbers) and mailed to the following address:


Corporations, Securities & Commercial Licensing Bureau  
Final Order Monitoring  
P.O. Box 30018  
Lansing, MI 48909

- C. Failure to comply with the terms of this Order within the time frames specified may result in additional administrative penalties, including the summary suspension or continued suspension of all registrations held by Respondent under the Securities Act, the denial of any registration renewal, and/or the denial of any future applications for registration, until full compliance is made. Respondent may voluntarily surrender or withdraw a registration under the Securities Act; however, the surrender or withdrawal will not negate the summary suspension or continued suspension of the relevant registrations or any additional administrative proceedings if a violation of this Order or the Securities Act occurred.
- D. Failure to pay the civil fines within six (6) months after this Order becomes final may result in the referral of the civil fines to the Michigan Department of Treasury for collection action against Respondents.



CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

  
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Julia Dale, Director, Corporations, Securities  
& Commercial Licensing Bureau

  
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Date