

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION
25 CAPITOL STREET
CONCORD, NH 03301

CONSENT ORDER
IN THE MATTER OF:

Scott W. Soterion and
Front Row Ticket Agency, Inc.

C-2014-00011

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Scott W. Soterion ("Soterion") and Front Row Ticket Agency, Inc. (hereinafter "FRTA") has submitted an offer of settlement, which the State of New Hampshire, Department of State, Bureau of Securities Regulation (the "Bureau") has determined to accept. Accordingly, without admitting or denying the allegations contained herein, Soterion and FRTA do hereby consent to the entry of this Consent Order and the following undertakings and sanctions:

STATEMENT OF FACTS

1. Soterion is a Bedford, New Hampshire resident. Soterion owned and operated FRTA, which has been in existence since 1985 but ceased doing business in the summer of 2014. FRTA was in the business of selling or otherwise brokering the sale of sports tickets, concert tickets, and other entertainment admission tickets. On November 19, 2014, Soterion filed a voluntary bankruptcy petition under Chapter 7 of the United States Bankruptcy Code (Case No. 14-12229). According to the bankruptcy petition, Soterion has little to no assets.
2. In the fall of 2012 Soterion was convicted of a criminal misdemeanor related to writing a check to an individual for ten thousand dollars (\$10,000) for a debt owed to that person but without sufficient funds to cover the amount of the check.
3. In the fall of 2012 Soterion settled a civil lawsuit with another individual related to an unpaid debt. As part of that settlement, Soterion signed a promissory note for the unpaid balance and promised future payment.
4. The complainant in this matter is from Manchester, New Hampshire. On January 17, 2013, less than six (6) months after the criminal conviction and civil lawsuit settlement discussed above, Soterion solicited the complainant to invest thirteen thousand dollars (\$13,000) through an unsecured promissory note with a term of sixty (60) days and promised interest

of two thousand dollars (\$2,000) after sixty (60) days. Soterion represented that the funds invested by the complainant would be used to purchase and ultimately resell event tickets through FRTA for a profit. At the time of this solicitation, Soterion and FRTA's bank accounts had a combined balance of less than three hundred dollars (\$300).

5. On February 25, 2013 Soterion solicited the complainant to invest an additional forty thousand dollars (\$40,000) through an unsecured promissory note with a term of one hundred and twenty (120) days and promised interest of 20% per annum, to be paid monthly. Soterion represented that these funds would be used to purchase and ultimately resell event tickets through FRTA for a profit.
6. On March 1, 2013, Soterion solicited the complainant to invest seven thousand dollars (\$7,000) through an unsecured promissory note with a term of sixty (60) days and promised interest of 20% per annum, to be paid monthly. Soterion represented that these funds would be used to purchase and ultimately resell event tickets through FRTA for a profit.
7. On March 7, 2013, Soterion solicited the complainant to invest twenty-three thousand dollars (\$23,000) through an unsecured promissory note with a term of five (5) months and promised interest of 20% per annum, to be paid monthly. Soterion represented that these funds would be used to purchase and ultimately resell event tickets through FRTA for a profit.
8. The amount owed by Soterion under the four (4) unsecured notes discussed above totals eighty-three thousand dollars (\$83,000), plus interest. Soterion made some payments under the notes but eventually defaulted on all four (4) notes and still owes the complainant approximately fifty-five thousand dollars (\$55,000) in unpaid principal, plus interest.
9. Soterion provided documents to the complainant in connection with the solicitations discussed above, including FRTA ticket inventory lists, past FRTA tax returns, pictures of seats available through FRTA for the Boston Red Sox, and examples of FRTA invoices. Soterion maintains that he did not create the promissory notes discussed above but was provided with them by the complainant in this matter, however, both Soterion and the complainant executed the notes.
10. In connection with the solicitation of the complainant, Soterion failed to disclose to the complainant that he and FRTA were in serious financial trouble with a combined balance of less than three hundred dollars (\$300) in their bank accounts and that Soterion was in arrears or in default on many other unsecured promissory notes and other debts with various individuals totaling over three hundred thousand dollars (\$300,000). Soterion also failed to disclose to the complainant an Internal Revenue Service lien in addition to the criminal conviction and civil lawsuit discussed in paragraphs 2 and 3 above.

STATEMENTS OF LAW

- II. The staff of the Bureau makes the following statements of law under N.H. RSA 421-B, and regulations thereunder:

1. Soterion and FRTA are persons under N.H. RSA 421-B:2, XVI.
2. Soterion and FRTA are issuer-dealers and issuer-dealer agents under N.H. RSA 421-B:2, XVI and N.H. RSA 421-B:2, XIII-a.
3. The promissory notes discussed above are securities under N.H. RSA 421-B:2, XX(a) and N.H. RSA 421-B:2, IX-c.
4. Pursuant to N.H. RSA 421-B:3, it is unlawful for any person, in connection with the offer, sale, or purchase of any security, directly or indirectly: (a) To employ any device, scheme, or artifice to defraud; (b) To make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading; or (c) To engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person. Soterion is in violation of this provision for omitting material information in connection with the sale of securities to the complainant including that Soterion had little to no funds available in his bank accounts, that he was in arrears or had defaulted on many other debts including other unsecured promissory notes, that he was subject to a lien by the Internal Revenue Service, that he was recently convicted of a misdemeanor for writing a bad check, and that he recently settled a lawsuit related to another unpaid debt.
5. Pursuant to N.H. RSA 421-B:10, I(a) and (b)(2), the secretary of state may, by order, bar any person if he or she finds that the order is in the public interest and that the licensee has willfully violated or failed to comply with any provision of this title. Soterion and FRTA are subject to this provision.
6. Pursuant to N.H. RSA 421-B:23, I, whenever it appears to the secretary of state that any person has engaged or is about to engage in any act or practice constituting a violation of this chapter or any rule under this chapter, he shall have the power to issue and cause to be served upon such person an order requiring the person to cease and desist from violations of this chapter. Soterion and FRTA are subject to this provision.
7. Pursuant to N.H. RSA 421-B:26, III, any person who, either knowingly or negligently, violates any provisions of this chapter may, upon hearing, and in addition to any other penalty provided for by law, be subject to such suspension, revocation or denial of any registration or license, or an administrative fine not to exceed \$2,500, or both. Each of the acts specified shall constitute a separate violation. Soterion and FRTA are subject to this provision.
8. Pursuant to N.H. RSA 421-B:26, V, after notice and hearing, the Secretary of State may enter an order of rescission, restitution, or disgorgement directed to a person who has violated N.H. RSA 421-B. Soterion and FRTA are subject to this provision.

UNDERTAKINGS

III. In view of the foregoing, Soterion and FRTA agree to the following undertakings and sanctions:

1. Soterion and FRTA agree that they have voluntarily consented to the entry of this Consent Order and represent and aver that no employee or representative of the Bureau has made any promise, representation or threat to induce their execution.
2. Soterion and FRTA agree to waive their right to an administrative hearing and any appeal thereof under N.H. RSA 421-B.
3. Soterion and FRTA agree to permanently cease and desist from further violations of N.H. RSA 421:B pursuant to N.H RSA 421-B:23.
4. Soterion and FRTA agree to be permanently barred from any securities licensure in the State of New Hampshire.
5. Soterion and FRTA agree to be permanently barred from issuing securities in the State of New Hampshire.
6. Soterion and FRTA agree to pay restitution to the complainant in the amount of twenty-five thousand dollars (\$25,000) and a fine to the Bureau of two thousand, five hundred dollars (\$2,500). Soterion and FRTA represent that they have no current ability to pay this restitution or fine but have agreed to the following payment schedule:
 - a. Soterion or FRTA shall pay two thousand dollars (\$2,000) to the complainant upon execution of this Consent Order, and due to his current insolvency, this restitution will be paid on his behalf by his immediate family.
 - b. Soterion or FRTA shall pay five hundred dollars (\$500) to the Bureau upon execution of this Consent Order, and due to his current insolvency, this fine will be paid on his behalf by his immediate family.
 - c. By the first anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant one thousand, five hundred dollars (\$1,500).
 - d. By the first anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the Bureau one thousand, five hundred dollars (\$1,500).
 - e. By the second anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant two thousand five hundred dollars (\$2,500).
 - f. By the second anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the Bureau five hundred dollars (\$500).
 - g. By the third anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant three thousand dollars (\$3,000).

- h. By the fourth anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant three thousand dollars (\$3,000).
 - i. By the fifth anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant three thousand dollars (\$3,000).
 - j. By the sixth anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant three thousand dollars (\$3,000).
 - k. By the seventh anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant three thousand dollars (\$3,000).
 - l. By the eighth anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant three thousand dollars (\$3,000).
 - m. By the ninth anniversary date of the execution of this Consent Order, Soterion or FRTA shall pay the complainant one thousand dollars (\$1,000).
7. Soterion and FRTA shall submit tax returns to the Bureau on a yearly basis within thirty (30) days of filing said returns until all outstanding fines and restitution payments as outlined in this Order are complete. Soterion and FRTA shall, until their complete satisfaction of the undertaking and sanctions contained herein, further notify the Bureau of any financial windfalls of any kind in excess of two thousand five hundred dollars (\$2,500) within thirty (30) days of receipt. If the Bureau determines, at any time, that Soterion or FRTA can reasonably afford to pay more towards outstanding restitution and fines owed pursuant to this Order due to a material change in his finances, the Bureau reserves the right to negotiate a higher monthly payment plan with Soterion and FRTA. If Soterion, FRTA, and the Bureau cannot agree to a higher payment plan, the Bureau, Soterion, or FRTA may petition the Director of the Bureau for a determination on the amount and timing of the payments only.
8. Soterion and FRTA acknowledge that the fine and restitution payments as outlined herein, stem from violations of New Hampshire's securities laws and, therefore, are non-dischargeable in bankruptcy pursuant to 11 U.S.C. § 523(a)(19)(A)(i) and (B)(i). Soterion and FRTA agree not seek discharge of the restitution or fine payments outlined herein in the pending bankruptcy matter or any future bankruptcy proceeding. The Bureau reserves the right to reopen this matter if payment in full is not received by the Bureau or the complainant according to the terms of this Consent Order. Soterion and FRTA agree that the entry of this Order is a judgment, order, consent order, settlement agreement, within the meaning of 11 U.S.C. § 523(a)(19)(B), and that the Bureau has all necessary power and jurisdiction to enter this Order, including a determination of non-dischargeability of all obligations pursuant hereto.
9. Soterion and FRTA acknowledge that the restitution payments owed pursuant to this Order survive the death of the complainant and, upon the death of the complainant, Soterion and FRTA shall continue to pay the complainant's heirs and successors. Furthermore, Soterion

and FRTA acknowledge that the monies owed to the complainant survive the death of Soterion and, in the event of Soterion's death, the complainant has the right to make a claim against Soterion's estate for any unpaid balance of restitution owed under this Consent Order.

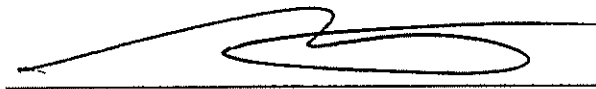
10. Soterion and FRTA agree that this Consent Order is entered into for the purpose of resolving only the matter as described herein. This Consent Order shall have no collateral estoppel, res judicata or evidentiary effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Consent Order shall not be construed to restrict the Bureau's right to initiate an administrative investigation or any proceeding relative to conduct by Soterion or FRTA which the Bureau has no knowledge of at the time of the date of the final entry of this Consent Order. As a result of this Consent Order, the same shall be submitted for approval by the U.S. Bankruptcy Court for the District of New Hampshire, and upon approval by the Court, Marcus Gould shall dismiss case Number 15-01019-JMD, Captioned Marcus Gould v. Scott Soterion Complaint Objecting to Discharge of Debts.
11. Soterion and FRTA may not take any action, or make, or permit to be made any public statement, (a) denying, directly or indirectly, any allegation in this Consent Order or (b) create the impression that this Consent Order is without factual basis. Nothing in this provision affects Soterion or FRTA's right to take any legal positions in any other legal or administrative proceeding wherein the State of New Hampshire is not a party.
12. Soterion and FRTA acknowledge that failing to meet the terms of this Consent Order or any willful violation of this Consent Order may result in civil, criminal, or administrative action.

IV. In view of the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Consent Order. **THEREFOR IT IS HEREBY ORDERED THAT:**

1. Soterion and FRTA permanently cease and desist from further violations N.H RSA 421-B.
2. Soterion and FRTA are permanently barred from securities licensure and from issuing securities in the State of New Hampshire.
3. Soterion and FRTA pay a fine of two thousand, five hundred dollars (\$2,500) and restitution to the complainant of twenty-five thousand dollars (\$25,000), in accordance with the payment schedule outlined herein.
4. Soterion and FRTA comply with all other undertakings and sanctions outlined herein.
5. No bankruptcy discharge in favor of Soterion or FRTA shall discharge any of Soterion's or FRTA's obligations hereunder.

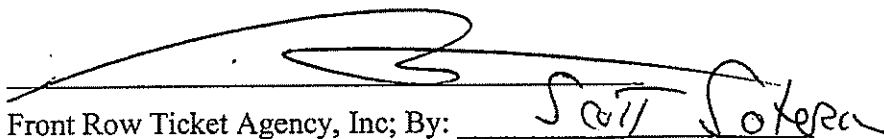
SO ORDERED.

Executed this 23 day of MARCH, 2015



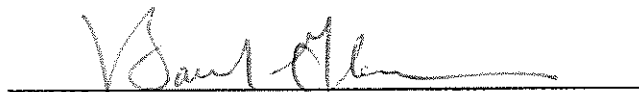
Scott Soterion

Executed this 23 day of MARCH, 2015



Front Row Ticket Agency, Inc; By: Scott Soterion

Executed this 27th day of March, 2015



Barry Glennon, Director