

FINANCIAL INDUSTRY REGULATORY AUTHORITY

OFFICE OF HEARING OFFICERS

Department of Enforcement,

Complainant,

v.

Avenir Financial Group (CRD No. 148490),

Michael Todd Clements (CRD No.
1702071),

Karim Ahmed Ibrahim a.k.a. Chris Allen
(CRD No. 5983439),

and

Cesar Omar Rodriguez (CRD No. 4451732),

Respondents.

DISCIPLINARY PROCEEDING
No. 2015044960501

Hearing Officer:

TEMPORARY CEASE AND DESIST CONSENT ORDER

Based upon the parties' consent, the Hearing Panel issues this Temporary Cease and Desist Consent Order ("Order") pursuant to FINRA Rule 9840. It is understood and agreed by all the undersigned that the parties' agreement to this Order shall not be construed or interpreted in any manner, as to any of the parties hereto, as an admission of liability, violative conduct, or impropriety. It is further understood and agreed that this agreement by the parties shall not be construed or interpreted as an indication that any given party is likely to prevail on the merits.

Accordingly, this ____ day of April, 2015 at _____ a.m./p.m., it is hereby

ORDERED that Respondents Avenir Financial Group ("Avenir"), Michael Todd Clements

("Clements"), Karim Ahmed Ibrahim a.k.a. Chris Allen ("Ibrahim"), and Cesar Omar Rodriguez ("Rodriguez"):

- A. **CEASE AND DESIST** from committing fraud in violation of Section 10(b) of the Securities Exchange Act of 1934, SEC Rule 10b-5 promulgated thereunder and FINRA Rules 2020 and 2010;
- B. Respondent Clements **CEASE AND DESIST** from aiding and abetting violations of Section 10(b) of the Securities Exchange Act of 1934, SEC Rule 10b-5 promulgated thereunder and FINRA Rules 2020 and 2010;
- C. Respondents Avenir, Clements and Ibrahim **CEASE AND DESIST** from soliciting, or causing to be solicited or solicited by associated persons of Avenir, any sales of Avenir equity unless Avenir fully discloses the true financial condition of the Firm, including its revenues, costs, profits, assets and liabilities for 12 months prior to the sale. If the terms of the offer to purchase Avenir equity differ materially from the terms of a prior offering, the Firm must disclose the material difference(s) and the rationale for the change(s);
- D. Respondents Avenir, Clements and Rodriguez **CEASE AND DESIST** from selling equity in the Firm or its branch offices and from selling promissory notes unless Avenir and its branch offices fully disclose the true use of proceeds; and
- E. Respondents Avenir, Clements and Rodriguez **CEASE AND DESIST** from using proceeds of (i) equity raises by the Firm or its branch offices and (ii) promissory notes issued by the Firm or its branch offices for purposes not fully disclosed to the individuals who purchased equity or made loans pursuant to the promissory notes.

It is further **ORDERED** that the Respondents shall be subject to the provisions of Rule 9860 in the event that they violate any of the terms of this Order.

It is further **ORDERED**, pursuant to Rule 9840(c), that this Order shall remain in full force and effect until the issuance of a decision in the underlying disciplinary proceeding.

This Order shall have the same force and effect as any order issued pursuant to FINRA Rule 9840, and Respondents hereby waive the right to challenge or contest the validity of this Order, or to appeal from this Order, in any forum.

Hearing Officer
For the Hearing Panel

AGREED TO AND APPROVED:

Susan Light 4/27/15

Susan Light, SVP & Chief Counsel
Jeffrey Pariser, Chief Litigation Counsel
Elissa Meth Kestin, Enforcement Director
Gregory Firehock, Senior Litigation Counsel
Myles Orosco, Senior Trial Counsel
Russell Johnston, Senior Counsel
Carolyn O'Leary, Counsel

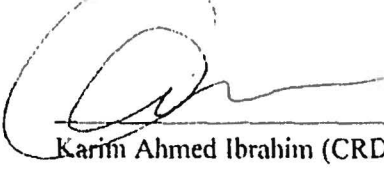
FINRA Department of Enforcement
One World Financial Center
200 Liberty Street, 11th Floor
New York, NY 10281-1003

Avenir Financial Group (CRD No. 148490)

By: _____

Its: _____

Michael Todd Clements (CRD No. 1702071)

 4/22/18
Karim Ahmed Ibrahim (CRD No. 5983439)

Cesar Omar Rodriguez (CRD No. 4451732)