

**COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE SECRETARY OF THE COMMONWEALTH
SECURITIES DIVISION
ONE ASHBURTON PLACE, ROOM 1701
BOSTON, MASSACHUSETTS 02108**

IN THE MATTER OF:)	
)	
)	
MILENDOPHE DUPERIER,)	
VANESSA JOSEPH,)	
ENVIE COMPANY, INC.,)	
LENS MEMORIES, INC. and)	
BITWC LLC,)	
)	
RESPONDENTS.)	Docket No. E-2022-0095
)	

ADMINISTRATIVE COMPLAINT

I. PRELIMINARY STATEMENT

The Enforcement Section of the Massachusetts Securities Division of the Office of the Secretary of the Commonwealth (the "Enforcement Section" and the "Division," respectively) files this Administrative Complaint (the "Complaint") to commence an adjudicatory proceeding against Respondents Milendophe Duperier, Vanessa Joseph, Envie Company, Inc., Lens Memories, Inc., and BITWC LLC (together, "Respondents"), for violations of M.G.L. c. 110A, the Massachusetts Uniform Securities Act (the "Act"), and 950 C.M.R. 10.00 - 14.413 (the "Regulations"). The Enforcement Section alleges that Respondents engaged in acts and practices in violation of Sections 101, 301, and 414 of the Act and Regulations by fraudulently misrepresenting the purpose and use of unregistered securities offered and sold in the Commonwealth. In particular, while purporting to manage multiple businesses as well as real estate investments, Respondents burned through investor cash by investing in the stock market, funding personal expenses,

and acquiring personal property and real estate. Through their scheme Respondents obtained over 5 million dollars from residents of the Commonwealth, in addition to more than one million dollars of fraudulently obtained PPP and SBA loans.

The Enforcement Section seeks an order: 1) finding as fact the allegations set forth below; 2) finding that all of the sanctions and remedies detailed herein are in the public interest and necessary for the protection of Massachusetts investors; 3) requiring Respondents to permanently cease and desist from fmiher conduct in violation of the Act and Regulations; 4) censuring Respondents; 5) permanently barring Respondent Milendophe Duperier from registering in Massachusetts as, associating with, or acting as a(n) broker-dealer, broker-dealer agent, investment adviser, investment adviser representative, Securities and Exchange Commission-registered investment adviser, an investment adviser exempted from registration, a person relying on an exclusion from the definition of investment adviser in any capacity, issuer, issuer agent, or as a partner, officer, director, or control person of any of the foregoing; 6) permanently barring Respondent Vanessa Joseph from registering in Massachusetts as, associating with, or acting as a(n) broker-dealer, broker-dealer agent, investment adviser, investment adviser representative, Securities and Exchange Commission-registered investment adviser, an investment adviser exempted from registration, a person relying on an exclusion from the definition of investment adviser in any capacity, issuer, issuer agent, or as a partner, officer, director, or control person of any of the foregoing; 7) permanently barring Respondents from offering or selling securities from or within Massachusetts; 8) requiring Respondents to provide a verified accounting of all proceeds which were received as a result of the alleged wrongdoing; 9) requiring Respondents to pay restitution to compensate investors for all losses attributable to

the alleged wrongdoing; 10) requiring Respondents to disgorge all profits and direct or indirect compensation and remuneration received by Respondents in connection with the alleged wrongdoing; 11) imposing administrative fines on Respondents in such amount and upon such terms and conditions as the Director or Presiding Officer may determine; and 12) taking any such further actions which may be necessary or appropriate in the public interest for the protection of Massachusetts investors.

II. SUMMARY

Beginning as early as March 2020, as the world headed into a global pandemic that closed numerous businesses, temporarily or permanently, and upended the financial lives of the investing public, Vanessa Joseph ("Joseph") and Milendophe Duperier ("Duperier") began engaging in a scheme to defraud numerous members of the Haitian community in Massachusetts, as well as those individual's relatives in other states. Over the more than two and a half years they kept their scheme afloat, Duperier and Joseph solicited approximately five million dollars from approximately forty individuals, frequently friends, family members, and congregants of their churches. Duperier, the son of a pastor at a Haitian church in Chelsea, Massachusetts, and Joseph, his fiancée, told investors and prospective investors that they had discovered a foolproof method to achieve profits trading options in both bear and bull markets, in addition to claiming to operate multiple social media consulting companies, purchasing and renovating real estate for resale or rental, and serving as a property manager and project manager for renovation work on other's real estate ventures. In reality, neither Duperier nor Joseph had any prior experience in property and project management and had, collectively, served as project manager for at most a single renovation project on a property they did not own. Duperier and Joseph likewise had

no experience or formal training investing, much less trading options, and attempted to educate themselves through YouTube channels and other online programs purporting to offer training in investment strategies,

Duperier and Joseph generally solicited investments through the sale of unregistered promissory notes promising exorbitant returns - 60% annual interest, paid monthly. In some instances investment agreements lacked formal documentation, but the understanding remained the same: investors provided Duperier and/or Joseph funds, and Duperier and/or Joseph would invest those funds, and pay interest and, eventually, return of principal to the investor. As a means of inducing investment, in investment contracts reviewed by the Enforcement Section, Duperier and Joseph represented maintaining investment accounts with cash value in excess of 7 million dollars, agreed to cover all taxes associated with the investment, and shoulder personal liability for any default.

In reality, they engaged in a Ponzi scheme, paying earlier investors with funds solicited from later ones, and used the remaining funds after interest payments to finance their own lifestyles. Duperier and Joseph purchased several recent model-year luxury cars, including Tesla Models X and S, a Mercedes Benz S Class, and an Infiniti QX30, purchased and renovated multiple real estate properties, made improvements to their personal residence, and paid for daily visits to restaurants and fast food locations, all using investor funds.

Duperier and Joseph generated no substantial income from the use of investor's funds, and certainly nowhere near enough to meet interest obligations, Duperier and Joseph quickly lost the small portion of the investor funds that they actually transferred into brokerage accounts, losing more than \$2,000,000 through trading over the two and a half

years in which they kept their scheme afloat. When new investments were not enough to keep pace with interest owed, Duperier and Joseph began defrauding the federal government as well by applying for and receiving Payroll Protection Program ("PPP") and other Small Business Administration ("SBA") loans, Duperier and Joseph used the funds not to operate a legitimate business, but to make interest payments, finance their personal lifestyles, and purchase real estate. When the availability of SBA loans and PPP loans disappeared, Duperier and Joseph turned to check washing schemes, altering the payee field on otherwise legitimately issued checks to their own names and distributing the funds to investors,

The Division takes this action to stop Duperier and Joseph from continuing their current and ongoing fraud.

III. JURISDICTION AND AUTHORITY

1. The Division has jurisdiction over matters relating to securities pursuant to the Act.
2. The Enforcement Section brings this action pursuant to the authority conferred upon the Division by Section 407A of the Act, wherein the Division has the authority to conduct an adjudicatory proceeding to enforce the provisions of the Act and the Regulations,
3. This proceeding is brought in accordance with Sections 101,301, and 414 of the Act and its Regulations.
4. The Enforcement Section reserves the right to amend this Complaint and bring additional administrative complaints to reflect information developed during the current and ongoing investigation.

IV. RELEVANT TIME PERIOD

5. Except as otherwise expressly stated, the conduct described herein occurred during the approximate time period of January 1, 2019, to the present (the "Relevant Time Period").

V. RESPONDENTS

6. Milendophe Duperier ("Duperier") is an individual with a last known address in Randolph, Massachusetts. Duperier served as the manager of BITWC LLC during the Relevant Time Period. Duperier also served as Director of Any Coast Management Inc., SMD Traders Inc., and was President and Secretary ofMSRP Company Inc. at the time of its formation until November 15, 2022, when he relinquished control of the company to a family member.

7. Vanessa Joseph ("Joseph") is an individual with a last known address in Randolph, Massachusetts. Joseph served as the Director ofEnvie Company, Inc. during the Relevant Time Period. Joseph also served as the President of Lens Memories, Inc., and Bizu Events, Inc.

8. BITWC LLC ("BITWC") is a limited liability company organized under the laws of Massachusetts with a principal place of business located at 532 Page Street, Stoughton, Massachusetts.

9. Envie Company, Inc. ("Envie") is a corporation organized under the laws of Massachusetts with a principal place of business located at 5 Cabot Place, Stoughton, Massachusetts.

10. Lens Memories, Inc. ("Lens Memories") is a corporation organized under the laws of Massachusetts with a principal place of business of 1 Market Street, Suite 207, Lynn, Massachusetts.

VI. RELATED ENTITIES

11. MSRP Company, Inc. ("MRSP Co.") is a corporation organized under the laws of Massachusetts on October 6, 2021, with a principal place of business located at 5 Cabot Place, Stoughton, Massachusetts. Duperier served as the President and Secretary of MSRP Co., from the time of its formation until November 15, 2022, when he relinquished control of the company to a family member.

12. SMD Traders, Inc. ("SMD Traders") is a corporation organized under the laws of Massachusetts with a principal place of business located at 397 Salem Street, Malden, Massachusetts.

VII. STATEMENT OF FACTS

A. Duperier and Joseph

13. Duperier and Joseph are engaged to be married. Duperier described Joseph to one investor as "his partner in life and in trading."

14. Duperier formed BITWC on September 11, 2019. BITWC purports to be in the business of providing business management, marketing, and multimedia services.

15. According to Duperier, BITWC is in the business of property and project management and has never generated revenue from business management, marketing, or multimedia services.

16. BITWC, in the three years following its formation, has managed no more than four (4) properties. Duperier or Joseph beneficially owned all but one of these properties.

17. Joseph formed Envie on January 10, 2019. Envie purports to be in the business of providing management, marketing, and multimedia services.

B. The Purported Securities Trading Business Venture and Scheme to Defraud Massachusetts Residents

18. Beginning no later than January 2020, Duperier and Joseph approached Massachusetts investors (the "Investors") regarding a purported business opportunity. Specifically, Duperier and Joseph targeted members of the Haitian community in Massachusetts as part of their scheme.

19. Although the specific business opportunity was indistinct and frequently changed from investor to investor, the offer was generally the same: Duperier, or Joseph, needed funds for their business, and in exchange offered 60% annual interest, payable at 5% monthly.

20. Duperier and Joseph raised more than \$5 million from approximately forty (40) investors, including individuals who attended the church where Duperier's father is the Reverend.

21. As early as May 2022, Duperier and Joseph began representing to investors in BITWC and Envie that they: maintained a successful brokerage firm in Stoughton with four full-time employees engaged in daily trading; that Duperier previously worked for JP Morgan Chase & Co. ("JP Morgan") and learned about trading while employed there; and that Duperier received a trading certification in 2018.

22. Neither BITWC, nor Envie, nor Lens Memories has any employees other than Joseph or Duperier.

23. No individual besides Duperier and/or Joseph has access to any of their personal or business brokerage accounts.

24. Neither Duperier nor Joseph has ever been registered in any capacity in the securities industry.

25. Duperier was never an employee required to be registered with the Financial Industry Regulatory Authority ("FINRA") Central Registration Depository ("CRD") with any firm, including JP Morgan.

26. Duperier has never worked at JP Morgan. In fact, Duperier's only prior employment for another person involved managing a cell phone store and electronics retailer.

27. Joseph's only job prior to forming Lens Memories was as a teller at Eagle Bank. Joseph has never worked in the securities industry and the extent of her formal education in finance or related fields is a single collegiate course on the fundamentals of investing. Joseph has sporadically worked towards a degree in Photography and Psychology and Adolescent Development, and is currently taking junior level courses.

28. Joseph testified that she studied day trading at "YouTube University" by watching videos posted by channels purporting to provide training in securities trading.

29. Duperier and Joseph purchased investment training courses from multiple online learning programs, including Tradenet.

30. Duperier and Joseph represented to investors that they had a proven formula and software that they utilized to trade options and stocks consistent with their strategy. They further represented that their strategy produces results even in bear markets.

31. Duperier and Joseph did not have a proven formula or software they utilized to trade options and stocks.

32. Duperier and Joseph engaged in risky day trading of options, focusing on purchasing call or put options with strike dates of less than a week, in companies they had seen in that day's financial news or on social media.

33. Duperier and Joseph represented to investors that investors' principal was guaranteed by the balance of Duperier and Joseph's E*Trade or TradeStation accounts containing millions of dollars.

34. Neither Duperier nor Josephs ever maintained an account with a balance exceeding \$1 million dollars at E*Trade, much less an account containing multiple millions of dollars. The combined balance of all of Duperier and Joseph's accounts at E*Trade likewise never exceeded \$1 million dollars.

35. Neither Duperier nor Josephs ever maintained an account with a balance exceeding \$1 million dollars at TradeStation, much less an account containing multiple millions of dollars. The combined balance of all of Duperier and Joseph's accounts at TradeStation likewise never exceeded \$1 million dollars.

36. Duperier and Joseph solicited investors in their purported investment business venture through the sale of promissory notes, with investments made at various points in time to Duperier, Joseph, BITWC, and Envie.

37. Both Duperier and Joseph signed these promissory notes in their individual capacities. The promissory notes list Duperier as the borrower, making no specific mention to either BITWC or Envie beyond the borrower ID for the note beginning with either BIT or EC.

38. Specifically, one note evidenced an investor's ("Investor One") principal payment of \$50,000 to Duperier in exchange for Duperier's promise to pay the investor "the sum of

\$50,000 with interest from May 26, 2022 to March 26, 2023, on the unpaid principal at the rate of 60% per annum."

39. The promissory notes were generally for a period of one year, with the option to renew indefinitely.

40. The note also stated that, in the event of the incompetency or death of Duperier, Joseph would be responsible to return the unpaid principal of \$50,000 to Investor One from the E*Trade account.

41. Another investor ("Investor Two") provided \$60,000 to Duperier on May 16, 2022. Duperier and Investor Two exchanged multiple text messages about market movements, including QQQ, SPY, AMZN, and the Dow Jones Industrial Index (the "DJII").

42. Duperier discussed specific movements in the price of QQQ, SPY, AMZN, and the DJII that he was watching for prior to making trades on Investor Two's behalf.

43. On May 16, 2022, prior to receiving Investor Two's \$60,000 investment, BITWC's Eastern Bank account ending in 6221 (the "BITWC EB Account") had a balance of approximately \$12,000.

44. BITWC withdrew approximately \$4,000 from a brokerage account to the BITWC EB Account the same day.

45. On May 23, 2022, BITWC transferred \$7,640 from the BITWC EB Account to a brokerage account.

46. BITWC transferred no other funds from the BITWC EB Account to any brokerage account between May 16 and May 24, 2022, inclusive.

47. The BITWC EB Account ended May 24, 2022 with a balance of \$23,025.10.

48. Of the approximately \$37,000 of Investor Two's funds that BITWC used between May 16 and May 24, 2022, inclusive, no more than \$7,640 was transferred to any brokerage account.

49. Three investors invested a combined \$45,000 in July, August, and September 2022.

50. The promissory notes frequently purported to be secured by the balance of an unidentified Tradestation account with a cash value of more than \$7 million on March 26, 2022. No account held in the name of Duperier, Joseph, or any of their companies had a balance exceeding even \$100,000 at any point during the Relevant Time Period.

51. In fact, only one of Duperier's Tradestation accounts was in use at any point in 2022, and that account had no activity between June 4, 2021, and May 6, 2022. Furthermore, none of Joseph's accounts had any activity in the first three months of 2022.

52. The total combined balance of all accounts at Tradestation in the names of Duperier, Joseph, and all of their companies as of October 2022 was less than \$150. Duperier and Joseph did not lose more than \$7 million trading in their Tradestation accounts between March and October 2022,

53. Duperier and Joseph told investors that their investments would fund Duperier's and Joseph's various business ventures, including option trading, and that investors would receive their principal back with interest.

54. When providing testimony to the Division, Duperier and Joseph repeatedly testified that none of Duperier or Joseph's business ventures was ever in the business of investing for profit. Nonetheless, Duperier and Joseph made substantial transfers, more than \$2 million in total, from their business or personal accounts to brokerage accounts at E*Trade and Tradestation.

55. Duperier and Joseph engaged in risky options trading, focusing on options with a strike price within a week of the trade date, and lost substantially all of the funds transferred to brokerage accounts.

56. While Duperier and Joseph sometimes entered into profitable trades, when their trades were aggregated on a monthly basis they usually suffered losses. In some months, they lost more than \$100,000,

57. Investors provided funds to Duperier, Joseph, and BITWC via wire transfers, personal checks, and certified, official, or treasurer checks.

58. Between March 2020 and the date of filing, Joseph and Duperier solicited and received investor funds exceeding \$5 million.

59. Joseph and Duperier used these funds to make interest payments to previous investors, make payments on high interest short-term business loans, refinance existing mortgages and purchase new real estate properties, purchase expensive cars, and pay general personal expenses.

60. On June 4, 2018, Duperier purchased a residential real estate property located at 5 Regina Road, Randolph, Massachusetts for \$560,000, funded with a mortgage from Homebridge Financial Services ("Homebridge"). This home became Duperier and Joseph's personal residence.

61. Respondents made mortgage payments to Homebridge between January 2020 and April 2021 totaling approximately \$52,000.

62. On May 20, 2021, Homebridge assigned this mortgage to Freedom Mortgage Corporation ("Freedom").

63. Respondents made payments to Freedom of approximately \$106,000, primarily utilizing investor funds.
64. On July 29, 2021, Joseph purchased real estate at 1366 Pleasant Street, New Bedford, Massachusetts for consideration of \$320,000, funded by a mortgage from Homebridge.
65. Respondents paid approximately \$12,000 from the BITWC and Envie accounts for renovations to the 1366 Pleasant Street property.
66. On October 6, 2021, Duperier, along with family members and another investor, formed MSRP Co.
67. On October 21, 2021, MSRP Co. obtained two mortgages from Latitude Capital, LLC, secured by the 5 Regina Road property, for a total of \$910,000. MSRP Co. also purchased a real estate property located at 89 Blue Hill Avenue in Milton, Massachusetts for consideration of \$665,000.
68. BITWC and Envie made a total of five (5) payments on these mortgages, one payment each month from December 2021 through April 2022. The payments totaled approximately \$37,000.
69. Further, Respondents made additional payments totaling approximately \$35,000 for renovations to their personal residence at 5 Regina Road.
70. Of the more than \$5 million raised from investors, Duperier and Joseph only transferred approximately \$2.3 million into brokerage accounts. Duperier and Joseph used approximately \$850,000 of the remaining funds to pay credit card bills, expenses related to renovating their personal residence, and mortgage payments on properties acquired or refinanced using investor funds,

71. Respondents used the vast majority of investor funds to pay interest payments due to prior investors, allowing Joseph, Duperier, Envie, and BITWC to continue their scheme without detection.

72. During the Relevant Time Period, Joseph and Duperier's businesses generated minimal revenue of approximately \$250,000,

73. BITWC and Envie's filings with the Massachusetts Corporations Division claim that they are in the business of providing business management, marketing, and multimedia services.

74. At no point did any investor participate in any of Respondent's businesses in any meaningful way. For example, no investor ever assisted with the physical renovation or construction of any property owned by Respondents.

75. Respondents never conducted any due diligence to form a reasonable belief as to whether any investors were accredited.

76. Upon information and belief, many of the investors do not qualify as accredited investors.

C, Duperier and Joseph Received Payroll Protection Program and Other Small Business Administration Loans Through Fraudulent Applications and Used the Funds In Furtherance of Their Scheme

a. SMD Traders Engaged in PPP and SBA Loan Fraud In Furtherance of Duperier and Joseph's Scheme to Defraud Investors

77. Another of Duperier's business entities, SMD Traders, purports to be a wholesale electronics retailer.

78. Between January 1, 2020 and August 26, 2022, inclusive, an Eastern Bank account in the name of SMD Traders had a total of two deposits purporting to be business revenue, both in July 2020, totaling approximately \$51,000.

79. SMD Traders applied for, and received, SBA and PPP loans totaling \$168,825.

80. SMD Traders used the SBA and PPP loans to make transfers to E*Trade accounts held in the name of BITWC, Envie, and Duperier, make payments to investors, and make substantial payments on auto loans.

81. SMD Traders received its first PPP loan for \$17,290 on April 21, 2020. SMD Traders made no payments for payroll in the four (4) months preceding the receipt of this PPP loan and had no account activity at all in 2020 prior to March 9, 2020. Publically available documents for this loan indicate it was solely for payroll expenses.

82. On April 24, 2020, SMD Traders made two (2) payments totaling \$7,000 to two (2) investors, purportedly for payroll expenses. SMD Traders has at no other time paid either of these investors for services rendered.

83. SMD Traders withdrew \$2,000 in cash and paid an American Express credit card bill with the remainder of the funds, overdrafting the account in the process. The SMD Traders' account spent the majority of the next two (2) months overdrawn.

84. SMD Traders received an SBA loan on October 4, 2021, for \$65,100. Duperier transferred approximately \$31,000 to his E*Trade account, withdrew approximately \$13,000 in cash, and paid \$6,000 to an investor.

b, Lens Memories Engaged In PPP and SBA Loan Fraud In Furtherance of Duperier and Joseph's Fraudulent Scheme

85. Another of Joseph's business entities, Lens Memories, Inc., claims to be in the businesses of fashion and wedding photography. Its website indicates that it specializes in photoshoots, video production, and video editing services.

86. Lens Memories, Inc.'s Eastern Bank account received no significant revenue during the Relevant Time Period, and no revenue at all after April 9, 2020.

87. Nonetheless, Lens Memories received PPP and SBA loans of more than \$525,000, including an SBA loan of \$350,000 on June 2, 2021.

88. After Lens Memories received a PPP loan of \$13,540 on April 29, 2020, Joseph transferred more than \$10,000 to her E*Trade account and withdrew nearly \$2,000 in cash, in addition to using funds for other personal expenses. Lens Memories did not pay any payroll expenses with the PPP funds received.

89. On July 28, 2020, Lens Memories received a \$31,800 SBA loan. Lens Memories paid approximately \$17,500 to investors, purportedly as payments of invoices, and transferred approximately \$11,000 to Joseph's E*Trade account.

90. Lens Memories received an additional SBA loan in the amount of \$118,110 on February 4, 2021.

91. Joseph transferred approximately \$31,000 of those funds to her E*Trade account, and transferred approximately \$85,000 to herself, either directly by transferring the funds to other companies she owned, or through cash withdrawals.

92. Out of the \$350,000 in SBA loan funds received on June 2, 2021, Joseph caused Lens Memories to pay more than \$100,000 to investors in BITWC and/or Envie for interest owed on promissory notes, perpetuating their scheme. Furthermore, Joseph caused Lens Memories to transfer more than \$165,000 to Joseph and Duperier or their other companies, and more than \$32,000 to Joseph's E*Trade account.

93. In fact, Respondents acquired SBA and PPP loans totaling \$1,427,269.

94. Investor funds, SBA loans, and PPP loans comprised the substantial majority of the funds in Respondents' bank and brokerage accounts.

95. During the Relevant Time Period, Duperier and Joseph withdrew approximately \$950,000 in cash from their various bank accounts.

96. In furtherance of their scheme to defraud, Duperier and Joseph diverted investor funds to finance their personal lifestyle and purchase multiple real estate properties. They did this with investor funds that never reached brokerage accounts and did not further the interests of their Investors.

D. Duperier and Joseph Used Funds Received From Investors to Make Interest Payments to Previous Investors and Pay Personal Expenses

97. At the start of business March 17, 2021, Envie Corporation's account at Eastern Bank ending in 7792 (the "Envie EB Checking Account") had a starting balance of \$415.24. That same day, the Envie EB Checking Account received deposits of investor funds in the amount of \$120,000.

98. The same investor invested an additional \$20,000 on March 26, 2021, and the Envie EB Checking account received no other deposits in the interim.

99. By the close of business April 7, 2021, the Envie EB Checking account had a closing balance of \$752.10. The only deposit between March 26 and April 7, 2021, was a \$7,192 PPP loan, purportedly to fund payroll expenditures.

100. From March 17 through April 7, 2021, inclusive, Joseph directed Envie to: transfer approximately \$53,000 to brokerage accounts, including approximately \$16,000 initially transferred to an account in Joseph's name at TD Bank; withdraw approximately \$15,000 cash; made interest payments to investors of approximately \$60,000; and paid approximately \$5,000 to short term business lenders. Joseph also used Envie's funds to pay personal expenses, including credit card bills.

E. Duperier and Joseph Engaged In Check Washing Schemes to Obtain Funds to Make Interest Payments to Investors

101. On or about October 14, 2022, BITWC presented a check for \$57,041.01 to their account at HarborOne Bank for deposit. The check purported to be from the International Multiple Sclerosis Management Practice, however the payee field shows signs of alteration.

102. On information and belief, this check was not originally written to BITWC, and Duperier altered the payee field on this check prior to submitting it for deposit, an action known as check washing.

103. On October 17, 2022, BITWC's Harborone account transferred \$50,000 through an external withdrawal.

104. On or about November 1, 2022, BITWC deposited a check purporting to be from Lens Memories Eastern Bank account in the amount of \$27,289.25. Lens Memories Eastern Bank account was closed in June 2022.

105. Duperier, the owner of BITWC, knew that Lens Memories, owned by Joseph, did not have an Eastern Bank account at this time, and the check would eventually not be honored.

106. BITWC deposited a check purporting to be from an Envie Company account at Wells Fargo in the amount of \$58,028.44 the same day. This check was returned for insufficient funds two (2) days later.

107. BITWC transferred \$39,935 through an external withdrawal on November 2. BITWC paid \$16,250 to four investors on November 3.

108. On or about November 3, 2022, BITWC paid \$10,045 by check to Little Hearts Dream Foundation Inc., a charity run by Duperier's sister.

109. On information and belief, Duperier and Joseph submitted washed checks for deposit at other institutions, and used the funds to make interest payments to investors.

F. Duperier and Joseph Used Investor Funds to Purchase Multiple Luxury Cars

110. Duperier and Joseph used investor funds to purchase or make loan payments on multiple recent model year luxury cars, including Tesla Models X and S, a Mercedes Benz S Class, and an Infiniti QX30.

111. Between January 1, 2020 and June 30, 2022, inclusive, Respondents made payments of approximately \$110,000 on automobile purchases and loan payments.

G. Conclusion

112. Contrary to their representations to investors, Respondents have not experienced success options trading. In fact, Duperier and Joseph have lost substantially all of the funds received from investors, regularly experiencing monthly losses of tens of thousands of dollars. When Respondents have seen monthly trading profits, this is reliably bookended by months with substantial losses; far greater losses than their modest gains.

113. Substantially all of the funds used to make interest payments to investors and return principal balances has come from subsequent investments, or funds obtained through other fraudulent means, including SBA loans and PPP loans obtained by companies managed by Duperier or Joseph with little or no business activity.

114. Duperier and Joseph consistently failed to pay Massachusetts investors payments due under the terms of their notes, and they have likewise failed to return Investors' principal investments as of the date of this Complaint.

115. When new investor funds began to diminish and Respondents were unable to make interest payments from such funds, Respondents engaged in other frauds, including SBA

and PPP loan fraud, bank fraud and check washing, in order to advance their scheme to defraud Massachusetts investors out of millions of dollars.

VIII. VIOLATIONS OF LAW

Count I - Violations of M.G.L. c. 110A, § 101(2)

116. Section 101(2) of the Act provides in part:

It is unlawful for any person, in connection with the offer, sale, or purchase of any security, directly or indirectly

[...]

(2) 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 light of the circumstances under which they are made, not misleading[.]

M.G.L. c. 110A, § 101(2).

117. The Enforcement Section re-alleges and incorporates the allegations of fact set forth in Section VII above.

118. The conduct of Respondents Milendophe Duperier, Vanessa Joseph, and BITWC LLC, as described above, constitutes violations of M.G.L. c. 110A, § 101(2).

Count II - Violations of M.G.L. c. 110A, § 101(3)

119. Section 101(3) of the Act provides:

It is unlawful for any person, in connection with the offer, sale, or purchase of any security, directly or indirectly

[...]

(3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

M.G.L. c. 110A, § 101(3).

120. The Enforcement Section re-alleges and incorporates the allegations of fact set forth in Section VII above.

121. The conduct of Respondents Milendophe Duperier, Vanessa Joseph, and BITWC LLC, as described above, as described above, constitutes violations of M.G.L. c. 110A, § 101(3).

Count III- Violation of M.G.L. c. 110A, 301

122. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in the commonwealth unless: --

- (1) the security is registered under this chapter;
- (2) the security or transaction is exempted under section 402; or
- (3) the security is a federal covered security.

123. The Enforcement Section re-alleges and incorporates the allegations of fact set forth in Section VII above.

124. The conduct of Respondents, as described above, constitutes violations of M.G.L. c. 110A, § 301.

Count IV - Violations of M.G.L. c. 110A, 414(g)

125. Section 414 of the Act provides:

[E]very issuer which proposes to offer a security in the [C]ommonwealth through any person acting on an agency basis in the common-law sense shall file with the [S]ecretary, in such form as he by rule prescribes, an irrevocable consent appointing the [S]ecretary or his successor in office to be his attorney to receive service of any lawful process in any non-criminal suit, action, or proceeding against him or his successor, executor, or administrator which arises under [the Act] or any rule or order hereunder after the consent has been filed, with the same force and validity as if served personally on the person filing the consent.

M.G.L. c. 110A, § 414(g).

126. The Enforcement Section re-alleges and incorporates the allegations of fact set forth in Section VII above.

127. The conduct of Respondents Milendophe Duperier, Vanessa Joseph, and BITWC LLC, as described above, constitutes violations of M.G.L. c. 110A, § 414(g).

IX. STATUTORY BASIS FOR RELIEF

Section 407A of the Act provides, in pertinent part:

(a) If the secretary determines, after notice and opportunity for hearing, that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of this chapter or any rule or order issued thereunder, he may order such person to cease and desist from such unlawful act or practice and may take such affirmative action, including the imposition of an administrative fine, the issuance of an order for an accounting, disgorgement or rescission or any other such relief as in his judgment may be necessary to carry out the purposes of [the Act]...

(b) If the secretary makes written findings of fact that the public interest will be irreparably harmed by delay in issuing an order under subsection (a), the secretary may issue a temporary cease and desist order

M.G.L. c. 110A, § 407A.

Respondents, directly and indirectly, engaged in the acts, practices, and courses of business set forth in the Complaint above, and it is the Division's belief that Respondents will continue to engage in acts and practices similar in subject and purpose, which constitute violations, if not ordered to cease and desist.

X. PUBLIC INTEREST

For any and all of the reasons set forth above, it is in the public interest and will protect Massachusetts investors for the Director to enter an order finding that such "action is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of this chapter [M.G.L. c. 110A]."

XI. RELIEF REQUESTED

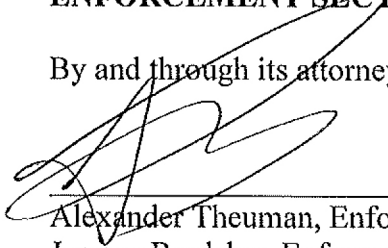
The Enforcement Section of the Division requests that an order be entered:

- A. Finding as fact all allegations set forth in Section VII of the Complaint;
- B. Finding that all of the sanctions and remedies detailed herein are in the public interest and necessary for the protection of Massachusetts investors;
- C. Requiring Respondents to permanently cease and desist from further conduct in violation of the Act and Regulations;
- D. Censuring Respondents;
- E. Permanently barring Respondent Milendophe Duperier from registering in Massachusetts as, associating with, or acting as a(n) broker-dealer, broker-dealer agent, investment adviser, investment adviser representative, Securities and Exchange Commission-registered investment adviser, an investment adviser exempted from registration, a person relying on an exclusion from the definition of investment adviser in any capacity, issuer, issuer agent, or as a partner, officer, director, or control person of any of the foregoing;
- F. Permanently barring Respondents Vanessa Joseph from registering in Massachusetts as, associating with, or acting as a(n) broker-dealer, broker-dealer agent, investment adviser, investment adviser representative, Securities and Exchange Commission-registered investment adviser, an investment adviser exempted from registration, a person relying on an exclusion from the definition of investment adviser in any capacity, issuer, issuer agent, or as a partner, officer, director, or control person of any of the foregoing;

- G. Permanently barring Respondents from offering or selling securities from or within Massachusetts;
- H. Requiring Respondents to provide a verified accounting of all proceeds which were received as a result of the alleged wrongdoing;
- I. Requiring Respondents to pay restitution to compensate investors for all losses attributable to the alleged wrongdoing;
- J. Requiring Respondents to disgorge all profits and direct or indirect compensation and remuneration received by Respondents in connection with the alleged wrongdoing;
- K. Imposing administrative fines on Respondents in such amount and upon such terms and conditions as the Director or Presiding Officer may determine; and
- L. Taking any such further actions which may be necessary or appropriate in the public interest for the protection of Massachusetts investors.

**MASSACHUSETTS SECURITIES DIVISION
ENFORCEMENT SECTION**

By and through its attorneys,



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Dated: December 19, 2022