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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING
Whether there has been a violation of the
Securities Act of Washington by:

Moghis Uddin Mohammad (CRD # 4912020),
Joshua Michael Label (CRD # 5032599), Vita
Intellectus, LLC (CRD # 159164), Bryton Shaun
Stephens (CRD # 5957183), and Vita Intellectus
Institutional, Inc. (CRD # 306427),

Respondents.

Order No.: S-19-2806-24-CO01

CONSENT ORDER AS TO JOSHUA MICHAEL
LABEL, VITA INTELLECTUS, LLC, AND VITA
INTELLECTUS INSTITUTIONAL, INC.

THE STATE OF WASHINGTON TO:

Joshua Michael Label (CRD # 5032599)
Vita Intellectus, LLC (CRD # 159164)
Vita Intellectus Institutional, Inc. (CRD # 306427)

INTRODUCTION

On March 23, 2022, the Securities Administrator of the State of Washington issued Statement of Charges and Notice of Intent to Enter an Order to Cease and Desist, Deny Future Registrations, Impose Fines, and Charge Costs, Order No. S-19-2806-21-SC01 (“Statement of Charges”) against Moghis Uddin Mohammad (CRD # 4912020), Joshua Michael Label (CRD # 5032599), Vita Intellectus, LLC (CRD # 159164), Bryton Shaun Stephens (CRD # 5957183), and Vita Intellectus Institutional, Inc. (CRD # 306427). Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division and Joshua Michael Label, Vita Intellectus, LLC, and Vita Intellectus Institutional, Inc. (collectively, “Respondents”) do hereby enter into this Consent Order in settlement of the matters set forth in the Statement of Charges and as alleged below. Respondents neither admit nor deny the Findings of Fact and Conclusions of Law as stated below.

FINDINGS OF FACT

Respondents

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2 1. Joshua “Josh” Michael Label (CRD # 5032599) (“Label”) is a resident of Bothell,
3 Washington. Label was the president, chief compliance officer, and minority owner of Vita Intellectus,
4 LLC. Label was registered as an investment adviser representative for multiple firms between
5 approximately November 2005 and April 2020.

6 2. Vita Intellectus, LLC (CRD # 159164) (“Vita Intellectus”) was a Washington entity formed
7 on October 14, 2011. Formerly known as ULT Wealth Advisors, it changed its name to Vita Intellectus in
8 approximately January 2017. At various times since its formation, Vita Intellectus has been registered as an
9 investment adviser with the Securities Division and the Securities and Exchange Commission (“SEC”). It
10 was administratively dissolved by the Washington Secretary of State on March 3, 2021.

11 3. Vita Intellectus Institutional, Inc. (CRD # 306427) (“Vita Intellectus Institutional”) was a
12 Washington entity formed on October 3, 2019. Vita Intellectus Institutional applied for registration as an
13 investment adviser with the Securities Division in approximately March 2020. It was administratively
14 dissolved by the Washington Secretary of State on March 3, 2021.

15 4. Hereinafter, the term “Vita Respondents” shall refer to Respondents Label and Vita
16 Intellectus, and the term “VI Institutional Respondents” shall refer to Respondents Label and Vita
17 Intellectus Institutional.

Related Party

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19 5. Moghis “Maurice” Uddin Mohammad (CRD # 4912020) (“Uddin”) is a resident of Redmond,
20 Washington. Uddin was a managing member and majority owner of Vita Intellectus. Uddin was registered
21 as an investment advisor representative for multiple firms between approximately February 2005 and March
22 2020.

Nature of the Conduct

1 6. The Vita Respondents provided portfolio management and asset advice services to a mostly
2 Washington-based clientele. In the latter half of 2018, their client list ranged between approximately 130
3 and 145 clients. Clients ranged the spectrum of investment objectives and financial needs, from early-career
4 investors intending to grow their assets to retirees relying on their portfolio to cover their living expenses
5 or to pass on wealth to their children.

6 7. Uddin and Label structured their firm so that Label was primarily responsible for client-facing
7 and compliance functions and Uddin was primarily responsible for managing and executing trades in
8 clients' portfolios.

9 8. Label would meet with clients to assess their financial objectives and risk tolerance, which
10 could be assessed over multiple meetings. Label would walk clients through the firm's investment strategy
11 for client accounts. Label told clients that their funds would be in three "buckets." Most commonly, Label
12 stated that the buckets were segregated between cash or cash equivalents, bonds, and stocks. For at least
13 one client, however, these buckets were segregated between low-risk, medium-risk, and high-risk
14 investments.

15 9. Label told clients that funds would be moved between buckets to take advantage of market
16 opportunities, and that market downturns would see more funds moved into the cash bucket. Label gave
17 clients various figures for the amount of their assets that were in cash or cash equivalents.

18 10. Label discussed with some clients from the start of their client relationship the potential for
19 their assets to be traded using a "high frequency trading" (HFT) strategy. While HFT strategies are generally
20 understood to involve close to split-second executions by computer programs to achieve gains or limit
21 losses, here the HFT strategy, which was also referred to as a "high volume trading" strategy, involved
22 Uddin manually reviewing market trends and deciding to buy and sell blocks of securities during the same
23 trading day. The gains and/or losses would then be allocated across clients' accounts.

1 11. Label did not discuss HFT with other clients, and these clients were told that the assets
2 allocated for equity purchases were invested for long-term gains, with some variability for current market
3 conditions.

4 12. Label provided all Vita Intellectus clients with a brochure (“ADV Brochure”). The Vita
5 Respondents were required to provide the ADV Brochure as part of the firm’s registration requirements
6 under state and federal law. An ADV Brochure is the primary way an investment adviser discloses key
7 information about the firm to prospective and continuing clients. This brochure requirement is intended to
8 allow investors to access clear and understandable information about the firm’s investment strategies,
9 conflicts of interest, and the background of the firm and its personnel.

10 13. In its ADV Brochure, the Vita Respondents disclosed three services they provided: a
11 Comprehensive Wealth Advisory Service, a Private Client Group service, and an Asset Management
12 service. The Vita Respondents described their Comprehensive Wealth Advisory Service as follows:

13 Our Comprehensive Wealth Advisory Service encompasses asset management as well as
14 providing financial planning/financial consulting to clients for a single advisory fee. It is
15 designed to assist clients in meeting their financial goals through the use of financial
16 investments. We conduct at least one, but sometimes more than one meeting (in person if
17 possible, otherwise via telephone conference) with clients in order to understand their current
18 financial situation, existing resources, financial goals, and tolerance for risk. Based on what we
19 learn, we propose an investment approach to the client. We may propose an investment
20 portfolio, consisting of exchange traded funds, mutual funds, individual stocks or bonds, or
other securities. Upon the client's agreement to the proposed investment plan, we work with the
client to establish or transfer investment accounts so that we can manage the client's portfolio.
Once the relevant accounts are under our management, we review such accounts on a regular
basis and at least quarterly. We may periodically rebalance or adjust client accounts under our
management. If the client experiences any significant changes to his/her financial or personal
circumstances, the client must notify us so that we can consider such information in managing
the client's investments.

21 14. The Vita Respondents disclosed that their Private Client Group service was offered to
22 “qualified clients.” For this service, qualified clients would be offered the Vita Respondents’
23 Comprehensive Wealth Advisory Service as described above and charged an additional performance fee

1 for it. A qualified client is a defined term under federal and state regulations that requires the client to, at
2 the time of the relevant conduct, have at least \$1 million in assets under management with the investment
3 adviser or have a net worth of at least \$2 million, not including the value of the client's primary residence.

4 15. The Vita Respondents described their Asset Management Service as follows:

5 As part of our Asset Management service, a portfolio is created, consisting of individual stocks,
6 bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private
7 securities or investments. The client's individual investment strategy is tailored to their specific
8 needs and may include some or all of the previously mentioned securities. Portfolios will be
9 designed to meet a particular investment goal, determined to be suitable to the client's
circumstances. Once the appropriate portfolio has been determined, portfolios are continuously
and regularly monitored, and if necessary, rebalanced based upon the client's individual needs,
stated goals and objectives. Assets are managed by our firm on a discretionary or non-
discretionary basis, as indicated in the signed client agreement.

10 16. The Vita Respondents disclosed a number of investment strategies that they could engage in,
11 "provided that such strategies are appropriate to the needs of the client and consistent with the client's
12 investment objectives, risk tolerance, and time horizons, among other considerations." As disclosed by the
13 Vita Respondents, these strategies were: Long-Term Purchases: (Securities Held At Least a Year); Short-
14 Term Purchases; Trading; High Frequency Trading (HFT); Short Sales; Margin Transactions; and Option
15 Writing. These strategies varied in risk and would require the Vita Respondents to analyze which ones were
16 in their clients' best interests.

17 17. The Vita Respondents specifically disclosed the following for their use of HFT:

18 We utilize HFT for our Private Client Group. High frequency trading is characterized by a high
19 number of orders and transactions, and a low average profit per trade. Typical position holding
20 periods for HFT strategies range from a few seconds to a few hours. In most cases, positions
21 are not held overnight. Identifying and capitalizing on temporary market inefficiencies, HFT
22 relies on highly sophisticated technology infrastructures and massive amounts of intra-day
market data. Although HFT can be applied to any sufficiently liquid electronically-traded
financial instrument, most active HFT strategies currently operate in equity foreign exchange
and derivatives markets.

23 We maintain up to 25% of the clients' holdings as a satellite portfolio for short term market
swings depending on market conditions. Frequency of trading could range from intraday, to

1 daily, to weekly, up to a month for holding times depending on market conditions. These
2 strategies are deployed in highly volatile positions to try to capture the spreads and opportunities
available in the high volatile positions.

3 18. Until approximately September 2018, a larger number of accounts were traded by the Vita
4 Respondents in a long-term holding strategy consistent with the strategies outlined in client meetings and
5 the disclosures made in the ADV Brochure.

6 **Change of Custodians**

7 19. Until September 2018, client accounts traded by the Vita Respondents were held at
8 Custodian #1, a large multinational financial services firm. At Custodian #1, a client account had to hold
9 at least \$110,000 in investable assets before the Vita Respondents traded it in a HFT strategy.

10 20. In approximately May 2018, Custodian #1 detected unusual trading activity in accounts
11 managed by the Vita Respondents. Specifically, Custodian #1 suspected that positive trades were being
12 intentionally allocated to favored client accounts, a concept known as “cherry-picking.” Cherry-picking is
13 a violation of state and federal securities laws and inconsistent with an investment adviser’s fiduciary duty
14 to its clients.

15 21. Custodian #1 questioned the Vita Respondents about their allocation practices and found
16 that the Vita Respondents could not adequately explain their conduct. In approximately August 2018,
17 Custodian #1 told the Vita Respondents that it was terminating their access to its investment management
18 platform and that they would lose access in November 2018.

19 22. While the Vita Respondents had previously explored the use of other account custodians,
20 they were forced into using another custodian by Custodian #1’s decision to terminate their investment
21 management privileges. The day they received the termination notice from Custodian #1, the Vita
22 Respondents began to advertise to their clients their decision to use Custodian #2, a smaller financial
23 services firm, as Vita Intellectus’ account custodian going forward.

1 23. The Vita Respondents did not disclose to clients that Custodian #1 had terminated their use
2 of its investment management platform. Instead, in an email to their clients, the Vita Respondents stated
3 that their departure from Custodian #1 was based on “mutual agreement” with Custodian #1 and told their
4 clients in promotional material and in client meetings that they chose to move to Custodian #2 because of
5 a list of purported benefits that distinguished Custodian #2 from Custodian #1. This deprived their clients
6 of key information about whether to continue their client relationship with the Vita Respondents, and
7 deprived future clients of material information in deciding whether to use the Vita Respondents’
8 investment advisory services.

9 24. Using Custodian #2, the Vita Respondents were now able to trade a broader range of client
10 assets with the HFT strategy.

11 **Use of HFT Trading, Leveraged ETFs, and Account Losses**

12 25. The Vita Respondents did not analyze whether the HFT strategy, in general or trading any
13 specific percentage of their assets, was in the best interests of their clients. They failed to disclose to many
14 clients that they began to trade their assets using an HFT strategy. They also failed to disclose that they
15 did not differentiate clients’ trading strategies based on their risk objectives, instead considering other
16 assets, such as rental properties, as bringing down the client’s overall investment risk. Indeed, the Vita
17 Respondents traded most of their client’s assets in the same manner, despite their disclosures that a
18 client’s “individual investment strategy is tailored to their specific needs.”

19 26. For those clients with which they did discuss trading their accounts according to a HFT
20 strategy, the Vita Respondents did not disclose the specific risks of HFT strategies, including increased
21 trading fees, increased exposure to losses, and the reliance of the strategy on market timing.

22 27. These actions and omissions made the Vita Respondents’ ADV Brochure, as delivered to
23 their clients, misleading.

1 28. Additionally, the Vita Respondents’ traded client assets in this riskier strategy despite
2 clients’ specific statements and risk profiles to the contrary. For example, Client #1, who was 60+ at the
3 time, had recently lost her job, had trouble finding new employment, and previously emailed Label that
4 she wanted an “income-generating and conservative approach” for her investments. The majority of
5 Client #1’s assets were in her tradable accounts managed by the Vita Respondents, and in 2018 she
6 reported only \$9,600 in income. Client #2, a retired couple who had worked as government employees
7 and also had the majority of their assets in tradeable accounts managed by the Vita Respondents,
8 repeatedly expressed their misgivings with the HFT trading strategy, and, in the months before they ended
9 their client relationship with the Vita Respondents, told them to cease “day trading” in their accounts. The
10 Vita Respondents ignored these concerns and explicit directives.

11 29. The Vita Respondents’ clients who were traded in this strategy immediately began to see
12 losses after the Vita Respondents began to trade their assets on Custodian #2’s platform.

13 30. These losses were a result of the Vita Respondents’ HFT strategy, as well their decision to
14 hold certain riskier financial products, known as leveraged ETFs, in clients’ accounts. Leveraged ETFs
15 are a type of exchange-traded fund that magnify the gains or losses of the index to which the fund is tied.
16 For example, one of the leveraged ETFs in which the Vita Respondents commonly invested, the
17 “Direxion Daily Small Cap Bull 3X ETF,” was tied to the performance of the Russell 2000 Index, which
18 tracked the performance of the 2000 stocks with the smallest market capitalization on the Russell 3000
19 Index. As a 3X ETF, it exposes investors to 300% positive or negative return on the benchmark index for
20 a single day. At the end of a trading day, the ETF rebalances, meaning that the fund manager modifies the
21 holdings of the ETF to keep it consistent with its objective of maintaining this 300% exposure. This
22 means that holding the leveraged ETF for multiple trading days decouples the investor’s exposure from
23

1 that of the fund, giving them potentially much more or much less exposure depending on the movement
2 of the market.

3 31. These risks were disclosed by the ETF's prospectus at the time, which included statements
4 such as:

5 The Direxion Daily Small Cap Bull 3X Shares (the "Fund") seeks daily leveraged investment
6 results and is very different from most other exchange-traded funds. As a result, the Fund may
7 be riskier than alternatives that do not use leverage because the Fund's objective is to magnify
8 the daily performance of the Russell 2000® Index (the "Index"). This means that the return of
9 the Fund for a period longer than a trading day will be the result of each trading day's
10 compounded return over the period, which will very likely differ from 300% of the return of
11 the Index for that period. As a consequence, longer holding periods, higher volatility of the
12 Index and greater leverage increase the impact of compounding on an investor's returns. During
13 periods of higher Index volatility, the volatility of the Index may affect the Fund's return as
14 much as, or more than, the return of the Index. Further, the return for investors that invest for
15 periods less than a trading day will not be 300% of the performance of the Index for the trading
16 day.

17 32. Similar disclosures were made in the prospectuses of other ETFs traded by the Vita
18 Respondents, and a longstanding investor alert jointly issued by the SEC and the Financial Industry
19 Regulatory Authority explains the risks of these products, including that, "because leveraged and inverse
20 ETFs reset each day, their performance can quickly diverge from the performance of the underlying index
21 or benchmark. In other words, it is possible that you could suffer significant losses even if the long-term
22 performance of the index showed a gain."

23 33. Despite the fund sponsors' disclosures and regulatory risk alerts, the Vita Respondents
consistently held these types of products in their clients' accounts for much longer than a single trading
day. Additionally, the Vita Respondents did not disclose to their clients the role of leveraged ETFs in their
investment strategies, the manner in which they were used, and the resulting risks that were involved. The
Vita Respondents also did not disclose to clients that they were holding leveraged ETFs for weeks at a
time, and furthermore, that this was inconsistent with the client's risk profile.

1 34. For example, at the end of November 2018, the Vita Respondents had invested 53.8% of
2 Client #1's remaining tradeable assets in leveraged ETFs, including 607 shares in the Direxion Daily
3 Small Cap Bull 3X ETF. These 607 shares were worth \$36,665.90, which at this point already constituted
4 a \$22,148.36 unrealized loss for Client #1 in that position. The Vita Respondents then purchased 210
5 shares of the ETF on December 3, 2018, sold 317 shares the same day, purchased 534 shares on
6 December 4, 2018, and held all of those shares until December 21, 2018, when they sold 934 shares for a
7 realized loss of \$45,368.57. Similar activity occurred with other leveraged ETFs in Client #1's account,
8 and that, combined with the HFT strategy, resulted in a \$245,883.74 realized loss for Client #1 that
9 month, adding to the trading losses Client #1 had already sustained because of the Vita Respondents'
10 trading activity during this time period.

11 35. The above trading decisions came after the Vita Respondents had already incurred
12 substantial realized and unrealized losses in client accounts by the end of October 2018. For example,
13 Client #1 had seen account losses in October 2018 in the amount of \$165,130.46, or approximately
14 22.35% of her accounts' value.

15 36. Between September and December 2018, because of the Vita Respondents' trading
16 decisions and management fees, Client #1 sustained \$383,021.12 in realized losses, or about 49.93% of
17 her assets in the accounts that the Vita Respondents managed. Other clients lost substantial proportions of
18 their assets due to Vita Respondents' trading decisions and fees. Client #2 realized losses of \$268,109.70,
19 or about 35.95%, in their accounts, and Client #3, also a retired couple and around their 70s, realized
20 losses of approximately \$555,084.36, or about 34.2% of their account value. Client #4, one retired and
21 one still working, realized losses of approximately \$711,195.69, or about 42.45% of their account assets
22 managed by the Vita Respondents, during this four-month period.

Lulling and Deflective Conduct

1 37. As clients began to complain about their account losses during this period, the Vita
2 Respondents deflected attention away from its trading strategy onto political and macroeconomic events.
3 In meetings, Label told clients that the losses were the result of market reactions to statements made by
4 the Federal Reserve chair or the U.S. president at the time. The Vita Respondents reinforced this view by
5 sending an email to their client list with the same talking points. This email, dated December 7, 2018,
6 stated:

7 Markets are dealing with a tremendous amount of cross currents, news and important
8 headlines. Tariffs, Interest rates, and Brexit's. As discussed in an earlier note the U.S.
9 economy is in pretty good shape, however, there is a lack of clarity coming from multiple
10 sources. Furthermore, the headlines, statements, communications and tweets coming out
11 of the White House for the last 10-12 weeks regarding China and the Trade War have
12 disrupted people's confidence in what to believe. This temporary state of confusion is
13 making people feel like they are walking on eggshells, however, we believe there will not
14 be a full-blown Trade War, and a more diplomatic solution will be reached.

15 38. This email also furthered the Vita Respondents' misrepresentations that they were trading
16 client accounts according to the three-bucket strategy they had discussed with clients, instead of the HFT
17 strategy in which they were now trading most client accounts:

18 We believe it is our job to lead you through all situations and be your guiding light when it is
19 most needed. This situation will be similar in nature to all challenges it will pass and calm,
20 disciplined investors will prevail. When market corrections happen like this sometimes, they
21 last longer and have short term severe price movements. At first it feels bad, and can be scary.
22 Later on, the discipline to invest in bad time pays off in the form of investment gains. We
23 completely understand it is more enjoyable when markets work in our favor, however, we must
also know that occasionally markets show their ugly face. It is in the ugly times, we lay the
foundation for future success. This is precisely why we have our needs-based philosophy (three
buckets).

39. The Vita Respondents omitted and failed to take responsibility for their trading strategy as the
cause of their clients' losses. While market indices were down during this period of time, the Vita
Respondents magnified their clients' losses by engaging in high-risk trading behavior. For example, the
Dow Jones Industrial Average was down about 9.98% in this four-month period, the S&P 500 was down

1 about 13.34%, and the NASDAQ Composite Index was down by about 17.96%. Even using the most
2 negative index, these trading decisions caused losses for their clients substantially above that of the index.

3 40. By telling clients that their losses were due to political and macroeconomic forces rather than
4 their own trading decisions, the Vita Respondents deprived their clients of key information regarding the
5 client relationship, also breaching their fiduciary duty to their clients. The information clients were deprived
6 of included the performance of the Vita Respondents' trading strategy, as well as the risk to which the Vita
7 Respondents had exposed client accounts.

8 **Vita Intellectus Institutional**

9 41. For the clients that remained, the Respondents provided various reasons over the next year for
10 their account losses, and multiple clients instituted private litigation against the Respondents and Custodians
11 #1 and #2.

12 42. In approximately February 2020, Custodian #2 terminated the Vita Respondents' access to its
13 platform, depriving them of the ability to directly manage client accounts. In this same time period, Uddin
14 and Label decided to close Vita Intellectus. Label, however, was not yet finished trying to manage clients'
15 money, and helped transition clients over to Vita Intellectus Institutional.

16 43. Label was the chief executive officer of Vita Intellectus Institutional. The firm applied to the
17 Securities Division to register as a state-level investment adviser.

18 44. Unlike Vita Intellectus, Vita Intellectus Institutional did not directly trade client accounts, but
19 instead recommended trades for clients. Clients would then execute these trades on their own. Similar to
20 Respondent Vita Intellectus' move between Custodians #1 and #2, the VI Institutional Respondents failed
21 to disclose to clients that they were barred from using two investment management platforms. The VI
22 Institutional Respondents instead communicated with clients in a dishonest and misleading manner.

23 45. In an email sent to clients by the VI Institutional Respondents, they stated:

1 Thank you for taking the time to read this letter. At Vita Intellectus we have always strived to
2 be at the forefront of change. The industry and been moving towards open architecture Wealth
3 Advisory or true holistic wealth advisory. What this means is a true and complete look at your
4 assets beyond your investments accounts. With this in mind we are going to be shifting away
5 from direct asset management and do business in an exciting and comprehensive way, with our
6 fee only Wealth Advisory. We have determined with the recent market liquidity issues and
7 other reason we are discontinuing direct asset management. Starting on March 1st we will no
8 longer have [Custodian #2] as our Custodian, you are welcome and encouraged to stay with
9 [Custodian #2] if you want, or open an account with any custodian you choose and we would
10 be happy to assist with the transfers.

11 What this means is we are decoupling from the traditional model. We will be conducting
12 business through Vita Intellectus Institutional, doing business as VI Institutional, an affiliated
13 advisor, going forward.

14 We will continue to provide advice on all your assets, which goes well beyond your investment
15 accounts! We want to have a fee only relationship with clients and the ability to have clients
16 keep their funds, accounts, resources, wherever they feel comfortable. We will continue to
17 provide holistic advice as many of you have experienced, from business to real estate,
18 investment accounts, and goal oriented advisory solutions focused on bringing simplicity to the
19 complexities of your life. This allows our advisors to continue to provide objective advice and
20 solutions for you which we believe is always best! The key difference is we will not be
21 managing the funds on a day to day basis, however, we will be monitoring and providing
22 guidance. In order for us to change the investments moving forward we will login with you and
23 walk you through any changes that need to be made. There will be a few additional steps
required however; we believe this will be well worth it in the long run.

46. Relatedly, the ADV Brochure the VI Institutional Respondents filed did not disclose that
Label could not directly manage accounts on these platforms, even though this was material information
for clients to know when determining whether to use their services.

47. Although its state registration had not been approved, the VI Institutional Respondents
continued to act as an investment adviser and investment adviser representatives to their clients. They
executed contracts with clients to provide investment management advice, continued to charge and collect
fees for their services, and held themselves out as investment advisers or investment adviser
representatives to the public through their website and other communication channels. They also
continued to state that they were registered in Washington.

1 IT IS FURTHER AGREED AND ORDERED that Respondents Label and Vita Intellectus, along
2 with Uddin, shall be jointly and severally liable for and shall pay a fine of \$720,000.00. Uddin is ordered
3 to pay the fine as part of Consent Order S-19-2806-24-CO03. In light of Respondent Label's filing for
4 bankruptcy, it is agreed that the Division shall not seek to collect any amount of the fine owed by
5 Respondent Label while he is under the protection of Chapter 13 of the U.S. Bankruptcy Code and after
6 discharge if that discharge occurs under 11 U.S.C § 1322(a). In the event that Respondent Label is no longer
7 protected by Chapter 13 of the U.S. Bankruptcy Code and does not receive a discharge under 11 U.S.C §
8 1322(a), he will pay to the Division a fine of \$1,000 per month for 24 months, payable in three-month
9 increments, the satisfaction of which shall eliminate the remainder of his liability for the fine.

10 IT IS FURTHER AGREED AND ORDERED that Respondent Vita Intellectus Institutional, along
11 with Bryton Shaun Stephens, shall be jointly and severally liable for and shall pay a fine of \$20,000.00.
12 Bryton Shaun Stephens is ordered to pay the fine as part of Consent Order S-19-2806-24-CO02. It is
13 determined that the fine for Respondent Vita Intellectus Institutional shall be suspended contingent upon
14 Stephens' compliance with Consent Order S-19-2806-24-CO02. In the event that Stephens fails to comply
15 with the terms and provisions of Consent Order S-19-2806-24-CO02, in addition to any other remedy
16 available, the fine shall be immediately due and payable.

17 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

18 IT IS FURTHER AGREED that Respondents enter into this Consent Order freely and voluntarily and
19 with a full understanding of its terms and significance.

20 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents waive their right to
21 a hearing and to judicial review of this matter pursuant to RCW 21.20.440 and Chapter 34.05 RCW.
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23 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**

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Signed this 2nd day of August, 2024.

Signed by:

Signed by:

/s/
Joshua Michael Label (CRD # 5032599),
Individually

/s/
Vita Intellectus, LLC (CRD # 159164)
Joshua Michael Label

Signed by:

/s/
Vita Intellectus Institutional, Inc. (CRD # 306427)
Joshua Michael Label

Approved as to form by:

/s/
Douglas W. Hyman, Attorney for the Respondents
Illinois Bar # 6229471

Signed and Entered this 26th day of August, 2024.



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_____/s/_____
William M. Beatty
Securities Administrator

Approved by:

Presented by:

_____/s/_____
Brian J. Guerard
Chief of Enforcement

_____/s/_____
Brett Werenski
Financial Legal Examiner

Reviewed by:

_____/s/_____
Holly Mack-Kretzler
Financial Legal Examiner Supervisor