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MELISSA TYROCH
MEMBER

IN THE MATTER OF §
NEUMACRO INVESTMENTS, LLC; PRIME §
LIQUIDATORS; MICHAEL RAY ABRI AND §
CHRISTOPHER KOOZEKANANI §

Order No. ENF-20-CDO-1830

NeuMacro Investments, LLC

Service by certified mail, return receipt requested, addressed to (1) its registered agent, principal, and sole owner, Michael Ray Abri, at 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.

Prime Liquidators

Service by certified mail, return receipt requested, addressed to (1) its registered agent and principal, Michael Ray Abri, at 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.

Michael Ray Abri

Service by certified mail, return receipt requested, addressed to 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.

Christopher Koozekanani

Service by certified mail, return receipt requested, addressed to 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas (the "Securities Commissioner") of an EMERGENCY CEASE AND

DESIST ORDER pursuant to Section 23-2 of The Securities Act, Tex. Rev. Civ. Stat. Ann. arts. 581-1-581-45 (the "**Securities Act**").

The Enforcement Division of the Texas State Securities Board (the "**Enforcement Division**") has presented evidence sufficient for the Securities Commissioner to find:

FINDINGS OF FACT

1. NeuMacro Investments, LLC ("**Respondent NeuMacro**"), can be served by certified mail, return receipt requested, addressed to (1) its registered agent, principal and sole owner, Michael Ray Abri, at 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.
2. Prime Liquidators ("**Respondent Prime Liquidators**"), can be served by certified mail, return receipt requested, addressed to (1) 221 Dalmatian Lane, Las Vegas, NV 89107, (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.
3. Michael Ray Abri ("**Respondent Abri**") can be served by certified mail, return receipt requested, addressed to (1) 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.
4. Christopher Koozekanani ("**Respondent Koozekanani**") can be served by certified mail, return receipt requested, addressed to (1) 221 Dalmatian Lane, Las Vegas, NV 89107; (2) 7624 Tecoma Circle, Austin, TX 78735; (3) 3607 S. Lamar Blvd., Apt. 1633, Austin, TX 78704; (4) 103 Aria Ridge, Austin, TX 78738; (5) 6636 W. William Cannon Dr., #1518, Austin, TX 78735; and (6) 3571 Far West Blvd, #50, Austin, TX 78731.

RESPONDENT KOOZEKANANI'S PRIOR INVESTMENT SCHEMES

5. Beginning as early as 2016, Respondent Koozekanani perpetrated various investment schemes.
6. In furtherance of several prior investment schemes, Respondent Koozekanani offered and sold investments in cryptocurrency and foreign currency trading programs.

7. Respondent Koozekanani failed to fulfill his obligations to prior investors and/or prior investors lost principal in the schemes.

RESPONDENT KOOZEKANANI AND THE PRIOR UNPAID LOAN FROM A CLIENT

8. Respondent Koozekanani previously secured a personal loan from an investor, claiming he would use the principal to pay for expenses related to his home.
9. Respondent Koozekanani failed to repay the loan and the debt is currently outstanding.

THE CURRENT PUBLIC SOLICITATIONS

10. Respondents NeuMacro, Prime Liquidators and Koozekanani are now publishing advertisements in the financial services section of Craigslist targeting residents of Austin, Texas.
11. Respondents NeuMacro, Prime Liquidators and Koozekanani are using the advertisements to solicit "secured investment[s]" issued by Respondent Prime Liquidators.

THE PURPORTED BUSINESS OF RESPONDENT PRIME LIQUIDATORS

12. Respondent NeuMacro is purportedly serving as the parent company of Respondent Prime Liquidators, a liquidation store-based business in Austin, Texas.
13. As part of its liquidation store-based business, Respondent Prime Liquidators is purportedly purchasing higher-end products, such as expensive handmade imported rugs, home furnishings, household items, and bedding.
14. Respondents NeuMacro, Prime Liquidators and Koozekanani are representing Respondent Prime Liquidators has already acquired around \$1 million in inventory.
15. Respondents NeuMacro, Prime Liquidators and Koozekanani are also representing Respondent Prime Liquidators will profit by later selling these goods at below-market prices through an online Amazon Store.

MANAGEMENT OF RESPONDENT NEUMACRO

16. Respondent Abri is the principal of Respondents NeuMacro and Prime Liquidators and is purportedly responsible for all business operations of Respondent Prime Liquidators.
17. Respondent Koozekanani is responsible for managing the Amazon store in part by analyzing retail trends and using these retail trends as a basis for populating the store with specific inventory.

18. Respondent Koozekanani will also be responsible for managing the shipping business and tracking inventory.

THE TERMS OF THE GENERAL PARTNERSHIP INTERESTS

19. Respondents are offering general partnership interests issued by Respondent Prime Liquidators to Texans responding to the advertisements.
20. Investors can purchase a 1% interest in Respondent Prime Liquidators for \$2,000.
21. Money tendered by investors will purportedly be used to pay for business launch costs, such as moving inventory to Austin and business operation fees, and to pay for an online targeted marketing campaign.
22. Respondents are claiming Respondents Prime Liquidators and Abri thereafter pay a percentage of monthly profits, less expenses, to investors.
23. Respondents NeuMacro, Prime Liquidators, and Koozekanani are representing investors will likely receive a return of their entire principal investment after four months and thereafter receive payment of residual profits.

LIABILITIES AND CONTROL

24. Although investors are purchasing general partnership interests, they remain passive and have no duties or responsibilities. Instead, they are reliant on Respondents to successfully manage the business and generate profits.
25. Although investors are purchasing general partnership interests, they are not personally liable for any actions Respondent Prime Liquidators takes in the course of its business operations. Instead, Respondent Abri assumes all liability for anything related to business operations.

REGISTRATION VIOLATIONS

26. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
27. The general partnership interests issued by Respondent Prime Liquidators have not been registered by qualification, notification, or coordination, and no permit has been granted for their sale in Texas.

FRAUD AND THE CONCEALMENT
OF INFORMATION RELATING TO THE PARTIES

28. In connection with the offer of general partnership interests issued by Respondent Prime Liquidators, Respondents NeuMacro, Prime Liquidators, and Abri are intentionally failing to disclose their business repute, qualifications and experience, and this information constitutes a material fact.
29. In connection with the offer of general partnership interests issued by Respondent Prime Liquidators, Respondents NeuMacro, Prime Liquidators and Koozekanani are intentionally failing to disclose the business repute, qualifications and experience of Respondent Koozekanani, and this information constitutes a material fact.

FRAUD AND THE CONCEALMENT OF RESPONDENT
KOOZEKANANI'S PRIOR INVESTMENT SCHEMES AND UNPAID INVESTOR LOAN

30. In connection with the offer of general partnership interests issued by Respondent Prime Liquidators, Respondents NeuMacro, Prime Liquidators and Koozekanani are intentionally failing to disclose the following material facts:
 - A. They are intentionally failing to disclose information relating to investments Respondent Koozekanani sold to prior investors, including information reflecting his failure to fulfill his obligations to prior investors and/or information reflecting prior investors lost principal in the schemes; and
 - B. They are intentionally failing to disclose information relating a personal loan Respondent Koozekanani secured from a prior investor, including information reflecting his failure to repay the debt.

FRAUD AND DECEIT AND THE
CONCEALMENT OF FINANCIAL INFORMATION FOR RESPONDENT NEUMACRO

31. In connection with the offer of general partnership interests issued by Respondent Prime Liquidators, Respondents NeuMacro, Prime Liquidators, and Abri are intentionally failing to disclose the assets and liabilities of Respondent Prime Liquidators, and this information constitutes a material fact.
32. Respondents NeuMacro, Prime Liquidators and Koozekanani are advertising the general partnership interests issued by Respondent Prime Liquidators as "secured investment[s]." This statement is materially misleading or otherwise likely to deceive the public because:
 - A. Respondents are requiring investors to execute a contract to purchase the general partnership interests, and the contract does not provide for the securitization of the general partnership interests; and

- B. Respondents are not disclosing Respondent Prime Liquidators' capitalization or any assets it can use to satisfy the securitization of the general partnership interests.
33. Respondents are representing investors are not responsible for any liabilities and, instead, Respondent Abri assumes all liability for anything related to business operations. These statements are materially misleading or otherwise likely to deceive the public because Respondents are not disclosing any financial information relating to Respondent Abri or any assets he can use to satisfy any liabilities incurred from business operations.
34. Respondents are representing investors will share in profits only after Respondent Prime Liquidators is able to cover monthly expenses. These statements are materially misleading because:
- A. Respondents are not providing investors with any financial information that reflects actual or anticipated monthly expenses; and
 - B. Respondents are not disclosing compensation that will be paid to Respondent Koozekanani or other parties, and they are not disclosing whether said compensation factors into this payment structure.

FRAUD AND THE FAILURE TO DISCLOSE RISKS

35. In connection with the offer of general partnership interests issued by Respondent Prime Liquidators, Respondents NeuMacro Investments, Prime Liquidators and Koozekanani are intentionally failing to disclose material facts relating to the risks associated with the business of Respondent Prime Liquidators, including the risks associated with competition with other liquidation businesses, securing marketable goods, negotiating prices for purchasing inventory, attracting and retaining customers and controlling costs associated with shipping and other aspects of operations.

DECEPTION AND THE LOCATION OF THE PARTIES AND THEIR AUTHORITY TO CONDUCT BUSINESS IN TEXAS

36. Respondents are representing the Amazon Shipping Location for Respondent NeuMacro Investments is located at 7624 Tecoma Circle, Austin, Texas 78735. This statement is materially misleading or otherwise likely to deceive the public because this address is not associated with an office but instead is associated with an apartment complex.
37. Respondents are representing Respondents NeuMacro Investments and Prime Liquidators are conducting business in Texas and that Respondent Prime Liquidators will operate in Texas. These statements are materially misleading or otherwise likely to deceive the public because:

- A. Respondent NeuMacro Investments has not filed with the Texas Secretary of State and is not authorized to transact business as a domestic or foreign entity; and
- B. Respondent Prime Liquidators has not filed with the Texas Secretary of State and is not authorized to transact business as a domestic or foreign entity.

CONCLUSIONS OF LAW

1. The general partnership interests issued by Respondent Prime Liquidators are securities as the term is defined by Section 4.A of the Securities Act.
2. Respondents are violating Section 7 of the Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating Section 12 of the Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Securities Act.
4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents are making an offer containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Securities Act.

ORDER

1. It is therefore ORDERED Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Securities Act.
2. It is further ORDERED Respondents immediately CEASE AND DESIST from acting as a securities dealer or agent in Texas until Respondent is registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Securities Act.
3. It is further ORDERED Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.

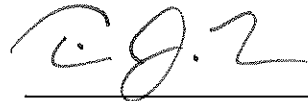
4. It is further ORDERED Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$10,000, or imprisonment in the penitentiary for two to ten years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 21st day of December 2020.



TRAVIS J. ILES
Securities Commissioner