



*United States Attorney
Southern District of New York*

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**FORMER CHAIRMAN AND CEO OF MAYFAIR CAPITAL GROUP, LLC
PLEADS GUILTY IN MANHATTAN FEDERAL COURT TO
\$5.75 MILLION FRAUD**

PREET BHARARA, the United States Attorney for the Southern District of New York, and JOSEPH F. DEMAREST, JR., the Assistant Director-in-Charge of the New York Office of the Federal Bureau of Investigation ("FBI"), announced that STEPHEN R. GREEN, former Chairman and CEO of Mayfair Capital Group ("Mayfair Group") and former Founder and Chairman of NoonMark Advisors, LLC, which GREEN managed in Manhattan, pleaded guilty today to fraud charges related to his misappropriation of over \$5.75 million from investors for his own use. GREEN, 46, of Locust Valley, New York, entered his guilty plea today before United States District Judge JOHN G. KOELTL in Manhattan federal court.

According to the Information to which GREEN pleaded, the criminal Complaint previously filed in this case, and statements made during the guilty plea proceeding:

GREEN made false representations to a number of investors (the "victim-investors") that he would invest their funds in limited partnership vehicles and/or an asset management company. Based on those false representations, GREEN defrauded the victim-investors of approximately \$5.75 million. For instance, in late 2005, GREEN falsely represented to an individual investor ("Investor 1") that he was starting Mayfair Group, an investment company that purportedly planned to invest in the hospitality industry, and more specifically restaurant franchises. In March 2006, Investor 1 invested approximately \$1 million in Mayfair Group. Next, in late 2007, GREEN falsely represented to Investor 1 that another investor ("Investor 2")

was prepared to invest \$18 million in Mayfair Group, and explained to Investor 1 that Investor 1's stake would be diluted unless it invested an additional \$1 million. GREEN also provided Investor 1 with a Restated Agreement of Limited Partnership that falsely represented that Investor 2 had invested \$18 million with Mayfair Group. On November 20, 2007, Investor 1 transferred an additional \$1 million to Mayfair Group's bank account.

GREEN further solicited Investor 1 to invest in Mayfair India, a subsidiary of Mayfair Group purportedly formed solely to invest in Copal Partners L.P. ("Copal"). In 2006, GREEN falsely represented to Investor 1 that he held warrants in Copal, a limited partnership with an ownership interest in a financial services research and analytic services business. He further represented that Copal would "go public" on the London Stock Exchange by the end of 2006, and that the warrants could be converted into shares of Copal provided that he could obtain \$2 million to finance the warrant-to-shares transaction. GREEN also falsely asserted that Mayfair Group would invest \$1 million, that GREEN would personally invest \$250,000, and that he was seeking a \$750,000 investment from Investor 1. In addition, GREEN provided Investor 1 with a private placement memorandum and limited partnership agreement that falsely represented that Mayfair Group and GREEN had invested these amounts.

On August 7, 2006, Investor 1 invested approximately \$750,000 in Mayfair India, after which GREEN falsely represented to Investor 1 that it owned approximately a 7% equity interest in Copal, and that the investment had "doubled or trebled in value." Contrary to his representations however, GREEN never made an investment in Copal on behalf of Mayfair Group, Mayfair India, himself or Investor 1, and no Copal shares were ever issued to GREEN, Mayfair Group, or any of its subsidiaries.

GREEN pleaded guilty to two counts of securities fraud. Each securities fraud count carries a maximum sentence of 20 years in prison and a maximum fine of \$5 million, or twice the gross gain or loss from the offense. GREEN agreed as part of his plea agreement to forfeit approximately \$5.75 million dollars, representing the amount of funds that he stole from the investors.

GREEN is scheduled to be sentenced by Judge KOELTL on March 26, 2010.

PREET BHARARA, United States Attorney for the Southern District of New York, said: "Stephen Green lied to his investors and stole over \$5.75 million of their money for his personal gain. Today's guilty plea begins to bring justice to his many victims."

JOSEPH M. DEMAREST, JR., the Assistant Director-in-Charge of the New York Field Division of the FBI, said: "While the victims of this scheme entrusted Stephen Green and Mayfair Capital Group with their investments, Green was lining his own pockets with millions of dollars. The FBI remains committed to investigating securities fraud and bringing to justice those responsible for defrauding investors."

Mr. BHARARA praised the investigative work of the FBI.

Assistant United States Attorney JULIAN J. MOORE is in charge of the prosecution.

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