

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
AT RICHMOND, APRIL 27, 2022

2022 APR 27 9 38 AM  
SEC-CLERK'S OFFICE  
SECURITIES CONTROL CENTER

COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2021-00017

MEHDI TABDILIAZAR,  
R2 ADVISORS, P.C., and  
M2 ADVISORS, INC.,  
Defendants

SETTLEMENT ORDER

The State Corporation Commission's ("Commission") Division of Securities and Retail Franchising ("Division") conducted an investigation of Mehdi Tabdiliazar ("Tabdiliazar"), R2 Advisors, P.C. ("R2 Advisors"), and M2 Advisors, Inc. ("M2 Advisors") (collectively, the "Defendants") pursuant to § 13.1-518 of the Virginia Securities Act ("Act"), § 13.1-501 *et seq.* of the Code of Virginia ("Code").

R2 Advisors was formed on November 19, 2018, as a Virginia stock corporation with a principal office address at 1761 Old Meadow Road, Apartment 408, McLean, Virginia 22102. M2 Advisors was formed on January 25, 2019, as a Virginia stock corporation with a principal office address at 2001 15th Street, North, Apartment 919, Arlington, Virginia 22201. Tabdiliazar is listed as M2 Advisors' director and president and he is listed as R2 Advisors' director.

Based on its investigation, the Division alleges that Tabdiliazar violated § 13.1-502 (2) of the Act and Rule 21 VAC 5-80-200 (B) (18) (a) (1) of the Rules promulgated under the Act by offering or selling securities to obtain money by means of making untrue statements of a material fact. Specifically, Tabdiliazar advertised a Chartered Financial Analyst designation on the R2 Advisors and M2 Advisors websites when Tabdiliazar, in fact, had not earned a Chartered Financial Analyst designation or was otherwise ineligible to use such designation. Additionally,

the Division alleges that M2 Advisors and R2 Advisors acted as investment advisors and that Tabdiliazar acted as an investment advisor representative when they provided investment advisory services without being registered with the Division in violation of § 13.1-504 (A) (ii) of the Act.

If the provisions of the Act are violated, the Commission is authorized by § 13.1-519 of the Act to issue temporary or permanent injunctions; by § 13.1-521 (A) of the Act to impose certain civil penalties; and by § 12.1-15 of the Code to settle matters within its jurisdiction.

The Defendants admit to providing a falsified Chartered Financial Analyst certificate of designation to the Division. Defendants also admit to the Commission's jurisdiction and authority to enter this Settlement Order ("Order").

As a proposal to settle all matters arising from these allegations, the Defendants have made an offer of settlement to the Division wherein the Defendants will abide by and comply with the following terms:

(1) The Defendants, within forty-five (45) days of the entry of this Order, will provide each investment advisory client of Tabdiliazar, R2 Advisors, and/or M2 Advisors with a copy of this Order;

(2) The Defendants, within forty-five (45) days of the entry of this Order, will gather and organize all client files, including all information necessary to access client accounts and funds, and provide such files to the respective clients;

(3) The Defendants, within sixty (60) days of the entry of this Order, will provide the Division with a signed affidavit attesting to their compliance with the terms outlined in paragraphs 1 and 2;

(4) The Defendants will pay to the Treasurer of Virginia a total amount of Five Thousand Dollars (\$5,000) in monetary penalties, consisting of ten (10) \$500 monthly payments due by the 30<sup>th</sup> of each month, with the first payment being made within forty-five (45) days of the entry of this Order;

(5) The Defendants are permanently enjoined from acting as an officer, director, or partner of either an investment advisor, exempt reporting advisor, and/or broker-dealer in Virginia;

(6) The Defendants are permanently enjoined from offering and selling securities, engaging other agents or affiliates to offer and sell securities on their behalf, registering as an investment advisor, investment advisor representative, broker-dealer, broker-dealer agent, agent of the issuer, and/or registered representative in and from the Commonwealth of Virginia; and

(7) The Defendants will not violate the Act in the future.

The Division has accepted the Defendants' offer of settlement and recommended that the Commission accept the settlement.

NOW THE COMMISSION, having considered this matter, is of the opinion and finds that the settlement should be, and is hereby, accepted.

Accordingly, IT IS ORDERED THAT:

(1) The settlement is accepted.

(2) The Defendants shall fully comply with the terms of the settlement.

(3) The Commission shall retain jurisdiction in this matter for all purposes, including the institution of a show cause proceeding, or taking such other action it deems appropriate, on account of the Defendants' failure to comply with the terms of the settlement.

A COPY hereof shall be sent by the Clerk of the Commission to:

Mehdi Tabdiliazar, 2015 Edgar Court, Falls Church, Virginia 22043; R2 Advisors, P.C., 1761 Old Meadow Road, Apartment 408, McLean, Virginia 22102; M2 Advisors, Inc., 2001 15th Street, North, Apartment 919, Arlington, Virginia 22201; and a copy shall be delivered to the Commission's Office of General Counsel and the Division of Securities and Retail Franchising.

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STATE CORPORATION COMMISSION

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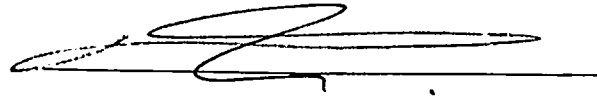
ADMISSION AND CONSENT

Mehdi Tabdiliazar ("Tabdiliazar"), R2 Advisors, P.C. ("R2 Advisors"), and M2 Advisors, Inc. ("M2 Advisors") (collectively, the "Defendants") admit to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof, and admit to providing a falsified Chartered Financial Analyst certificate of designation to the Division of Securities and Retail Franchising, hereby consent to the form, substance and entry of the foregoing Settlement Order ("Order").

The Defendants further state that no offer, tender, threat or promise of any kind whatsoever has been made by the Commission or any member, subordinate, employee, agent or representative thereof in consideration of the foregoing Order.

MEHDI TABDILIAZAR

Date: 04/09/2022



R2 ADVISORS, P.C.

Date: 04/09/2022

By: 

Its: Mehdi Tabdiliazar  
owner

M2 ADVISORS, INC.

Date: 04/08/2022

By: Mehdi Tabdiliazar

Its: owner