BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the matter of,

SYED MOHAMMAD ALI KARIM and
ATLANTIS HEALTH GROUP, LLC,

Respondents.

CONSENT ORDER TO
CEASE AND DESIST

DFI Case No. S-233706 (EX)

I.

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division"), having legal authority and jurisdiction to administer and enforce the Wisconsin Uniform Securities Law, Wis. Stats. Ch. 551 ("Ch. 551") and rules and orders promulgated thereunder, and having determined that this action is necessary and appropriate in the public interest and for the protection of investors, hereby enters this Order as follows:

II.

Division staff have presented evidence sufficient for the Administrator to make the following findings of fact and conclusions of law:

A. Findings of Fact

Respondents

1. Syed Mohammad Ali Karim ("Karim") (CRD#5167812) is an adult male resident of Arizona with a last known residence in Scottsdale, Arizona. He was the founder, and sole officer and controlling person for Atlantis Health Group, LLC at all times material.

2. Atlantis Health Group, LLC ("Atlantis Health Group") is a Delaware limited liability company organized on April 5, 2010. Atlantis Health Group has a last known business address of 11124 W. California Avenue, Phoenix, Arizona, 85363.

Conduct

3. In or about March of 2013, Karim's brother told Investor JG, an adult male Wisconsin resident, about an investment opportunity through Atlantis Health Group. Karim's brother provided Investor JG with the email address where Karim could be reached.

4. On or about April 11, 2013, Investor JG sent an email to Karim inquiring about investment opportunities with Atlantis Health Group. Karim responded by email the same day, providing a description of Atlantis Health Group's purported business, his investment track record, and a seven page attachment titled "Atlantis Health Group Executive Summary." A true and correct copy of the attachment titled "Atlantis Health Group Executive Summary" is attached as Exhibit A.

5. Around the same time, Investor JG conversed with Karim about investing in Atlantis Health Group over the phone. Karim directed Investor JG to contact a purported employee of Atlantis Health Group to take the next steps required to invest.

6. On or about April 12, 2013, Investor JG informed the purported Atlantis Health Group employee by email that he wanted to invest $20,000 in Atlantis Health Group.

7. On or about April 15, 2013, Investor JG received an email response, including a scan of a promissory note signed by Karim on behalf of Atlantis Health Group, from the purported Atlantis Health Group employee. The promissory note included instructions for Investor JG to wire his $20,000 investment to the Bank of America Account of Atlantis Medical Consortiums, LLC.[1] Karim was the sole signatory for this account at all times material.

8. On April 15, 2013, Investor JG executed the promissory note issued by Atlantis Health Group. Per the terms of the promissory note, Atlantis Health Group agreed to repay Investor JG's principal in the amount of $20,000, together with interest payable on the unpaid principal at the rate of 50% per annum. The note amount and interest owed were to be repaid in full on or before October 15, 2013.

9. On April 25, 2013, Investor JG deposited $20,000 into the personal bank account of Karim's brother at JPMorgan Chase Bank with the understanding that Karim's brother would transfer the funds to Atlantis Medical Consortium, LLC for Investor JG's investment.[2]

10. On April 25, 2013, Karim's brother withdrew approximately $18,500 from the account in which Investor JG had deposited his investment funds and deposited $18,500 into the

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[1] Atlantis Medical Consortiums, LLC is a Delaware limited liability company organized on January 31, 2012. Atlantis Medical Consortiums is no longer in good standing with the State of Delaware, Department of State, Division of Corporations.

[2] After executing and returning the promissory note to Atlantis Health Group, Investor JG tried to wire the investment funds from his own bank account to Atlantis Medical Consortium, LLC's bank account at Bank of America. The transfer was delayed by Bank of America because more information was needed about Karim to credit the funds to him. On April 22, 2013, Investor JG notified Atlantis Health Group that he had cancelled the wire transfer because of complications completing the transfer to Bank of America.

personal checking account of Karim at Bank of America.[3] Karim directed his brother to keep $1,500 of the funds to be put towards a payment owed to him by Karim.

11. Karim was the sole signatory on the Bank of America personal checking account into which Investor JG's funds were deposited.

12. Prior to the deposit of Investor JG's funds, Karim's account balance was $654.41. Between April 25, 2013 and May 8, 2013, no additional funds were deposited into the account, and the funds were depleted with Karim's personal expenses and the expenses of a separate preexisting company.

13. At no time prior to Investor JG's investment did Karim, or any person on behalf of Atlantis Health Group, disclose to Investor JG that his funds would be used for the non-investment purposes described in the preceding paragraph.

14. On or about October 11, 2013, Karim emailed Investor JG to inform him that his investment was now worth $25,000 due to the accumulation of interest. Karim also asked Investor JG if he desired to reinvest the funds pursuant to the same terms as the promissory note executed on April 15, 2013. As a result, Investor JG reinvested $25,000 into Atlantis Health Group.

15. Investor JG reinvested his principal and the accrued returns on his investment four additional times between April 2014 and October 2015.

16. At no time prior to Investor JG's initial investment with Atlantis Health Group or his subsequent reinvestments with Atlantis Health Group did Karim or any person on behalf of Atlantis Health Group inform Investor JG that contrary to the representations made in Exhibit A, Atlantis Health Group had never been profitable, or that its collective portfolio of companies had never earned revenue in excess of $70 million.

17. At no time were Karim or Atlantis Health Group registered with the Division in any capacity.

18. At no time was the promissory note issued by Atlantis Health Group to Investor JG registered or filed with the Division in any capacity.

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[3] The only signatories on the JPMorgan Chase account were Karim's brother and Karim's brother's wife.

B. Conclusions of Law

Legal Authority and Jurisdiction

19. The Administrator has legal authority and jurisdiction over the conduct described above, pursuant to Wis. Stats. Ch. 551 and the rules and orders promulgated thereunder.

20. The promissory note issued by Atlantis Health Group, LLC is a "security" as defined pursuant to Wis. Stat. § 551.102(28).

21. Atlantis Health Group, LLC is an "issuer" as defined pursuant to Wis. Stat. § 551.102(17).

22. Pursuant to Wis. Stat. § 551.301, a security may not be sold in Wisconsin unless it is a federally covered security, or registered or exempted from registration under Ch. 551.

23. Pursuant to Wis. Stat. § 551.501(2), it is unlawful for a person to, in connection with the offer, sale, or purchase of a security in Wisconsin, to make an untrue statement of material fact, or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under they were made, not misleading.

Violations

24. Atlantis Health Group and Karim violated Wis. Stat. § 551.301 when they sold a promissory note in Wisconsin which was not a federally covered security, or registered or exempted from registration under Ch. 551.

25. Atlantis Health Group and Karim violated Wis. Stat. § 551.501(2) when they, in connection with the offer and sale of a security, made untrue statements of material fact, including the misrepresentation that Atlantis Health Group earned an annual revenue of $70,000,000 when in fact it was never profitable, and the misrepresentation that Investor JG's funds would be used for the business of Atlantis Health Group when in fact it was immediately used for the personal expenses and pre-existing debt of Karim.

26. Atlantis Health Group and Karim violated Wis. Stat. § 551.502(2) when they, in connection with the offer and sale of a security, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including the financial condition of Atlantis Health Group in 2014 and 2015 when Karim solicited Investor JG to reinvest in the company.

III.

In view of the above findings of fact and conclusions of law, the Administrator deems it necessary and appropriate in the public interest and for the protection of investors, and pursuant to its legal authority and jurisdiction under Ch. 551, to wit Wis. Stat. § 551.604, to issue the following orders and notices:

A. Summary Orders issued pursuant to Wis. Stat. § 551.604(2)

(a.) IT IS ORDERED summarily that the Respondents, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, shall cease and desist from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities qualify as covered securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2).

(b.) IT IS FURTHER ORDERED summarily that all exemptions from registration set forth at Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by any of the Respondents, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any Respondent, are hereby revoked, pursuant to Wis. Stat. §§ 551.604(1)(b) and 551.604(2).

(c.) IT IS FURTHER ORDERED summarily that the Respondents, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of any Respondent, are prohibited from violating Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by Respondents, pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2).

(d.) PLEASE TAKE NOTICE that the summary orders of the Administrator are effective as of the issuance of this order, pursuant to Wis. Stat. § 551.604(2).

B. Service of Order

(e.) IT IS FURTHER ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec. 8.06.

(f.) PLEASE TAKE NOTICE that the date of the service of this order is the date it is placed in the mail. You are advised that any willful violation of an Order issued by the Division

under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

C. Notifications

(i.) PLEASE TAKE NOTICE that this Order consented to by the Respondents prohibits the Respondents from transacting securities business in the State of Wisconsin per the terms of the summary orders issued pursuant to Wis. Stat. § 551.604(2), is effective upon the date issued, and shall have the same effect on Respondent as a permanent injunction entered by the circuit court pursuant to Wis. Stat. § 551.603(2)(a).

(j.) PLEASE TAKE FURTHER NOTICE that this Order is effective on the date it is issued. You are advised that any willful violation of an Order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

EXECUTED at Madison, Wisconsin, this 12th day of October, 2017.

(SEAL)

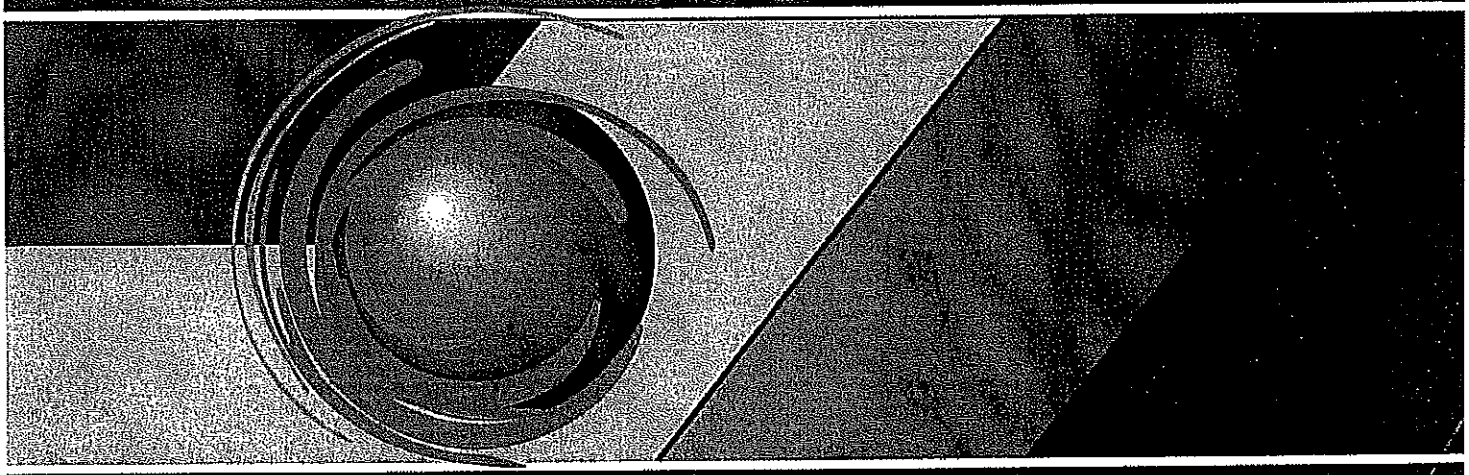
Leslie M. Van Buskirk

Leslie M. Van Buskirk
Administrator

Division of Securities
State of Wisconsin
Department of Financial Institutions
201 West Washington Avenue, Suite 300
Madison, Wisconsin 53703

ATLANTIS HEALTH GROUP

Executive Summary



Empowering physicians, re-centering patients, restructuring healthcare

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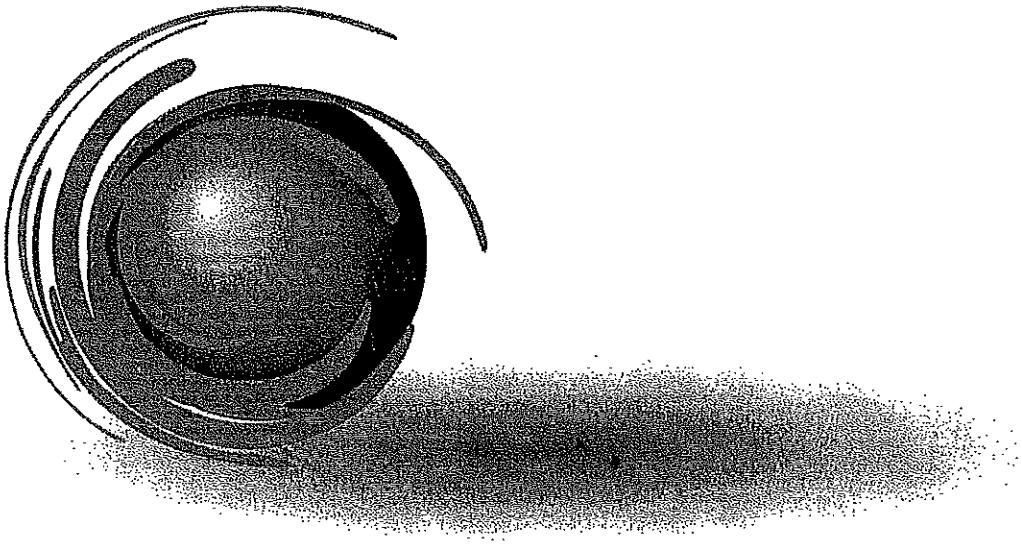

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ATLANTIS HEALTH GROUP
Executive Summary

HOLDING COMPANIES

Atlantis Health Group LLC
Atlantis Holding Corporation

PORTFOLIO COMPANIES

Atlantis Consortiums Management LLC
Atlantis Health Systems LLC
Atlantis Surgical Centers LLC
Atlantis Medical Specialists PLLC
- Atlantis Neurosurgical Associates
- Atlantis Orthopedic Institute
- Atlantis Cardiovascular Specialists
- Atlantis Endovascular Specialists
- Atlantis Pain Specialists
- Atlantis Plastics & Reconstructives
- Atlantis Hospitalist Partners
- Atlantis Foot & Ankle Specialists
- Atlantis Urology Associates
- Atlantis Ear Nose & Throat Surgeons

Atlantis Homecare Holdings LLC
Atlantis Laboratories LLC
Atlantis Management Solutions LLC
Atlantis Radiology & Diagnostics LLC
Atlantis Global Research Institute LLC

PATENTS

Pending

INTRODUCTION

Atlantis Health Group is an integrated health delivery system that is restructuring healthcare as it stands. We structurally empower physicians; place patients at the center of healthcare delivery; create critical and substantial competitive value for strategic allies; and significantly reduce system costs while improving healthcare quality. Simply put, we help our partners—patients, physicians, facilities, and the healthcare system—be the winners in a healthcare industry we are transforming rapidly.

BOARD OF ADVISORS

Ken Freeman. Former CEO, Quest Diagnostics; Managing Director of private equity firm Kohlberg Kravis Roberts (KKR); rated 67th best performing CEO in the world.

Karl Lutz. Former co-head of international law firm Kirkland & Ellis; formerly a lead counsel for private equity firm KKR; known as a father of the Silicon Valley.

Lew Steinberg. Former Global Head, UBS Investment Bank, Strategic Solutions; former lead at law firm Cravath Swaine & Moore.

Salam Chaudhary. Former lead healthcare partner, private equity firm WindPoint Partners; head of hedge fund Sturbridge Capital.

Jack Rowe. Former Chairman & CEO, Aetna; former professor at Harvard Medical School; professor at Columbia University's School of Public Health.

ACCOUNTING FIRM Fuoco Group, Palm Beach, FL

LAW FIRMS Kirkland & Ellis, Chicago, IL
Covington Burling, Washington, DC
In-house counsel: Yasser Musseitif, ESQ.

FINANCING None

"Atlantis is the most powerful existing model of healthcare for independent physicians and the American public. Once you see Atlantis, it is our guarantee that you will never go back."

S. Ali Karim
Founder

MANAGEMENT - U.S.

S. Ali Karim, Founder & Chief Executive Officer, Atlantis Health Group. After first training as an attorney and thereafter on Wall Street as a Mergers & Acquisitions investment banker, Mr. Karim founded Atlantis Health Group. In the first five years alone, he helped grow the Atlantis group of companies from one start-up location to locations and service areas across 12 states and combined annual revenue in excess of $70 million without any financing. Mr. Karim attended the University of Michigan Law School and Columbia University's MBA program, after undergraduate and graduate studies in the humanities at Georgetown University and Duke University, respectively.

C. Michael Gibson, MD, Chief Medical Officer for the Cardiovascular Division. Dr. Gibson has served as Chief of Cardiovascular Clinical Research at Harvard Medical School's Beth Israel Hospital, and has been both a practicing interventional cardiologist and Chief of Cardiology throughout Harvard Medical School's hospitals. He has also served as a Chief of Cardiology and Interventional Cardiology, and Director of the Catheterization Laboratory at UCSF. Dr. Gibson is a cardiovascular researcher, educator, and practitioner who pioneered our understanding of the "open artery hypothesis" as well as the "open microvasculature hypothesis" in heart attack patients, while inventing several of the measures of coronary blood flow that are widely used today. Dr. Gibson is listed by U.S. News & World Report as one of America's top doctors and has been chosen by his peers as one of Boston's Top Doctors. Dr. Gibson pursued his undergraduate, graduate, and medical education at the University of Chicago, and his residency and Cardiology Fellowship at Harvard Medical School's hospitals.

Daniel J. Berry, Chief Medical Officer for Orthopedics & Spine Specialists. Dr. Berry has served as the Chief of Orthopedic Surgery at the Mayo Clinic in Rochester, MN. He is a world-renowned orthopedic surgeon, among the top handful of orthopedic surgeons in the world focusing on hip and knee replacements. Dr. Berry attended the Harvard Combined Residency Program at Harvard Medical School, and conducted his Fellowship in Reconstructive Surgery at the Mayo Clinic in Rochester, MN. He has taken a leadership role in the development of Orthopedics as president of the American Academy of Orthopaedic Surgeons.

Paul J. Christo, MD, Chief Medical Officer for Pain Management. Dr. Christo has been director of the Multidisciplinary Pain Fellowship Program and the Pain Treatment Center at Johns Hopkins. Dr. Christo is an invited lecturer nationally and internationally, and has appeared on radio with Dr. Oz, Good Morning America, NPR, and a variety of other national forums. He is the host of the first talk show on pain relief that airs weekly on radio. U.S. News & World Report lists Dr. Christo as a Top Doctor and among the top 1% in the nation for Pain Management. He has been selected for multiple national distinctions and awards, and has been instrumental in raising awareness about the importance of pain control with the media and policymakers. Dr. Christo conducted his Anesthesia Residency at Harvard Medical School, a Fellowship in Pain at Johns Hopkins, and an MBA from Johns Hopkins Business School in Health Care Management, after having attended Nortre Dame for undergraduate studies and University of Louisville for Medical School.

"Patients in all Atlantis networks receive the absolute best healthcare that the country has to offer, from the most highly trained, personable, and team-oriented physicians in each geographic area."

The Atlantis Team

MANAGEMENT - U.S. {CONTINUED}

Carl Noback, MD, Chief Medical Officer for Anesthesia, and Compliance Officer for Atlantis' Outpatient Services. Prior to joining Atlantis, Dr. Noback has served as the founder of a multi-state multispecialty medical management firm and is the Medical Advisor for a large public company. Previously, he held faculty positions, including service as Program Director, at the Mayo Clinic, Emory University, and UCLA, and was selected by ABC Television Network as on one the original physicians on "Extreme Makeover." He has also led a national forensic medicine organization. Dr. Noback attended Yale University for undergraduate studies and the University of Missouri-Kansas City School of Medicine prior to completing a residency in Anesthesiology at the Mayo Clinic.

Ayoub Sayeg, MD, Chief Medical Officer for Plastic & Reconstructive Surgery. Dr. Sayeg has managed reconstructive and aesthetic surgery programs at multiple health systems. He is among the nation's top doctors in his specialty. Dr. Sayeg attended the University of Toronto for undergraduate studies and medical school. He pursued general surgery training at Washington Hospital Center in Washington, DC, plastic surgery training at Wayne State University, and thereafter a fellowship in Aesthetic Surgery at the Charlotte Plastic Surgery as well as the Manhattan Eye, Ear, and Throat Hospital in New York. He holds several patents for minimally invasive aesthetic and reconstructive surgery.

Sacha Montas, MD, Chief Operations Officer for Management Solutions. Dr. Montas practices, and holds a faculty position, at the University of Michigan Medical School in Emergency Medicine, and is conducting on-the-ground research in Accountable Care Organizations and other cost optimization models of healthcare delivery. He attented Washington & Lee for his undergraduate studies, the University of Pennsylvania for graduate studies in Medical Bioethics, the University of Michigan Law School for his legal education, and University of Michigan for his medical school and residency in Emergency Medicine.

Ramsey Kilani, MD, Chief Medical Officer for Radiology & Diagnostics. Dr. Kilani is a faculty member in Neuroradiology at Duke University, where he completed his Diagnostic Radiology residency and Neuroradiology fellowship. At Duke, he helped to develop the CT-guided pain management program, which led to unparalleled clinical outcomes. He currently serves on advisory committees for both the American College of Radiology and American Board of Radiology, and is a Principal and Senior Medical Advisor at FrontRad Technologies.

CENTERS OF EXCELLENCE

Atlantis Neuroscience Centers: Oversight by Barrow Neurosurgical Associates, Phoenix, Arizona. Chief contact: **Taro Kaibara, MD.** "The Barrow" is the world's largest dedicated neurosurgical center and a leader in neurosurgical training, research, and patient care, and is home to the largest number of operative neurosurgical procedures in the United States. The Barrow's unique capabilities and achievements are recognized internationally, especially for treatment of disorders such as cerebrovascular aneurysms, hypothalamic hamartomas and other brain tumors, complex spinal disorders, and stroke and Parkinson's disease. The Barrow is also home to the largest neurosurgical residency program in the United States, and hundreds of neurosurgeons from around the world visit yearly to attend the Barrow Symposium.

Atlantis leaders are renowned national and international leaders in each specialty medical field. They are true visionaries in their fields, committed to bringing best-of-the-best physicians and clinical protocols into all of the Atlantis networks across the nation, while reducing system costs.

ATLANTIS HEALTH GROUP OVERVIEW

Atlantis Health Group is a fully-integrated health delivery system, integrating a team of world-class healthcare organizations. The Atlantis organizations utilize revolutionary patent-pending business processes to restructure the delivery of healthcare in the United States. Creating a "medical consortium" among facilities of different uses and providers of different specialties in each local area, we (i) greatly improve the quality and access of healthcare for patients in clinics, surgery centers, hospitals, imaging centers, labs, and other healthcare organizations; and (ii) significantly decrease overall healthcare costs; all the while (iii) making Atlantis' partners more competitive in the evolving healthcare marketplace.

The Consortium model greatly benefits each stakeholder:

I. **For Patients:**
   a. Substantially improved access to healthcare and higher quality standards;
   b. Cutting-edge technology in equipment, procedures, and information systems;
   c. Far better subjective experience than now.

II. **For Primary Care Physicians:**
   a. Full empowerment, treatment as leaders of each local consortium;
   b. More clinical and management resources than ever before;
   c. Great financial benefit due to their leadership position in the Consortium;
   d. Independence, never again to contemplate selling to a hospital.

III. **For Medical Specialists in Orthopedics, Cardiology, and Other Specialties:**
   a. The most qualified specialist practice of their specialty in the local geographic region;
   b. Tremendous operational resources that optimize the delivery of care and simultaneously enhance patient outcomes;
   c. Protocol-driven care models that provide continuous guidance for all specialty work.

IV. **For Surgery Centers, Hospitals and other Facilities:**
   a. Physician alignment, higher quality providers, and superiority over competitors in in the outpatient setting;
   b. Combination of decreased costs and tremendously enhanced revenue.

V. **For the System and Payors:**
   a. Slash in redundancies and medically unnecessary procedures across specialties;
   b. We create financial predictability for payors through protocol-driven medical treatment;
   c. Our model guarantees trends in better clinical outcomes;
   d. Our model guarantees significant reduction in healthcare fraud and abuse;
   e. Our model slashes healthcare expenditures on real estate, equipment, and a variety of other overhead costs that healthcare dollars unnecessarily carry;
   f. Our model decreases system costs in emergency room utilization by emphasis on front-end access to healthcare specialties.

OUR VISION & PHILOSOPHY

Atlantis strives to restructure healthcare into a high-quality and easily accessible system whose cost is sustainable over the long term. This integrated model of healthcare delivery creates unparalleled value for its strategic allies (patients, physicians, facilities, and the health system), and sets industry standards in outcomes, cost reduction, and technological advancement. Atlantis creates systemic value by moving the healthcare system to success.

ATLANTIS

HEALTH GROUP

www.atlantishg.com

State of Wisconsin

Department of Financial Institutions

Scott Walker, **Governor** | Jay Risch, **Secretary**

AFFIDAVIT OF SERVICE

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

I, CHERYL CASAS, first being duly sworn, depose and state:

1. I am employed as a state civil service employee with the State of Wisconsin, Department of Financial Institutions, Division of Securities.

2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be deposited in the U.S. mail: (1) the Administrator's order (attached); and (2) a copy of this Affidavit of Service, to be served by certified mail upon the subject of the order at the subject's last known address; and I have also caused to be served copies of those same documents upon the Administrator for the Division of Securities, pursuant to Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Cheryl Casas

CHERYL CASAS

State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me

This 12 day of October, 2017.

Lindsay Fedler (Notary Seal)

LINDSAY FEDLER NOTARY PUBLIC STATE OF WISCONSIN

Notary Public, State of Wisconsin

My commission is permanent.