

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION
25 CAPITOL STREET
CONCORD, NH 03301

CONSENT ORDER
IN THE MATTER OF:

Robert C. Lotito (CRD # 2519599)

INV2022-0005

- I. For purposes of settling the above-captioned matter, and in lieu of further administrative proceedings, Robert C. Lotito (hereinafter "Lotito") has submitted an offer of settlement, which the State of New Hampshire, Department of State, Bureau of Securities Regulation (the "Bureau") has determined to accept. Accordingly, without admitting or denying the allegations and statements of law contained herein, Lotito does hereby consent to entry of this Consent Order and the sanctions contained therein:

STATEMENTS OF FACT

1. Lotito resides in Swanzey, New Hampshire. Up until August 11, 2021, Lotito was a licensed investment adviser for a federally covered adviser called Creativeone Wealth, LLC which later changed its name to ChangePath, LLC ("ChangePath") in 2017. Lotito was terminated from ChangePath on or about August 11, 2021, for violating firm policy regarding their requirement to annually report outside business activity. Lotito was an agent of ChangePath, but he operated his securities business at and through a company he owns called Talon Financial which later changed its name to Talon RS, LLC (hereinafter "Talon") currently based in Marlborough, New Hampshire. Talon is primarily engaged in providing financial services, insurance sales and tax planning. Lotito's CRD number is 2519599 and ChangePath's CRD number is 281213. ChangePath is based in Leawood, Kansas.
2. Revolution Leasing and Administration (hereinafter "RLA") is a business entity located in Tinton Falls, New Jersey which provides administrative services under the business name

“Revollease” to customers who invest money into a leaseback program which leases high speed computing equipment to companies partnered with RLA such as SAFETek. RLA is operated and owned by Anthony Lotito, the brother of Lotito. SAFETek is a subsidiary of a publically traded company called Investview, Inc. (hereinafter “Investview”) located in Eatontown, New Jersey. Investview states that it is a financial technology company and global distributor organization that operates through subsidiaries to provide educational tools, content, research and management of digital assets technology that mines cryptocurrency. SAFETek is in the high speed data processing business utilized by the blockchain, gaming, communication and cryptocurrency mining industry. One of SAFETek’s stated goals was to create data processing centers worldwide. Cryptocurrency mining is the process through which transactions are verified and added to a blockchain public ledger. Entities that work toward this goal are rewarded with tokens of the cryptocurrency like Bitcoin. Bitcoin is a virtual digital currency which exists only on the internet, but can be used like currency to create wealth and buy and sell goods and services. SAFETek acquires its computing equipment from another Investview subsidiary Apex Tek, LLC (hereinafter “Apex”). Apex provides SAFETek “Apex Technology Packs” through RLA consisting of Liquid Immersion Cooling Systems and software which are more efficient to run than air cooled computing systems. The lease back program is called the APEXTEK & SAFETEK Sales/Leaseback Program (hereinafter the “Program”).

3. RLA sold interests in the Program. RLA promoted the Program as safe and lucrative. RLA entered into an agreement with Lotito to sell interests in the Program and Lotito was responsible for submitting the Program purchase paperwork to RLA. Lotito received a commission for each sale. RLA marketed the Program through PowerPoint presentations and other literature as a way of making profit through passive income. Each investor in the Program was sold “units” of the Apex Technology Pack which consisted of the Apex high speed computing equipment and software. Revollease would distribute the equipment and lease it to SAFETek for the benefit of the investor and service the lease agreements entered into by each investor. Each Program interest cost was about \$15,000 plus an administration fee of \$250. Investor Program purchase checks were made out to RLA. Lotito’s commission per purchase was about \$750. In exchange for the Apex Technology Packs and leases,

SAFETek would make Program payments to the investors through Revolease of \$450 per month per unit for 60 months plus a balloon payment in the end of \$7,500 giving a promised high rate of return on the investment. At the end of the term of the lease, the lessee could buy the equipment for one dollar or deliver the equipment back to the investor.

4. Lotito sold and engaged in the sale of the below listed Program interests to Investors 1 through 30.

Investor	Town/State	Date of Sale	Amount of Sale	Number of Units
1	Peterborough/NH	12/9/2019 & 11/17/2020	\$14,000 & \$45,750	1 plus 3
2	Cavandish/VT	1/25/2021	\$91,500	6
3	Hillsborough/NC	4/1/2021	\$183,000	12
4	Swanzey/NH	6/11/2020	\$75,000	5
5	Fitzwilliam/NH	2/11/2020	\$28,000	2
6	Brattleboro/VT	3/9/2020	\$15,250	1
7	Marlborough/NH	10/13/2020	\$45,750	3
8	Alton/NH	1/13/2020	\$56,000	4
9	Brattleboro/VT	6/17/2020	Missing	4
10	Winchester/NH	12/6/2019 & 5/12/2020	\$14,000 & \$15,250	1 plus 1
11	Swanzey/NH	3/17/2020	\$14,000	1
12	Keene/NH	3/23/2020	\$15,250	1
13	Keene/NH	3/30/2020	\$15,250	1
14	Winchester/NH	1/13/2020	\$42,000	3
15	Vernon/VT	11/26/2019 & 1/9/2020	\$42,000 & \$29,000	3 plus 2
16	Greenfield/NH	10/15/2020 & 4/2/2021	\$15,250 & \$91,500	1 plus 6
17	Spofford/NH	3/17/2020 & 5/12/2021	\$15,250 & \$15,250	1 plus 1
18	Swanzey/NH	11/2/2020	\$15,250	1
19	Deering/NH	11/23/2020	\$61,000	4

Investor	Town/State	Date of Sale	Amount of Sale	Number of Units
20	Swanzey/NH	3/12/2020	\$15,250	1
21	Keene/NH	4/1/2020	\$15,250	1
22	Westmoreland/NH	4/6/2020	\$15,250	1
23	Keene/NH	12/20/2019	\$14,000	1
24	Northfield/MA	5/20/2021	\$15,250	1
25	Jaffrey/NH	1/25/2021	\$15,250	1
26	Peterborough/NH	5/19/2020	\$15,250	1
27	Marlborough/NH	12/6/2019 & 5/26/2020	\$100,000	Unknown & 2
28	West Chesterfield/NH	3/11/2020	\$15,250	1
29	Greenfield/MA	4/28/2020	\$122,000	8
30 Rob Lotito	Swanzey/NH	Missing paperwork		

5. In addition to the above listed sales, on or about 4/27/2021, there was an additional sale by Lotito to Investor 31 from Stoddard, New Hampshire for three units at \$45,750.00. The purchase by Investor 31 was refunded upon Investor 31's request.

6. Prior to Lotito's termination from ChangePath, Lotito read and acknowledged the compliance policies and procedures regarding reporting and receiving approval for outside business activities ("OBAs"). The policy and procedure for OBAs was stated in the ChangePath Code of Ethics. It is stated that the purpose of revealing OBAs is to avoid conflicts of interest. It is stated in the Code that an agent must disclose annually OBAs because clients of investment advisers must be aware that the agent will not be devoting all of his time to the role of adviser and it must be known if the agent has an interest that conflicts with or is not in the best interest of the client. Lotito reported to ChangePath that RLA was involved the sale of computer equipment and software and, consistent with his belief, stated that it was not "investment related". After a review of RLA's website, ChangePath concluded, contrary to Lotito's OBA report, that RLA's activities were ostensibly investment related. Further, ChangePath learned that Lotito had an interest in the Program in that he received a commission from RLA for the

sales of units in the Program that he made to his ChangePath investment adviser clients. As a result, ChangePath terminated Lotito effective 8/11/2021.

7. From November 2019 to May 2021, Lotito sold at least 31 Program agreements (see above spreadsheet) to himself and Talon clients. The Program interests were not registered for sale as securities in the State of New Hampshire and were not exempt from registration. During the relevant time period, Lotito was not registered as a broker-dealer agent in the State of New Hampshire.

THE LAW

- II. The Bureau hereby makes the following statements of law under the New Hampshire Revised Statutes Annotated, RSA 421-B, and regulations thereunder.
 1. The Program interests are a “Security” within the meaning of RSA 421-B:1-102(53)(A) because they are an “investment contract” as defined by RSA 421-B:1-102(29) in that there is an investment of money into RLA for the purchase of the Program interests with the expectation of a profit solely through the efforts of RLA and Anthony Lotito.
 2. Pursuant to RSA 421-B: 3-301(a), it is unlawful for any person to offer or sell any security in this state unless it is registered under 421-B, the security or transaction is exempt or it is a federal covered security. The Program interests were not registered, and neither the Program interests nor the transactions were exempt from registration, and the Program interests were not a federal covered security, Lotito violated this provision.
 3. By selling the Program interests to his investment adviser clients for and on behalf of RLA, Lotito acted as an “agent” of a broker-dealer within the meaning of RSA 421-B:1-102(3). RSA 421-B:4-402(a) provides that it is unlawful for an individual to transact business as an agent unless registered or exempt. Because Lotito was neither registered as an agent, nor exempt from registration, Lotito violated this provision.

4. Pursuant to RSA 421-B:6-604(a), if the secretary of state determines that a person has, is, or is about to materially aid in an act, practice, or course of business constituting a violation of this chapter, the secretary of state may issue an order directing the person to cease and desist from engaging in an act, practice, or course of business or to take other action necessary or appropriate to comply with this chapter. Lotito is subject to this section and should be required to cease and desist from selling unregistered securities and from acting as an unregistered broker-dealer agent in the State of New Hampshire.
5. Pursuant to RSA 421-B:6-604(d), in a final order, the secretary of state may impose a civil penalty up to a maximum of \$2,500 for a single violation. Lotito is subject to this provision and should be fined up to \$2,500 for each and every sale of an unregistered security and for acting as an unregistered broker-dealer agent in the State of New Hampshire
6. Pursuant to RSA 421-B:6-604(e), the secretary of state can order Lotito to pay restitution to the Program investors jointly and severally.
7. Pursuant to RSA 421-B:6-604(g), in any investigation to determine whether any person has violated any rule or order under this title, the secretary of state shall be entitled to recover the costs of the investigation. Lotito is subject to this provision and should be ordered to pay the Bureau's investigative costs jointly and severally.
8. Pursuant to RSA 421-B:4-412(a) and RSA 421-B:4-412(d)(2) if the secretary of state finds that the order is in the public interest and subsection (d) authorizes the action, an order issued under this chapter may deny an application, or may condition or limit a registration of an applicant to be a broker-dealer or agent. Lotito is subject to this provision for willfully engaging in the above referenced practices in the securities business within the previous 10 years. Lotito is subject to this section by not fully disclosing his OBA with RLA in that he failed to inform ChangePath that his relationship with RLA involved the sale of investments to his ChangePath clients. Lotito is also subject to this provision for not disclosing to his ChangePath advisory clients that he was operating under a conflict of interest by selling them

Program interests..

III. In view of the foregoing, Lotito agrees to the imposition of the following sanctions:


1. Lotito agrees that this Order is entered into for purposes of resolving only the matter described herein. This Order shall have no collateral estoppel effect in any other lawsuit, proceeding, or action not described herein. Likewise, this Order shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct by Lotito of which the Bureau has no knowledge at the time of the date of final entry of this Consent Order.
2. Lotito agrees not to take any action or make any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any allegation in this Consent Order or create the impression that the Consent Order is without factual basis. Nothing in this provision affects Lotito's testimonial obligations or the right to take legal or factual positions in litigation or other legal proceedings in which the Bureau is not a party.
3. Lotito agrees to waive his right to an administrative hearing and any appeal therein under this chapter.
4. Lotito agrees to deliver upon execution of this Consent Order an administrative fine of Twenty-Five Thousand Dollars (\$25,000) and costs of Five Thousand Dollars (\$5,000), total Thirty Thousand Dollars (\$30,000). Payment shall be made to the State of New Hampshire. Payment must be 1) made by business check, certified check, or postal money order; 2) made payable to the State of New Hampshire; and 3) if mailed, shall be mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301.
5. Lotito shall cease and desist from any further violations of RSA 421-B.

6. Lotito acknowledges that he is not currently licensed and agrees that he will not apply for or seek any securities licensure or registration in the State of New Hampshire in the future.
7. Lotito agrees that should RLA and Anthony Lotito stop making lease payments to the above listed Investors, Lotito shall be liable for any amount of money owed to the above listed Investors that would make each Investor whole for the principle sum they invested.
8. Lotito agrees that if he fails to meet any of the undertakings set forth in this Consent Order, such a failure shall constitute a violation of this Consent Order pursuant to RSA 421-B:6-604 and may subject Lotito to enforcement action and further sanctions.

IV. Based on the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Order. **THEREFORE, IT IS HEREBY ORDERED THAT:**

1. Lotito pay an administrative fine and costs, in the total amount of Thirty Thousand Dollars (\$30,000) as outlined herein.
2. Lotito shall cease and desist from any further violations of RSA 421-B including offering or selling unregistered securities, acting as an unlicensed broker-dealer agent and engaging in conflicts of interest.
3. Lotito will not apply for or seek any securities licensure or registration in the State of New Hampshire in the future.
4. Lotito shall pay any restitution owed to any of the above listed Investors up to the amount of principal amount invested by each listed Investor should the lease agreement payments stop and should there be any balance of the principle investment owed to any of the listed Investors.
5. Lotito shall comply with all other undertakings outlined herein.

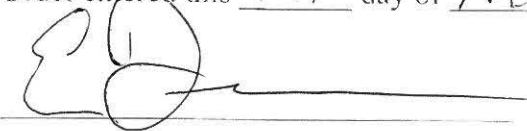
Executed this 17 day of Nov, 2023.



(Please print name below:

Robert C Lotito

Order entered this 17th day of Nov., 2023.



Eric Forcier, Deputy Secretary
N.H. Bureau of Securities Regulation