

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

**CONSENT ORDER
IN THE MATTER OF:**

**Cooper Capital, Inc.
I-2014000027**

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Cooper Capital, Inc. (“Cooper”, CRD # 127691) 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, and without admitting or denying the allegations herein, Cooper does hereby consent to following findings, conclusions, undertakings and sanctions:

STATEMENT OF FACTS

1. Cooper maintains its principal place of business at 4520 36th St. South, Apt. A2, Arlington, VA 22206. Cooper conducts business as an investment adviser and previously maintained a branch office located at 28 Lincoln Ave, Nashua, NH 03060. Cooper is registered with the states of Connecticut and Virginia and was registered with New Hampshire from February 9, 2012 until July 16, 2015 and with the Securities and Exchange Commission (“SEC”) from August 21, 2003 until March 26, 2012.
2. Based on a tip, the Bureau initiated an investigation into certain principal transactions conducted by Cooper. During the investigation, the Bureau determined that between 2006 and 2012 (the “relevant period”), Cooper engaged in undisclosed principal transactions.
3. A principal transaction is a transaction in which an investment advisor, or one of its control persons, buys or sells a security to or from a client for or from its own account or an account of a control person. Because such a transaction is a potential conflict of interest, the law and applicable rules require certain disclosures. More specifically, the law requires an investment advisor to file new or updated versions of Form ADV, Part 2a which acts as a disclosure to clients.

4. During the relevant period of the Bureau's investigation, Cooper failed to properly amend its Form ADV, Part 2a to disclose the practice of engaging in principal transactions as required by law.

STATEMENTS OF LAW

II. The staff of the Bureau hereby petitions the Director and makes the following statements of law under the New Hampshire Revised Statutes Annotated, RSA 421-B, and regulations thereunder:

1. Cooper is a "person" within the meaning of N.H. RSA 421-B:2, XVI, and was, between 2006 and 2012, a "federal covered adviser" within the meaning of N.H. RSA 421-B:2, V-d.
2. Pursuant to N.H. RSA 421-B:8, IX-a.: [i]f the information contained in any document filed with the secretary of state is or becomes inaccurate or incomplete in any material respect, the . . . federal covered adviser shall file a correcting amendment promptly . . . when such amendment is required to be filed with the Securities and Exchange Commission." Between 2006 and 2012, Cooper was subject to this provision.
3. SEC Rules promulgated under the Investment Advisor Act of 1940 state that an investment advisor must file a Form ADV to register as an investment advisor. 17 C.F.R § 275.203-1(a). Cooper is subject to these rules.
4. Additionally, the above-referenced SEC Rules require an investment advisor to file an amended Form ADV on an annual basis or if the information provided becomes materially inaccurate. 17 C.F.R. § 275.204-1; *see also* SEC, No. 1707, Form ADV: General Instructions 3-4 (2011), <http://www.sec.gov/about/forms/formadv.pdf> (explaining that an amended form ADV must be filed when previous information regarding conflicts of interests are materially inaccurate). Cooper is subject to these rules yet failed to amend its Form ADV during the relevant period to disclose its practice of engaging in principal transactions.
5. Under N.H. RSA 421-B:23, whenever it appears to the Secretary of State that any person has or is about to engage in any act or practice constituting a violation of N.H. RSA 421-B, he shall have the power to issue and cause to be served upon such person an order requiring the person to cease and desist from further violations. Cooper is subject to this section.
6. Under N.H. RSA 421-B:26, III, any person who, either knowingly or negligently, violates any provisions of this chapter may, upon hearing, and in addition to any other penalty provided for by law, be subject to such suspension, revocation or denial of any registration or license, or an administrative fine not to exceed \$2,500, or both. Each of the acts specified shall constitute a separate violation. Cooper is subject to this provision.

III. In view of the foregoing, Cooper agrees to the following undertakings and sanctions:

1. Cooper agrees that it has voluntarily consented to the entry of this Order and represents and avers that no employee or representative of the Bureau has made any promise, representation, or threat to induce its execution.
2. Cooper agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. Cooper agrees to cease and desist from further violations under this chapter pursuant to N.H. RSA 421-B:23.
4. Upon execution of this order by Cooper, Cooper agrees to pay an administrative fine and the Bureau's costs of investigation in the amount of Twenty-Five Thousand Dollars (\$25,000) to the State of New Hampshire. Payment shall be made by 1) United States postal money order, certified check, bank cashier's check, or bank money order; 2) made payable to the State of New Hampshire; and 3) hand-delivered or mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301. Timing of such payment shall be as follows:
 - a) Ten Thousand Dollars (\$10,000) to be paid within 15 days of execution of this Order;
 - b) Ten Thousand Dollars (\$10,000) on or before January 1, 2016; and
 - c) Five Thousand Dollars (\$5,000) on or before June 1, 2016.
5. Cooper agrees that this Order is entered into for purposes of resolving only the matter as 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 Cooper of which the Bureau has no knowledge at the time of the date of final entry of this Order.
6. Cooper may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise denying, directly or indirectly, any allegation in this Order or create the impression that the Order is without factual basis. Nothing in this provision affects Cooper's testimonial obligations or right to take factual or legal positions in litigation, regulatory matters, or any forms of alternative dispute resolution in which the State

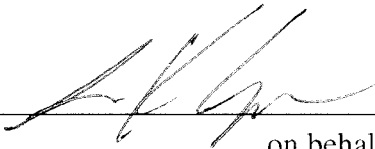
of New Hampshire is not a party.

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. Cooper cease and desist from further violations of the New Hampshire securities laws pursuant to RSA 421-B:23.
2. Cooper shall pay an administrative fine and the Bureau's costs of investigation in the amount of Twenty-Five Thousand Dollars (\$25,000). Timing of such payment shall be as follows:
 - a) Ten Thousand Dollars (\$10,000) to be paid within 15 days of execution of this Order;
 - b) Ten Thousand Dollars (\$10,000) on or before January 1, 2016; and
 - c) Five Thousand Dollars (\$5,000) on or before June 1, 2016.
3. Cooper shall comply with the above-referenced undertakings and sanctions.

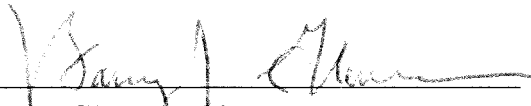
Executed this 12 day of November, 2015.


_____ on behalf of Cooper

(Please print name below:

SARA K COOPER

Entered this 17th day of November, 2015.


_____ Barry J. Glennon, Director
Bureau of Securities Regulation