

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION

RECEIVED

JUN 30 2014

NEW HAMPSHIRE BUREAU
OF SECURITIES REGULATION

IN THE MATTER OF

Strategic Consulting Advisers, LLC

COM2011-0026-0029

CONSENT AGREEMENT

The Bureau commenced an investigation of Aegis Capital, LLC (hereinafter "Aegis") of Charlotte, North Carolina, CRD #125378 and related persons in 2011. Strategic Consulting Advisers, LLC (hereinafter "Strategic Consulting"), was a third party contractor of Aegis to provide services effective January 2010 through October 2011. Aegis was a federally covered investment advisor that had an office in Portsmouth, New Hampshire. The investigation commenced after former clients (hereinafter referred to as "Investors") of Aegis complained to the New Hampshire Bureau of Securities Regulation ("Bureau") about investments in the Aegis Diversified Real Estate Fund ("ADREF"). It is Strategic Consulting's position that a member of Aegis management informed Strategic Consulting that Aegis was no longer marketing the ADREF, and that Strategic Consulting had no knowledge of any ADREF sales to New Hampshire investors, or any related conduct occurring in New Hampshire. In the interest of resolving any and all potential claims, and in that Strategic Consulting has fully cooperated with

the Bureau, the Bureau reaches this Agreement with Strategic Consulting in full satisfaction of any and all complaints and claims arising out of this matter.

In entering into this Agreement, Strategic Consulting neither admits nor denies any allegation described herein.

By full and timely compliance with this Agreement, Strategic Consulting will satisfy the Bureau and the investigation as it relates to Strategic Consulting will be closed.

Strategic Consulting, via certified check or money order, shall pay the Investors as follows: Investors 1,2 and 3 receive \$8,260.92 each, Investors 4 and 5 receive \$4,130.28 each, and Investors 6 and 7 receive \$2,478.24 each. Payment shall be received in 36 equal installments with the first installment made within 10 days of the execution of this Agreement followed by 35 equal payments made on the first of each month starting with the first day of the month following execution until paid in full and each separate payment shall be made out according to a list of the Investor names and installment amount provided confidentially to counsel for Strategic Consulting by the Bureau.

Strategic Consulting enters into this Agreement solely for the purpose of resolving the investigation of the Bureau and for no other reason.

This Agreement shall not disqualify Strategic Consulting, nor any of its principals, agents, or affiliates from any business that such entities or persons are otherwise qualified or licensed to perform under applicable securities laws of the State of New Hampshire. In addition, this Agreement is not intended to form the basis, in whole or in part, of any such disqualification

or reportability on the CRD and IARD/IAPD systems, nor can it be considered by the Bureau in any future review of Strategic Consulting.

This Agreement does not reflect any sanction or any finding that Strategic Consulting, its principals, agents, or affiliates were involved in any violation of state or federal law, and it is not a final order under New Hampshire statutory law.

It is the intention of the Bureau that this Agreement not be reportable to any state or federal securities regulators or self-regulatory organization.

Strategic Consulting and its agents shall not make any public statement, in regulatory filings or otherwise, which denies any allegations in this Agreement or implies that any factual allegation included herein lacks factual basis. Nothing in this Agreement affects Strategic Consulting's testimonial obligations or right to take legal or factual positions in defense of litigation or in defense of a claim or other legal proceedings in which the Bureau is not a party.

Strategic Consulting enters into this Agreement voluntarily and represents that no threats, offers, promises or inducements of any kind have been made by the Bureau or any member, officer, employee, agent or representative of the Bureau to induce Strategic Consulting to enter into this Agreement. Strategic Consulting waives its right to an administrative hearing in this matter.

Strategic Consulting shall fully comply with all the terms of this Agreement. If Strategic Consulting violates any term of this Agreement in any material respect, the Bureau may pursue any civil, criminal or administrative action, pursuant to RSA 421-B or otherwise, against Strategic Consulting and its agents as authorized by law.

Strategic Consulting shall bear its own fees including but not limited to attorneys' fees and costs direct or indirect, related in any way to the matter or this Agreement.

This Agreement shall be governed by the laws of the State of New Hampshire.

This Agreement shall be final and binding upon Strategic Consulting and the Bureau.

The Staff Petition For relief dated 5/8/2014 and accompanying Notice of Administrative Hearing dated 5/23/2014 are hereby rescinded.

SO AGREED.

Date: June 30, 2014

Strategic Consulting Advisers, LLC


By: Sidney Wiggall

SO AGREED.

Date: 7/1/14, 2014

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION


By: Barry Glenhori, Director

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SO AGREED.

Date: June 30, 2014

Strategic Consulting Advisers, LLC


By: Sidney Higfall
xxxxxx Duly Authorized
Corporate Counsel

SO AGREED.

Date: _____, 2014

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION

By: Barry Glennon, Director