

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

**CONSENT ORDER
IN THE MATTER OF:**

**Harmony Health Care Institute, Inc.
C-2015000000**

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Harmony Health Care Institute, Inc. (“HHCI”) 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, HHCI does hereby consent to following findings, conclusions, undertakings and sanctions:

STATEMENT OF FACTS

1. HHCI maintains its principal place of business at 10 Al Paul Lane, Suite 204, Merrimack, New Hampshire, 03054. According to documentation filed with the New Hampshire Department of State, Corporation Division, HHCI’s principal purpose is “to provide post-secondary health care education.”
2. On or about February 5, 2015, The Bureau received a complaint regarding HHCI and possible violations of New Hampshire securities law from a New Hampshire resident who was also an HHCI shareholder. Based on the content of the complaint, the Bureau initiated an investigation of HHCI.
3. During its investigation into HHCI, the Bureau determined that HHCI failed to adequately disclose to investors its accounting practices including where investor monies would be held and whether such monies would be transferred between accounts. The Bureau also determined that HHCI shares were distributed to HHCI executives without clear accounting and disclosure to investors of the consideration provided for those shares. The complainant in this matter believes that this information was material and should have been disclosed prior to his investment in HHCI.
4. Throughout the Bureau’s investigation, HHCI participated in good faith and provided

timely responses to the Bureau's requests for information and testimony. Further, HHCI has asserted that any violations of statute or potential violations of the statute were not intentional and that no shareholders were financially harmed by the actions or inactions of HHCI.

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. HHCI is a "person" within the meaning of N.H. RSA 421-B:2, XVI.
2. Pursuant to N.H. RSA 421-B:10, I(b)(14), the Secretary of State may by order deny, suspend, or revoke any license or application, or bar any person from licensure if such an order is in the public interest and for good cause shown. Further, pursuant to N.H. RSA 421-B:10, VI, "[i]n lieu of, or in addition to, any such order to suspend or revoke any license or application, the secretary of state may, upon hearing, assess an administrative fine of not more than \$2,500 per violation." HHCI is subject to these provisions and the determinations made by the Bureau during its investigation of HHCI constitute good cause pursuant to N.H. RSA 421-B:10, I(b)(14).
3. Pursuant to 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. HHCI is subject to this section.
4. Pursuant to N.H. RSA 421-B:22, IV, in any investigation to determine whether any person has violated or is about to violate N.H. RSA 421-B or any rule or order thereunder, the Secretary of State shall be entitled to recover the costs of the investigation, and any related proceedings, including reasonable attorney's fees, in addition to any other penalty provided for under N.H. RSA 421-B. HHCI is subject to this provision.

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

1. HHCI agrees that that they have 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.

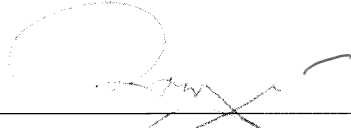
2. HHCI agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. HHCI agrees to cease and desist from violations under this chapter pursuant to N.H. RSA 421-B:23.
4. Upon execution of this order by HHCI, HHCI agrees to pay an administrative fine in the amount of Five Thousand Dollars (\$5,000) and the Bureau's costs of investigation in the amount of Two Thousand Five Hundred Dollars (\$2,500) for a total amount of Seven Thousand Five Hundred Dollars (\$7,500) 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) Three Thousand Seven Hundred Fifty Dollars (\$3,750) to be paid within 30 days of execution of this Order; and
 - b) Three Thousand Seven Hundred Fifty Dollars (\$3,750) on or before June 1, 2016.
5. HHCI 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 HHCI, which the Bureau has no knowledge at the time of the date of final entry of this Order.
6. HHCI 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 HHCI's testimonial obligations or right to take legal positions in litigation or other proceedings 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. HHCI cease and desist from further violations of the New Hampshire securities laws pursuant to N.H. RSA 421-B:23.
2. HHCI shall pay an administrative fine and the Bureau's costs of investigation in the amount of Seven Thousand Five Hundred Dollars (\$7,500). Timing of such payment shall be as follows:
 - a) Three Thousand Seven Hundred Fifty Dollars (\$3,750) to be paid within 30 days of execution of this Order; and
 - b) Three Thousand Seven Hundred Fifty Dollars (\$3,750) on or before June 1, 2016.
3. HHCI shall comply with the above-referenced undertakings and sanctions.

Executed this 18 day of NOVEMBER, 2015.

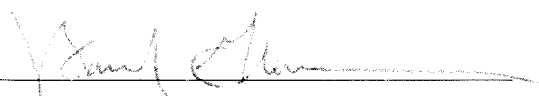


on behalf of HHCI

(Please print name below:

JEAN C. DIKE, PRESIDENT

Entered this 29th day of November, 2015.



Barry J. Glennon, Director
Bureau of Securities Regulation