

BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
CONCORD, NEW HAMPSHIRE

IN THE MATTER OF:)	
)	
Robert Ryan Goold and)	
)	
August Green Capital, LLC)	No. INV12-00036
)	
RESPONDENTS)	
)	
)	
)	

CONSENT ORDER

I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Robert Ryan Goold and August Green Capital, LLC (hereinafter referred to as "Respondents") have submitted an offer of settlement, which the Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as "the Bureau") has determined to accept. Respondents do hereby consent to the following findings, conclusions, undertakings and sanctions:

The Facts

1. August Green Capital, LLC ("Respondent" or "AGC"), is a sole proprietorship commodity advisor firm operated by Robert Ryan Goold ("Goold"). AGC's former principal place of business was located at 276 Newport Road 218, New London, New Hampshire 03257. As of April 2, 2012, AGC claimed its principal place of business was located at 116 East Dover, Easton, Maryland 21601.
2. On August 30, 2012, the New Hampshire Bureau of Securities Regulation (the "Bureau") was referred the above matter by the National Futures Association ("NFA"). This referral indicated that AGC's website (www.augustgreen.com) had a number of inaccuracies and that AGC was also actively soliciting

website also stated that these notes were issued under SEC Regulation D, Rule 506, and were fully satisfied with all applicable requirements. The NFA requested clarification on the nature and extent of these solicitations, which Goold refused to provide stating that because the private placement notes in question were issued under SEC Regulation D, NFA did not have jurisdiction to investigate the matter.

3. On December 6, 2012, after a previously unsuccessful attempt to contact Goold on November 27, 2012, the Bureau's auditor and investigator were able to contact Goold via telephone. During that conversation Goold claimed that he had set up the advisory business but had since ceased operation, had never sold any of the private placement notes offered on AGC's website, and that he was now living in Maryland and operating Libertas Consulting, an IT consulting company he also owned. During this discussion, the Bureau requested several documents to aid in its investigation of this matter.
4. Following the December 6, 2012 conversation, Goold removed AGC's website and all associated files.
5. On February 2, 2013, the Bureau's Deputy Director sent AGC and Goold a subsequent document request pursuant to RSA 421-B:8 and 421-B:22. On February 20, 2013, Goold responded to the request via email, indicating that he never had any clients, had no client contracts, and had never issued any promissory notes.

The Law

1. Pursuant to New Hampshire RSA 421-B:11, I, it is unlawful for any person to offer or sell any security in the State of New Hampshire unless the security is registered pursuant to RSA 421-B, the security or transaction is exempted under RSA 421-B:17, or the security is a federally covered security for which the fee has been paid and documents have been filed as required by RSA 421-B:11, I-a. AGC is subject to this section.
2. In a *Statement of Policy* released by the Bureau on November 19, 2010,

is considered to be a security as defined under RSA 421-B:2, XX(a) of the Securities Act. *When are "Notes" Securities Under the New Hampshire Uniform Securities Act*, Statement of Policy by NH Bureau of Securities Regulation (Sec'y of State November 16, 2010), http://www.sos.nh.gov/securities/PDF/interpretive_Orders/IntOrd_2010-11-19.pdf.

3. According to AGC's website, AGC, through Goold, was offering unsecured private placement notes at market rates to its clients. As AGC, through Goold, was offering securities as defined in the Bureau's *Statement of Policy* and AGC's primary place of business was in New Hampshire, AGC was required to register the offer or sale of its securities in New Hampshire, unless it was exempted based on the criteria outlined in RSA 421-B:17. Based on the information that has been provided to the Bureau, AGC does not meet any exemption outlined in RSA 421-B:17.
4. AGC also claimed on its website, that the private placement notes it was offering were "issued under SEC Regulation 506 D" and were "fully compliant with these regulations." If the notes qualified for Rule 506 exemption under Regulation D of the Securities Act of 1933 ("Regulation D") then pursuant to RSA 421-B:11, I-a(e), AGC would have had until fifteen (15) days after the first sale in the state to notice file. However, Regulation D exemptions are available only for private offerings. If the securities in question were publicly offered through any form of general solicitation or general advertisement, the offering is not eligible for exemption under Regulation D. Based on the information provided to the Bureau, AGC is not eligible to claim a Regulation D exemption as AGC actively solicited the sale of its private placement notes through the company's website. Therefore, pursuant RSA 421-B:11, AGC was required to register its security prior to its initial offering rather than subsequent to the first sale.
5. Pursuant to RSA 421-B:6, it is unlawful for any person to transact business in this state as an agent unless such person is licensed under this chapter. Goold is subject to this provision.
6. Pursuant to RSA 421-B:2, II an "agent" means any individual, other than a broker-dealer, issuer or issuer-dealer, who represents a broker-dealer, issuer or issuer-dealer in effecting or attempting to effect purchases or sales of securities or an individual other than an investment adviser who represents an investment adviser by providing investment advice or who is an investment adviser representative.

not, and has never been licensed as an issuer-dealer or issuer-dealer agent, which is a violation of RSA 421-B:6.

8. Pursuant to RSA 421-B: 23, I(a), whenever it appears to the secretary of state that any person has engaged or is about to engage in any act or practice constituting a violation of the New Hampshire Uniform Securities Act or any rule under the Act, 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 violations of this chapter. AGC and Gould are subject to this provision.
 9. Pursuant to 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. AGC and Gould are subject to this provision.
- II. In view of the foregoing, the Respondents agree to the following undertakings and sanctions:
1. Respondents agree that that they have voluntarily consented to the entry of this Order and represent and aver that no employee or representative of the Bureau has made any promise, representation or threat to induce their execution.
 2. Respondents agree to waive their right to an administrative hearing and any appeal therein under this chapter.
 3. Respondents agree to, by Order, cease and desist from further violations under this chapter pursuant to RSA 421-B:23.
 4. Respondent 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

Respondents shall not make any statements in regulatory filings or otherwise denying the allegations contained herein except in litigation where the State of New Hampshire is not a party.

imposed.

III. 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. Respondents cease and desist from violations of the act pursuant to RSA 421-B:23.
2. Respondents comply with the above-referenced undertakings.

Executed this 2nd day of 9, 2013.

R. GOOLD

Respondents
(Please print name below:

ROBERT GOOLD

Entered this 15th day of October, 2013

Barry J. Glenn
Barry Glennon, Director
Bureau of Securities Regulation