

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

CONSENT ORDER

Stanley T. Schmidt (CRD#1011448)

C-2013-00022

- I. For the purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Stanley T. Schmidt (hereinafter "Schmidt") has submitted an offer of settlement, which the State of New Hampshire, Department of State, Bureau of Securities Regulation (hereinafter the "Bureau") has determined to accept. Accordingly, Schmidt, without admitting or denying the allegations, does hereby consent to the following:

STATEMENT OF FACTS

1. Schmidt is a resident of Shelburne, Vermont and was employed by the investment advisory firm Interinvest Corp Inc. (hereinafter "Interinvest") from November of 1985 until he resigned in January of 2015. Interinvest is a federally covered investment adviser that has been registered with the United States Securities and Exchange Commission since July 3, 1980 and had been notice filed with the State of New Hampshire under N.H. RSA 421-B:7, I-b from January 2, 1992 to December 31, 2014. Interinvest is incorporated in the State of Massachusetts with a principal place of business at 192 South Street, Suite 600, Boston, MA 02111.
2. Following an investigation that commenced in the fall of 2013, the Bureau filed an enforcement matter against Interinvest (CRD# 108346), Hans Peter Black (CRD# 4345879), and Alexander Richard Black (CRD# 5752591) on March 9, 2015 alleging securities fraud. A hearing has been requested by Interinvest, Hans Peter Black, and Alexander Richard

Black and the matter is still pending. Schmidt cooperated with the Bureau's investigation.

3. The Bureau determined that Schmidt, as an investment advisor representative, breached his fiduciary duty by failing to ensure that proper disclosures were made to New Hampshire clients and failing to ensure that the New Hampshire clients were advised that their accounts had become unsuitable. These New Hampshire clients, identified as Investor #1, Investor #2, and Investor #3 in the Bureau's Staff Petition for Relief in this matter dated March 9, 2015, suffered losses.

STATEMENTS OF LAW

II. The staff of the Bureau makes the following statements of law under N.H. RSA 421-B, and regulations thereunder:

1. Schmidt is a "person" within the meaning of N.H. RSA 421-B:2, XVI.
2. Schmidt is an "investment adviser representative" within the meaning of N.H. RSA 421-B:2, IX-a.
3. Pursuant to N.H. 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 this chapter or any rule or order under this chapter, the secretary of state 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. Schmidt is subject to this provision.
4. Pursuant to 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, including the forfeiture of any application fee, or an administrative fine not to exceed \$2,500, or both. Each of the acts specified shall constitute a separate violation, and such administrative action or fine may be imposed in addition to any criminal

penalties imposed pursuant to RSA 421-B:24 or civil liabilities imposed pursuant to RSA 421-B:25. Schmidt is subject to this provision.

5. Pursuant to N.H. RSA 421-B:26, V, after notice and hearing, the Secretary of State may enter an order of rescission, restitution, or disgorgement directed to a person who has violated N.H. RSA 421-B. Schmidt is subject to this provision.

UNDERTAKINGS

III. In view of the foregoing, Schmidt agrees to the following:

1. Schmidt agrees that he voluntarily consented to the entry of this Consent Order and represents and avers that no employee or representative of the Bureau has made any promise, representation, or threat to induce his execution.
2. Schmidt agrees to waive his right to an administrative hearing and any appeal therein under this chapter.
3. Schmidt agrees that this Consent Order is entered into for the purpose of resolving only the matter as described herein. This Consent Order shall have no collateral estoppel, res judicata or evidentiary effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Consent Order shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct by Schmidt which the Bureau has no knowledge of at the time of the date of the final entry of this Consent Order.
4. Schmidt 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 contained in this Consent Order or create the impression that the Consent Order is without factual basis.
5. Schmidt agrees not to seek securities licensure in any capacity in the State of New

Hampshire as presently codified in N.H. RSA 421-B for a period of three years commencing on the date of execution of this Consent Order.

6. Schmidt agrees to permanently cease and desist from further violations of the New Hampshire Securities Act, N.H. RSA 421-B.
7. Schmidt agrees to pay a fine to the Bureau of five thousand dollars (\$5,000), restitution to Investor #1 and Investor #2 totaling twenty-five thousand dollars (\$25,000), and restitution to Investor #3 totaling ten thousand dollars (\$10,000). Schmidt agrees to the following payment schedule:
 - By July 1, 2015, pay six thousand two hundred and fifty dollars (\$6,250) to Investor #1 and Investor #2 collectively, two thousand five hundred dollars (\$2,500) to Investor #3, and one thousand two hundred and fifty dollars (\$1,250) to the Bureau.
 - By July 17, 2015, pay six thousand two hundred and fifty dollars (\$6,250) to Investor #1 and Investor #2 collectively, two thousand five hundred dollars (\$2,500) to Investor #3, and one thousand two hundred and fifty dollars (\$1,250) to the Bureau.
 - By January 29, 2016, twelve thousand, five hundred dollars (\$12,500) to Investor #1 and Investor #2 collectively, five thousand dollars (\$5,000) to Investor #3, and two thousand five hundred dollars (\$2,500) to the Bureau.
8. Schmidt acknowledges that the fine and restitution payments outlined in Undertaking #6 above are non-dischargeable debts for violations of New Hampshire's securities laws under 11 U.S.C. § 523(a)(19). Should Schmidt file bankruptcy, he agrees to not seek discharge of the fine or restitution payments outlined in this Consent Order and agrees to continue to make all periodic payments as agreed to in this Consent Order.
9. Schmidt agrees to fully cooperate with the pending administrative matter against Hans Peter Black, Alexander Richard Black, and Interinvest, including but not limited to providing documents and testimony in person in New Hampshire.

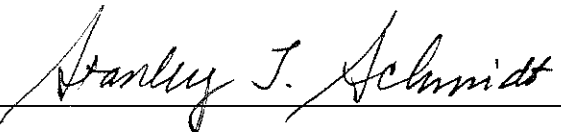
10. If Schmidt does not meet the conditions set forth in this Consent Order, this Order shall be voidable by the Bureau and the Bureau may proceed with its enforcement action against Schmidt.

IV. In view of the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Consent Order. **THEREFOR IT IS HEREBY ORDERED THAT:**

1. Schmidt permanently cease and desist from further violations of the New Hampshire Securities Act, N.H. RSA 421-B.
2. Schmidt pay a fine of five thousand dollars (\$5,000) and restitution totaling thirty-five thousand dollars (\$35,000), as outlined in Undertaking #6 above.
3. Schmidt comply with all other Undertakings outlined above.

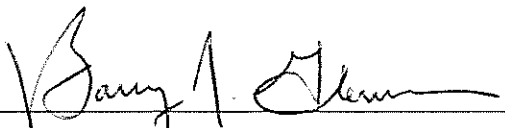
SO ORDERED.

Executed this 4th day of JUNE, 2015



Stanley T. Schmidt

Executed this 8th day of June, 2015



Barry Glennon, Director