

OCT 14 2021

NEW HAMPSHIRE
DEPARTMENT OF STATE

**STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
CONCORD, NEW HAMPSHIRE**

IN THE MATTER OF:)
)
 Williams Wealth Management, LLC)
)
 Jeffrey Williams)
)
)
)
 Respondents)

COM2020-00014

CONSENT AGREEMENT

I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Williams Wealth Management, LLC (hereinafter referred to as "WWM"), and Jeffrey Williams (hereinafter "JW") or "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. Accordingly, without admitting or denying the facts and allegations contained herein, WWM and JW do hereby consent to the following findings, conclusions, undertakings and sanctions and to the entry of the Consent Agreement and to the following:

The Facts

1. WWM is a state licensed adviser located at 20 Trafalga Square, Ste 304, Nashua, New Hampshire 03063. WWM's CRD number is 165535. WWM has been a licensed adviser in New Hampshire since 11/15/2012. Jeffrey Williams, (hereinafter "JW") CRD #2434533 is a licensed investment adviser representative and is the owner and operator of WWM.
2. This matter arose from a complaint and an investigation conducted by the Bureau starting in March 2020. The complaint was related to WWM's handling of a client account, (hereinafter Investor #1) when Investor #1 was in declining health with a diagnosis of dementia and impaired mental capacity. Starting in December 2019 and extending to March 2020 when the account was transferred out of WWM, Investor #1's Power of Attorney (hereinafter "POA") was trying to intervene and trying to facilitate transfer of account authority and information to himself, however, Investor

#1 was resisting the POA, and therefore, JW also resisted the POA and refused to abide by the wishes of the POA claiming that Investor #1 was of sound mind and that the POA was not in effect and JW continued to trade the account without authority of the POA and refused to transfer authority and information to the POA.

3. An investment adviser is a fiduciary and required to act in the best interest of his clients. JW is not a mental health professional and not a legal professional and his decision to interfere with the POA was not in keeping with the best interest of Investor #1 because his decision to do so was not based on an informed judgement.

THE LAW

1. WWM is a “investment adviser” within the meaning of RSA 421-B:1-102(26) and JW is an investment adviser representative within the meaning of RSA 421-B:1-102(27).
2. Pursuant to RSA 421-B:5-502(b)(2)(D), [a] person who is an investment adviser or investment adviser representative is a fiduciary and has a duty to act primarily for the benefit of the person’s clients. While the extent of this duty varies..., an investment adviser or investment adviser representative should not engage in unethical business practices which constitute violation of subsection including the following, [p]lacing an order to purchase or sell a security for the account of a client without the authority to do so. The conduct set forth in RSA 421-B:5-502(b)(2) is not inclusive. Interfering with a POA’s ability to have account information and authority may also be a violation of this section. WWM and JW are subject to this section.
3. Pursuant to RSA 421-B:6-604(a)(1), the secretary of state may order any person in violation of 421-B to cease and desist. WWM and JW are subject to this provision.
4. Pursuant to RSA 421-B:6-604(g), the secretary of state can assess costs of the investigation. WWM and JW are subject to this section.

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 Consent Agreement and represents and avers 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. Upon execution of this Consent Agreement by Respondents, Respondents agree to pay costs in the amount of five thousand dollars (\$5,000) 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.
4. The Respondents agree to cease and desist from violations of RSA 421-B.
5. Respondents agree that this Consent Agreement is entered into for purpose of resolving only the matter and issues as described herein and no other issues pending before the State of New Hampshire. This Consent Agreement shall have no collateral estoppel, res judicata, evidentiary, or other legal effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Consent Agreement shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct unrelated to this complaint.
6. The Respondents 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 Consent Agreement or create the impression that the Consent Agreement is without factual basis. Nothing in this provision affects the Respondent's testimonial obligations or right to take legal positions in litigation in which the State of New Hampshire is not a party.
7. Should Respondents violate this Consent Agreement, the Bureau may rescind the Consent Agreement without a hearing and institute formal enforcement proceedings under RSA 421-B.

Based on the foregoing, Respondent and the Bureau agree to the following:

1. Respondents will pay costs in the amount of five thousand dollars (\$5,000) as stated above.
2. Respondents agree to cease and desist from violating RSA 421-B.
3. Respondents shall comply with all undertakings.

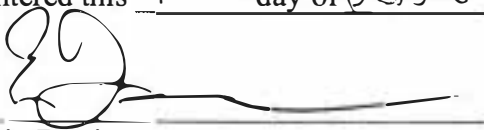
Executed this 13 day of October, 2021.

on behalf of WWM
Please print name below:

JEFFREY WILLIAMS


Jeffrey Williams

Entered this 15th day of October, 2021.


Eric Forcier
Deputy Secretary