
IN THE MATTER OF:

**TPEG SECURITIES, LLC
CRD NO. 146726**

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CONSENT ORDER

NO. CO-20-8473-S

I. PRELIMINARY STATEMENT

WHEREAS, the Banking Commissioner (“Commissioner”) is charged with the administration of Chapter 672a of the General Statutes of Connecticut, the Connecticut Uniform Securities Act (“Act”) and Sections 36b-31-2 to 36b-31-33, inclusive, of the Regulations of Connecticut State Agencies (“Regulations”) promulgated under the Act;

WHEREAS, TPEG Securities, LLC (“TPEG”), located at 925 S. Kimball Avenue, Suite 100, Southlake, Texas 76092, has been registered as a broker-dealer under the Act from April 16, 2015 to the present;

WHEREAS, the Commissioner, through the Securities and Business Investments Division (“Division”) of the Department of Banking (“Department”), conducted an investigation pursuant to Section 36b-26(a) of the Act into the activities of TPEG to determine if it had violated, was violating or was about to violate provisions of the Act or Regulations (“Investigation”);

WHEREAS, as a result of the Investigation, the Division obtained evidence that: 1) from approximately April 2010 to approximately July 2018, TPEG effected approximately twenty-seven (27) securities transactions with four accredited investors residing in Connecticut for which for which no securities registration, exemption or covered security notice filing had been made with the Division for such securities; and 2) from approximately April 2010 to April 16, 2015, TPEG effected approximately

thirteen (13) securities transactions for accredited Connecticut investors at a time when TPEG was not registered as a broker-dealer under the Act;

WHEREAS, upon being notified by the Division of its filing deficiencies, in August 2019 and October 2019 TPEG made the required filings of Notice of Sale of Securities pursuant to Rule 506 of Regulation D and paid the associated filing fees;

WHEREAS, the Commissioner has reason to believe that the foregoing conduct would support the initiation of administrative proceedings against TPEG under Sections 36b-15 and 36b-27 of the Act;

WHEREAS, Section 36b-31(a) of the Act provides, in relevant part, that “[t]he commissioner may from time to time make . . . such . . . orders as are necessary to carry out the provisions of sections 36b-2 to 36b-34, inclusive”;

WHEREAS, Section 36b-31(b) of the Act provides, in relevant part, that “[n]o . . . order may be made . . . unless the commissioner finds that the action is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of sections 36b-2 to 36b-34, inclusive”;

WHEREAS, an administrative proceeding initiated under Sections 36b-15 and 36b-27 of the Act would constitute a “contested case” within the meaning of Section 4-166(4) of the General Statutes of Connecticut;

WHEREAS, Section 4-177(c) of the General Statutes of Connecticut and Section 36a-1-55(a) of the Regulations provide that a contested case may be resolved by consent order, unless precluded by law;

WHEREAS, without holding a hearing and without trial or adjudication of any issue of fact or law, and prior to the initiation of any formal proceeding, the Commissioner and TPEG reached an agreement, the terms of which are reflected in this Consent Order, in full and final resolution of the matters described herein;

WHEREAS, TPEG, without admitting or denying any of the Commissioner's allegations, expressly consents to the Commissioner's jurisdiction under the Act and to the terms of this Consent Order;

WHEREAS, TPEG, through its execution of this Consent Order, specifically assures the Commissioner that the violations alleged in this Consent Order shall not occur in the future;

AND WHEREAS, the issuance of this Consent Order is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act.

II. CONSENT TO WAIVER OF PROCEDURAL RIGHTS

WHEREAS, TPEG, through its execution of this Consent Order, voluntarily waives the following rights:

1. To be afforded notice and an opportunity for a hearing within the meaning of Sections 36b-15(f) and 36b-27 of the Act and Section 4-177(a) of the General Statutes of Connecticut;
2. To present evidence and argument and to otherwise avail itself of Sections 36b-15(f) and 36b-27 of the Act and Section 4-177c(a) of the General Statutes of Connecticut;
3. To present its position in a hearing in which it is represented by counsel;
4. To have a written record of the hearing made and a written decision issued by a hearing officer; and
5. To seek judicial review or otherwise challenge or contest the validity of this Consent Order.

III. ACKNOWLEDGEMENT OF THE COMMISSIONER'S ALLEGATIONS

WHEREAS, TPEG, through its execution of this Consent Order, acknowledges the following allegations of the Commissioner:

1. From approximately April 2010 to approximately July 2018, TPEG violated Section 36b-16 of the Act by effecting securities transactions for which no securities registration, exemption or covered security notice filings were made; and
2. From approximately April 2010 to approximately April 2015, TPEG violated Section 36b-6(a) of the Act by transacting business as a broker-dealer in Connecticut while not being registered under the Act;

WHEREAS, the Commissioner would have the authority to enter findings of fact and conclusions of law after granting TPEG an opportunity for a hearing;

AND WHEREAS, TPEG acknowledges the possible consequences of an administrative hearing and voluntarily agrees to the terms of this Consent Order as described below.

IV. CONSENT TO ENTRY OF SANCTIONS

WHEREAS, TPEG, through its execution of this Consent Order, consents to the Commissioner's entry of a Consent Order imposing the following sanctions:

1. TPEG, its representatives, agents, and employees shall cease and desist from engaging in conduct constituting or which would constitute a violation of the Act or any regulation, rule or order adopted or issued under the Act, either directly or through any person, organization or other device, including, without limitation, engaging in any activity in or from Connecticut that violates Sections 36b-16 or 36b-6(a) of the Act; and
2. No later than the date this Consent Order is entered by the Commissioner, TPEG shall remit to the Department by cashier's check, certified check or money order made payable to "Treasurer, State of Connecticut," the sum of eight thousand nine hundred and fifty dollars (\$8,950), seven thousand five hundred dollars (\$7,500) of which shall constitute an administrative fine and one thousand four hundred and fifty dollars (\$1,450) of which shall constitute reimbursement for past due broker-dealer registration fees;

V. CONSENT ORDER

NOW THEREFORE, the Commissioner enters the following:

1. The Sanctions set forth above be and are hereby entered;
2. Entry of this Consent Order by the Commissioner is without prejudice to the right of the Commissioner to take enforcement action against TPEG and/or its affiliates and successors in interest based upon a violation of this Consent Order or the matters underlying its entry, if the Commissioner determines that compliance with the terms herein is not being observed;
3. Nothing in this Consent Order shall be construed as limiting the Commissioner's ability to take enforcement action against TPEG and/or its affiliates and successors in interest based upon evidence of which the Division was unaware on the date hereof relating to a violation of the Act or any regulation or order under the Act;
4. TPEG shall not take any action or make or permit to be made any public statement, including in regulatory filings, any proceeding in any forum or otherwise, denying, directly or indirectly, any allegation referenced in this Consent Order or create the impression that this Consent Order is without factual basis;

5. TPEG shall not take any position in any proceeding brought by or on behalf of the Commissioner, or to which the Commissioner is a party, that is inconsistent with any part of this Consent Order. Nothing in this provision affects TPEG's testimonial obligations or right to take a legal or factual position in litigation or other legal proceeding in which the Commissioner is not a party; and
6. This Consent Order shall become final when entered.

So ordered at Hartford, Connecticut,
this 8th day of June 2020.

_____/s/_____
Jorge L. Perez
Banking Commissioner

CONSENT TO ENTRY OF ORDER

I, Daniel Meader, state on behalf of TPEG Securities, LLC, that I have read the foregoing Consent Order; that I know and fully understand its contents; that I am authorized to execute this Consent Order on behalf of TPEG Securities, LLC; that TPEG Securities, LLC agrees freely and without threat or coercion of any kind to comply with the terms and conditions stated herein; and that TPEG Securities, LLC consents to the entry of this Consent Order.

TPEG Securities, LLC

By: _____/s/_____
Daniel Meader
Managing Member

Date: 6-1-20