
*
IN THE MATTER OF: *
*
ARCHER MICRO CAP VALUE FUND, *
LIMITED PARTNERSHIP *
*
ARTEMIS CAPITAL GROUP L.L.C. *
*

ORDER TO CEASE AND DESIST
NOTICE OF INTENT TO FINE
AND
NOTICE OF RIGHT TO HEARING
MATTER NO. CF-24-10824-S

I. PRELIMINARY STATEMENT

1. 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.

2. Pursuant to Section 36b-26(a) of the Act, the Commissioner, through the Securities and Business Investments Division of the Department of Banking (“Department”), has conducted an investigation into the activities of Archer Micro Cap Value Fund, Limited Partnership (“Archer Fund”) and Artemis Capital Group L.L.C. (“Artemis Capital”) (collectively, “Respondents”) to determine if Respondents have violated, are violating or are about to violate provisions of the Act or Regulations (“Investigation”).

3. As a result of the information obtained during the Investigation, the Commissioner has reason to believe that Respondents have violated certain provisions of the Act. Accordingly, the Commissioner has reason to believe that a basis exists to: (a) issue a cease and desist order against Respondents pursuant to

Section 36b-27(a) of the Act; and (b) impose a fine upon Respondents pursuant to Section 36b-27(d) of the Act.

II. RESPONDENTS

4. The Archer Fund was formed as a Connecticut limited partnership on October 15, 2013. Archer Fund's principal place of business and address last known to the Commissioner is 210 South Main Street, 1st Floor, Middletown, Connecticut 06457. Records maintained by The Office of the Secretary of the State of Connecticut also list the Archer Fund's business address as 210 South Main Street, 1st Floor, Middletown, Connecticut 06457. The Office of the Secretary of the State of Connecticut dissolved the Archer Fund on December 22, 2022, for failure to file Annual Report. At all times pertinent hereto, the Archer Fund was a private investment fund "organized for the purpose of realizing primarily interest and other income and secondarily capital appreciation by investing and trading in debt securities and other financial instruments and rights relating to non-investment grade entities (including, without limitation, securities and other financial instruments of any United States or foreign corporation or other entity). Additionally, the Partnership shall, from time to time, invest and reinvest or direct the investment and reinvestment of the Partnership's funds and take such other action with respect thereto as the General Partner shall in its reasonable discretion, without consultation or confirmation, determine to be appropriate" The Archer Fund is not and has not been registered in any capacity under the Act.

5. Artemis Capital is a Delaware limited liability company that was formed on September 17, 2003. Artemis Capital's principal place of business and address last known to the Commissioner is 210 South Main Street, 1st Floor, Middletown, Connecticut 06457. At all times pertinent hereto, Artemis Capital was the general partner of the Archer Fund. The Managing Member of Artemis Capital is Byron J. Collier, a New Jersey resident ("Collier"). Artemis Capital is not and has not been registered in any capacity under the Act.

III. STATEMENT OF FACTS

6. Beginning in 2015, the Archer Fund issued securities in the form of limited partnership interests (“Archer Fund LP Interests”). The Archer Fund allowed individuals interested in participating in the Archer Fund to pay for the Archer Fund LP Interests using cash or registered securities.

7. Prospective investors in Archer Fund LP Interests were provided with an Archer Capital Micro Cap Value Fund, Limited Partnership Agreement (“Archer Fund LP Agreement”) and a Subscription Agreement between the Archer Fund and the prospective investor (“Subscription Agreement”).

8. In May 2015, an individual investor, a New Hampshire resident (“Investor One”), executed an Archer Fund LP Agreement and a Subscription Agreement with the Archer Fund that were both executed on behalf of the Archer Fund by Collier, as Managing Member of Artemis Capital – the Archer Fund’s general partner. Pursuant to the Archer Fund LP Agreement and Subscription Agreement, Investor One transferred 500,000 shares of Boston Therapeutics, Inc., common stock to the Archer Fund’s brokerage account as Investor One’s capital commitment to the Archer Fund.

9. On January 26, 2017, an individual investor, a California resident (“Investor Two”), executed an Archer Fund LP Agreement and a Subscription Agreement with the Archer Fund that were both executed on behalf of the Archer Fund by Collier, as Managing Member of Artemis Capital – the Archer Fund’s general partner. Pursuant to the Archer Fund LP Agreement and Subscription Agreement, Investor Two transferred 6,200,000 shares of Endonovo Therapeutics, Inc., common stock, which shares were restricted by the issuer, as Investor Two’s capital commitment to the Archer Fund.

10. From 2015 to 2017, the Archer Fund, absent registration in any capacity under the Act, offered and sold Archer Fund LP Interests from Connecticut to at least one investor and received remuneration directly or indirectly for such services and/or solicitation activity.

11. No investor in the Archer Fund who purchased the Archer Fund LP Interests took part in the conduct or control of the Archer Fund’s business and had no authority or power to act for or bind the Archer Fund. Rather, all of these powers were vested solely and exclusively in Artemis Capital as Archer Fund’s general partner.

12. The Archer Fund LP Agreement provided that the Archer Fund shall pay Artemis Capital an administrative fee of 2% per year.

13. The Archer Fund LP Agreement further provided that the administrative fee is payable by the Archer Fund in consideration of the management services that will be performed by the general partner, Artemis Capital, and/or any investment manager. The Archer Fund LP Agreement provided that the general partner may retain an investment manager pursuant to an investment management agreement. The general partner never retained an investment manager. Only Artemis Capital advised the Archer Fund and selected the investment options to be made available to the Archer Fund's participants. Artemis Capital was also solely responsible for monitoring and reviewing the Archer Funds investment options on a periodic basis.

14. The Archer Fund LP Agreement also stated that the Archer Fund LP Interests were not being registered under the Securities Act of 1933, as amended or under state securities laws. The Archer Fund LP Agreement also provided that the Archer Fund appointed Artemis Capital to serve in a fiduciary capacity and that Artemis Capital was responsible for selecting the investment options to be made available to the Archer Fund participants and for monitoring and reviewing those options on a periodic basis. The investment objectives of the Archer Fund's investment program were to provide the Archer Fund's partners with aggressive wealth building opportunities to be accomplished through a carefully planned and executed long-term investment program, with the Archer Fund's assets managed on a total return basis.

15. The Archer Fund LP Interests were not registered in Connecticut under Section 36b-16 of the Act, nor were they the subject of a filed exemption claim or claim of covered security status under Section 36b-21 of the Act, including, without limitation, the private placement exemption in Section 36b-21(b)(10) of the Act and the notice filing provisions in Section 36b-21(e) of the Act governing offerings made pursuant to Rule 506 of Regulation D.

16. From at least May 2015 to approximately January 2017, Artemis Capital transacted business as an investment adviser by giving securities-related investment advice to the Archer Fund for compensation and at a time when Artemis Capital was not registered as an investment adviser under the Act. Artemis Capital engaged in these investment advisory activities from Connecticut and received compensation, directly or indirectly, for providing such advisory services.

IV. STATUTORY BASIS FOR ORDER TO CEASE AND DESIST AND ORDER IMPOSING FINE

a. Violation of Section 36b-16 of the Act – Offer and Sale of Unregistered Securities

17. Paragraphs 1 through 16, inclusive, are incorporated and made a part hereof as if more fully set forth herein.

18. The Archer Fund LP Interests constitute securities within the meaning of Section 36b-3(19) of the Act, which securities were not registered under Section 36b-16 of the Act, nor were they the subject of a filed exemption claim or claim of covered security status.

19. Respondents offered and sold securities in and/or from Connecticut to at least one investor, as more fully described in paragraphs 6 through 10, inclusive, which securities were not registered in Connecticut under the Act, as more fully described in paragraph 15. The offer and sale of such securities absent registration constitutes a violation of Section 36b-16 of the Act, which forms a basis for an order to cease and desist to be issued against Respondents under Section 36b-27(a) of the Act, and for the imposition of a fine upon Respondents under Section 36b-27(d) of the Act.

b. Violation of Section 36b-6(c)(1) of the Act by Artemis Capital –
Unregistered Investment Adviser Activity

20. Paragraphs 1 through 19, inclusive, are incorporated and made a part hereof as if more fully set forth herein.

21. Artemis Capital transacted business as an investment adviser in Connecticut absent registration under the Act, as more fully described in paragraphs 11 through 14, inclusive, and 16. Such conduct constitutes a violation of Section 36b-6(c)(1) of the Act, which forms a basis for an order to cease and

desist to be issued against Artemis Capital under Section 36b-27(a) of the Act, and for the imposition of a fine upon Artemis Capital under Section 36b-27(d) of the Act.

**V. ORDER TO CEASE AND DESIST, NOTICE OF INTENT TO FINE
AND NOTICE OF RIGHT TO HEARING**

WHEREAS, as a result of the Investigation, the Commissioner finds that, with respect to the activity described herein, the Archer Fund has committed at least one violation of Section 36b-16 of the Act;

WHEREAS, as a result of the Investigation, the Commissioner finds that, with respect to the activity described herein, Artemis Capital has committed at least one violation of Section 36b-16 of the Act, and at least one violation of Section 36b-6(c)(1) of the Act;

WHEREAS, the Commissioner further finds that the issuance of an Order to Cease and Desist, and the imposition of a fine upon Respondents is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policies and provisions of the Act;

WHEREAS, notice is hereby given to Respondents that the Commissioner intends to impose a maximum fine not to exceed one hundred thousand dollars (\$100,000) per violation upon Respondents;

WHEREAS, the Commissioner **ORDERS** that **ARCHER MICRO CAP VALUE FUND, LIMITED PARTNERSHIP**, its affiliates and successors in interest **CEASE AND DESIST** from directly or indirectly violating the provisions of the Act, including without limitation, offering and selling unregistered securities in and/or from Connecticut;

WHEREAS, the Commissioner **ORDERS** that **ARTEMIS CAPITAL GROUP L.L.C.**, its affiliates and successors in interest **CEASE AND DESIST** from directly or indirectly violating the provisions of the Act, including without limitation: (a) offering and selling unregistered securities in and/or from Connecticut; and (b) transacting business as an investment adviser in Connecticut absent registration under the Act;

THE COMMISSIONER FURTHER ORDERS THAT, pursuant to Section 36b-27 of the Act, each Respondent will be afforded an opportunity for a hearing on the allegations set forth above if a written request for a hearing is received by the Department of Banking, Securities and Business Investments Division, 260 Constitution Plaza, Hartford, Connecticut 06103-1800 or submitted by e-mail to DOB.hearingsupport@ct.gov within fourteen (14) days following each Respondent's receipt of this Order. To request a hearing, complete and return the enclosed Appearance and Request for Hearing Form to one of the above-referenced addresses. If a Respondent will not be represented by an attorney at the hearing, please complete the Appearance and Request for Hearing Form as "pro se".

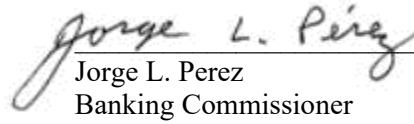
If a hearing is requested, it will be held in person at the Department's offices. Once a written request for a hearing is received, the Commissioner may issue a notification of hearing and designation of hearing officer that acknowledges receipt of a request for a hearing, designates a hearing officer and sets the date of the hearing in accordance with Section 4-177 of the Connecticut General Statutes and Section 36a-1-21 of the Regulations of Connecticut State Agencies. At the discretion of the Hearing Officer, for good cause shown, the Hearing Officer may approve requests for remote participation in the hearing by a Respondent, witness, or attorney. If such requests are approved by the Hearing Officer, such remote participation will be conducted via videoconference. If a hearing is requested, the hearing will be held on March 27th, 2024, at 10 a.m.

If a hearing is requested, it will be held in accordance with the provisions of Chapter 54 of the General Statutes of Connecticut, unless a Respondent fails to appear at the requested hearing. At such hearing, each Respondent will have the right to appear and present evidence, rebuttal evidence and argument on all issues of fact and law to be considered by the Commissioner. Any remote hearing will be held in accordance with Section 1-225a of the General Statutes of Connecticut, and the Remote Hearing Guidelines available on the Department's website at <https://portal.ct.gov/dob>.

If any Respondent does not request a hearing within the time period prescribed or fails to appear at any such hearing, the allegations herein against any such Respondent will be deemed admitted. Accordingly, the Order to Cease and Desist shall remain in effect and become permanent against any such

Respondent and the Commissioner may order that the maximum fine be imposed upon any such Respondent.

Dated at Hartford, Connecticut,
this 19th day of January 2024.



Jorge L. Perez
Banking Commissioner

CERTIFICATION

I hereby certify that on this 19th day of January 2024, I caused to be mailed by certified mail, return receipt requested, the foregoing Order to Cease and Desist, Notice of Intent to Fine and Notice of Right to Hearing in the Matter of: Archer Micro Cap Value Fund, Limited Partnership; Artemis Capital Group L.L.C., to: Archer Micro Cap Value Fund, Limited Partnership at: 210 South Main Street, 1st Floor, Middletown, Connecticut 06457, certified mail no: 7022 2410 0000 9598 1114; and c/o David E. Rosenberg, Esq., Statutory Agent for Service, at: 210 South Main Street, 1st Floor, Middletown, Connecticut 06457, certified mail no: 7022 2410 0000 9598 1107; and Gambardella, Cipriano, Gottlieb & Hathaway PC, 60 Washington Avenue, Suite 104, Hamden, Connecticut 06518, certified mail no: 7022 2410 0000 9598 1145; and to Artemis Capital Group L.L.C., at: 210 South Main Street, 1st Floor Middletown, Connecticut 06457, certified mail no. 7022 2410 0000 9598 1121; c/o National Registered Agents, Inc., 1209 Orange Street, Wilmington, Delaware 19801, certified mail no. 7022 2410 0000 9598 1138 ; c/o David E. Rosenberg, Esq., Agent, at: 210 South Main Street, 1st Floor Middletown, Connecticut 06457 7022 2410 0000 9598 1152 ; and Gambardella, Cipriano, Gottlieb & Hathaway PC Attorneys at Law, 60 Washington Avenue, Suite 104, Hamden, Connecticut 06518, certified mail no. 7022 2410 0000 9598 1176.

Jackie D Wilkey

Jackie D. Wilkey

Administrative Assistant