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IN THE MATTER OF: *
*
SWCD LLC a/k/a CAMPFIRE CAPITAL *
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*
CRD No. 168457 *
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*
(“Respondent”) *
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CONSENT ORDER
MATTER NO. NR-25-15-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, the Commissioner, through the Securities and Business Investments Division (“Division”) of the Department of Banking, conducted an investigation pursuant to Section 36b-26(a) of the Act into the activities of the Respondent to determine whether it has violated, was violating or was about to violate provisions of the Act;

WHEREAS, as a result of the investigation, on May 15, 2025, the Commissioner acting pursuant to Section 36b-15 of the Act and Section 4-182(c) of the General Statutes of Connecticut, issued a Notice of Intent to Revoke Registration as a Broker-Dealer and Notice of Right to Hearing (collectively “Notice”) (Matter No. NR-25-15-S) against Respondent, which Notice is incorporated by reference herein;

WHEREAS, on May 20, 2025, Respondent received a copy of the Notice via certified mail;

WHEREAS, on May 20, 2025, following receipt of the Notice, Peter W. Gaudet, Respondent’s Managing Member, President and Chief Compliance Officer, registered as an agent in Connecticut;

WHEREAS, on May 22, 2025 Respondent requested a hearing on the matters alleged in the Notice;

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 Section 36b-15 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, Respondent and the Commissioner now desire to resolve the matters alleged in the Notice without the need for further administrative proceedings;

WHEREAS, the Commissioner finds that the entry 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;

WHEREAS, Respondent expressly consents to the Commissioner’s jurisdiction under the Act and to the terms of this Consent Order;

WHEREAS, Respondent acknowledges that it has had the opportunity to consult with and be represented by independent counsel in negotiating and reviewing this Consent Order and in agreeing to the terms set forth herein;

AND WHEREAS, Respondent, through its execution of this Consent Order, specifically assures the Commissioner that none of the violations alleged in the Notice shall occur in the future.

II. CONSENT TO WAIVER OF PROCEDURAL RIGHTS

WHEREAS, Respondent, 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 Section 36b-15(f) 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 Section 36b-15(f) 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 of, or otherwise challenge or contest, the matters described herein, including the validity of this Consent Order.

III. ACKNOWLEDGEMENT OF THE COMMISSIONER'S ALLEGATIONS

WHEREAS, Respondent, through its execution of this Consent Order, acknowledges the following allegations of the Commissioner, as contained in the Notice, and does not admit or deny these allegations, but accepts that sufficient evidence exists for the Commissioner to seek to revoke Respondent's broker-dealer registration under Section 36b-15(a)(2)(B) of the Act:

Respondent failed to register at least one broker-dealer agent under the Act in contravention of Section 36b-31-6a(a) of the Regulations;

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

AND WHEREAS, Respondent acknowledges the possible consequences of an administrative hearing and voluntarily agrees to consent to the entry of the sanctions described below.

IV. CONSENT TO ENTRY OF SANCTIONS

WHEREAS, Respondent, through its execution of this Consent Order, consents to the Commissioner's entry of an order imposing on it the following sanctions:

1. Respondent, its representatives, agents, employees, affiliates, assigns and successors in interest 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 employing unregistered agents; and
2. No later than the date this Consent Order is entered by the Commissioner, Respondent shall remit to the Department, by cashier's check, certified check or money order made payable to "Treasurer, State of Connecticut," the sum of two thousand five hundred dollars (\$2,500) as an administrative fine.

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 Respondent 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 Respondent 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. Respondent shall 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 referenced in this Consent Order or create the impression that this Consent Order is without factual basis;
5. Respondent 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. However, nothing in this Consent Order affects Respondent's testimonial obligations or right to take any legal or factual position in litigation, arbitration, or other legal proceedings in which the Commissioner is not a party; and
6. This Consent Order shall become final when entered.

So ordered at Hartford, Connecticut,
this 7th day of July 2025.

_____/s/_____
Jorge L. Perez
Banking Commissioner

CONSENT TO ENTRY OF ORDER

I, Peter W. Gaudet, state on behalf of SWCD LLC a/k/a Campfire Capital, 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 SWCD LLC; that SWCD LLC agrees freely and without threat or coercion of any kind to comply with the terms and conditions stated herein; and that SWCD LLC consents to the entry of this Consent Order.

SWCD LLC a/k/a Campfire Capital

By: /s/
Peter W. Gaudet
Managing Member

State of: New York

County of: Westchester

On this the 3 day of July 2025, before me, the undersigned officer, personally appeared Peter W. Gaudet who acknowledged himself to be the Managing Member of SWCD LLC and that he, as such Managing Member, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of SWCD LLC by himself as Managing Member.

In witness whereof I hereunto set my hand.

_____/s/
Notary Public / Commissioner of the Superior Court
Date Commission Expires: October 26, 2027