



**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE**

IN THE MATTER OF:

TSD No.: 19-007

and

RYAN D. MOORE

TID No.: 19-024

CONSENT ORDER

The Tennessee Insurance Division of the Department of Commerce and Insurance (“Insurance Division”), the Tennessee Securities Division of the Department of Commerce and Insurance (“Securities Division”), and Ryan D. Moore (“Respondent”), hereby stipulate and agree to the entry of this Consent Order, subject to the approval of the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”) as follows:

GENERAL STIPULATIONS

1. It is expressly understood that this Consent Order is subject to and requires the Commissioner's acceptance and has no force and effect until such acceptance is evidenced by the Commissioner's signature and execution of this Consent Order.

2. This Consent Order is entered into by the Respondent for the purpose of avoiding further administrative action with respect to this cause. Should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings. In addition, should this Consent Order not be accepted by the Commissioner, neither this Consent Order nor any related communications

shall be used in any proceeding or to mean any admission of fault or guilt. Any admissions made by the Respondent in this Consent Order are for the purposes of this pending action only and are not admissions for any other purpose nor do they constitute admissions in any other proceeding.

3. The Respondent fully understands that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondent for acts or omissions not specifically addressed in this Consent Order or for facts and/or omissions that do not arise from the facts or transactions addressed herein.

4. The Respondent fully understands that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner, for violations of the law addressed specifically in this Consent Order, or for violations of the law under statutes, rules, or regulations of the State of Tennessee, which may arise out of the facts, acts, or omissions contained in the Findings of Fact and Conclusions of Law stated herein, or which may arise as a result of the execution of this Consent Order.

5. The Respondent expressly waives all further procedural steps and all rights to seek judicial review or to otherwise challenge or contest the validity of this Consent Order, the stipulations and imposition of discipline expressly contained herein, and the consideration and entry of said Consent Order by the Commissioner.

6. The Respondent fully understands that this Consent Order, when entered, will constitute a public document for purposes of any applicable statutes governing access by the public to government records.

7. The Respondent fully understands and agrees that should the Respondent not pay the civil penalty, this Consent Order will not become effective and the Department of Commerce and Insurance will proceed with the pending actions against the Respondent.

AUTHORITY AND JURISDICTION

8. The Commissioner has jurisdiction over insurance matters pursuant to the Tennessee insurance law, Title 56 of the Tennessee Code Annotated ("Tenn. Code Ann."), specifically, Tenn. Code Ann. §§ 56-1-101, 56-1-202, and 56-6-112 ("Insurance Act"). The Commissioner also has jurisdiction over securities matters pursuant to Tenn. Code Ann. § 48-1-116 of the Tennessee Securities Act of 1980 ("Securities Act"), as amended, and Tenn. Code Ann. §§ 48-1-101 to 48-1-201. The administration of these laws is vested in the Commissioner.

PARTIES

9. The Insurance and Securities Divisions are the lawful agents through which the Commissioner administers the Insurance and Securities Acts and are authorized to bring this action for the protection of the public.

10. The Respondent is a Tennessee resident, whose address of record on file with the Department of Commerce and Insurance is 225 Sontag Drive, Franklin, TN 37064.

11. The Respondent is a licensee of the Insurance Division who has, at all times relevant hereto, been responsible for compliance with the insurance laws, rules, and regulations of the State of Tennessee. At all times relevant, the Respondent maintained Tennessee insurance producer license number 2025070, which was issued on June 20, 2011, and expires on May 31, 2020.

12. The Respondent is also an applicant of the Securities Division and has, at all times relevant hereto, been responsible for compliance with the securities laws, rules, and regulations of the State of Tennessee related to his application for securities registration.

13. The Respondent was previously registered as a broker-dealer agent, and investment adviser representative, with the assigned Central Registration Depository Number: 3208990.

FINDINGS OF FACT

14. In or about March 2000, the Respondent entered the securities industry when he registered with a Financial Industry Regulatory Authority (“FINRA”) member firm.

15. On or about June 10, 2011, the Respondent became a Georgia non-resident insurance producer, license number 2797103. On or about June 30, 2011, the Respondent became a resident insurance producer in Tennessee, license number 2025070.

16. On or about October 2, 2012, FINRA entered a Letter of Acceptance, Waiver, and Consent (“AWC”), which subjected the Respondent to a twelve-month suspension from associating with a FINRA member and a ten thousand dollar (\$10,000) civil penalty, relating to selling certain promissory notes between May 2009 and August 2009. As further set forth in the AWC, the promissory notes were not approved by his member firm and the Respondent did not submit the promissory note transactions to the firm for review. The Respondent voluntarily consented to and accepted the sanctions imposed by FINRA in the AWC.

17. Following the entry of the AWC, on or about December 21, 2012, the Respondent disclosed the AWC on his Georgia non-residence license renewal, along with a letter of explanation.

18. In 2014, the Respondent sought to renew his Tennessee insurance producer license. On his 2014 renewal application, the Respondent responded “no” to the Insurance Division’s question, which asked: “[h]ave you been named or involved as a party in an administrative proceeding, including a FINRA sanction or arbitration proceeding regarding any professional or occupational license or

registration, which has not been previously reported to this insurance department”. The Respondent likewise marked “no” on his 2016 and 2018 renewal license application.

19. On or about April 18, 2018, the Respondent submitted a registration application for an investment advisor representative to the Securities Division, which included disclosure of the AWC in the registration application. While the AWC was disclosed on the Respondent’s securities application, it had not been previously disclosed to the Department of Commerce and Insurance.

20. On or about May 18, 2018, the Securities Division issued an Order of Denial denying the Respondent’s application for registration based on the Respondent’s failure to previously disclose the AWC to the Insurance Division.

21. On or about May 28, 2018, the Respondent exercised his right to a hearing relating to the Order of Denial and provided notice of such to the Securities Division.

22. On or about August 16, 2018, the Insurance Division issued an Inquisitorial Order to inquire whether the Respondent provided incorrect, misleading, incomplete, or materially untrue information on his Tennessee insurance license renewal applications.

23. In order to avoid further administrative inquiry, litigation of this matter, and/or judicial review, the Respondent requests, and the Department of Commerce and Insurance agrees to, entry of this Consent Order.

CONCLUSIONS OF LAW

A. APPLICABLE INSURANCE LAW

24. Tenn. Code Ann. § 56-6-119 provides in pertinent part that: “[a] producer shall report to the commissioner any administrative action taken against the producer in another jurisdiction or by another governmental agency in this state within thirty (30) days of the final

disposition of the matter. This report shall include a copy of any order entered or other relevant legal documents.”

25. Tenn. Code Ann. § 56-6-112 further provides in pertinent part that the Commissioner may place on probation, suspend, revoke or refuse to issue or renew a license issued under this part or may levy a civil penalty in accordance with Tenn. Code Ann. § 56-2-305 or take any combination of those actions, for any one (1) or more of the following causes:

- (1) Providing incorrect, misleading, incomplete or materially untrue information in the license application[.]

26. For all violations, Tenn. Code Ann. § 56-6-112(g) states, in pertinent part, that the Commissioner may, at the Commissioner’s discretion, order:

- (2) Payment of a monetary penalty of not more than one thousand dollars (\$1,000) for each violation, but not to exceed an aggregate penalty of one hundred thousand dollars (\$100,000). This subdivision (g)(2) shall not apply where a statute or rule specifically provides for other civil penalties for the violation. For purposes of this subdivision (g)(2), each day of continued violation shall constitute a separate violation; and
- (3) The suspension or revocation of the person's license.

27. Tenn. Code Ann. § 56-6-112(h) states that the Commissioner shall consider the following when determining the amount of penalty to assess:

- (1) Whether the person could reasonably have interpreted such person's actions to be in compliance with the obligations required by a statute, rule or order;
- (2) Whether the amount imposed will be a substantial economic deterrent to the violator;
- (3) The circumstances leading to the violation;
- (4) The severity of the violation and the risk of harm to the public;

- (5) The economic benefits gained by the violator as a result of noncompliance;
- (6) The interest of the public; and
- (7) The person's efforts to cure the violation.

B. APPLICABLE SECURITIES LAW

28. Tenn. Code Ann. § 48-1-110 states that a broker-dealer, investment adviser, or investment adviser representative may obtain an initial registration by filing an application with the Commissioner. The application shall disclose any injunction or administrative order involving a security or any aspect of the securities business.

29. Pursuant to Tenn. Code Ann. § 48-1-115(a), the responsibility for the administration of the Act is vested in the Commissioner. The Securities Division is the lawful agent through which the Commissioner discharges this responsibility pursuant to Tenn. Code Ann. § 48-1-115(b).

30. Tenn. Code Ann. § 48-1-112 provides that the Commissioner may deny registration if the Commissioner finds that a denial is in the public interest, necessary for the protection of investors, and if the applicant filed an application for registration that includes any untrue statement of material fact.

31. Tenn. Code Ann. § 48-1-116 provides that the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of the Securities Act upon a finding that such order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Securities Act.

32. The Respondent hereby acknowledges the Commissioner's authority to administer the statutes cited herein, concedes that the Commissioner's interpretation of the statutes cited herein are reasonable and enforceable, and agrees to the Commissioner's entry of this Consent Order, including each of the following sanctions ordered below.

ORDER

NOW, THEREFORE, based on the foregoing, the Respondent's waiver of his rights for a hearing and appeal related to the Order of Denial under the Tennessee's Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101 *et seq.*, his waiver of his rights for the Insurance Division to complete its investigation related to his insurance renewal applications, and his admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondent admits to the Findings of Fact and Conclusions of Law contained herein, agrees to the entry of this Consent Order, and finds this Consent Order to be appropriate, in the best interest of the public, and necessary for the protection of the public.

IT IS ORDERED, pursuant to Tenn. Code Ann. §§ 48-1-116 and 56-6-112, that:

1. The Respondent's insurance producer license, numbered 2025070, issued to Ryan David Moore, is hereby placed on PROBATION, beginning immediately upon final entry of this Consent Order and continuing for twenty-four (24) months.

2. The Respondent must fulfill the following conditions during the twenty-four (24) month probationary period, and provide notice as set forth below, as follows:

- a. Within five (5) business days of the Respondent's receipt of any written complaint of a client, who is a Tennessee resident, the Respondent will transmit such written complaint to the Insurance Division;
- b. Within five (5) business days shall comply with Tenn. Code Ann. § 56-6-119(a), which provides in pertinent part that "[a]

producer shall report to the [C]ommissioner any administrative action taken against the producer in another jurisdiction or by another governmental agency in this state ... of the final disposition of the matter. This report shall include a copy of any order entered or other relevant legal documents"; and

- c. The Respondent shall, in addition to all regular requirements for individuals seeking biennial renewal of a license pursuant to Tenn. Code Ann. § 56-6-107, complete twenty-four (24) additional hours of in-person continuing education courses, all approved pursuant to the Tennessee Licensing Requirements for Insurance Producers.

3. The Respondent is assessed a civil penalty in the amount of three thousand dollars (\$3,000.00), which must be paid within thirty (30) days of entry of this Consent Order.

4. The Respondent's insurance license may be automatically suspended or revoked by the Commissioner, in the sole discretion of the Commissioner, during the probationary period and without further notice, upon the occurrence of the following events:

- a. A final order issued by a state regulator of insurance or securities or self-regulatory body that bars the Respondent from engaging in the business of insurance or securities or is based on fraudulent, manipulative, or deceptive conduct;
- b. A disciplinary order by any state insurance commissioner not related to this action;
- c. A criminal conviction in connection with any insurance related activity based on fraudulent, manipulative, or deceptive conduct;
- d. An order, judgment, or decree of any court of competent jurisdiction that restrains or enjoins the Respondent from engaging or continuing to engage in any conduct or practice in connection with the insurance or securities; or
- e. Receipt of any valid and material written complaint of a client, as defined by Tenn. Code Ann. § 56-8-104(11), which makes any substantiated claims against the Respondent based on fraudulent, manipulative, or deceptive conduct.

5. Any failure to timely provide notice or make a payment under the terms of this agreed Consent Order may result in additional disciplinary action being taken against the Respondent including, but not limited to, revocation, suspension, or probation of the above mentioned insurance license and/or the assessment of additional civil monetary penalties.

6. As to the Order of Denial, pursuant to Tenn. Code Ann. §§ 48-1-101 *et seq.*, the Respondent's securities application for registration, submitted on or about April 18, 2018, is deemed withdrawn without prejudice. In addition, the Respondent shall not reapply to register with the Securities Division for a period of twenty-four (24) months from entry of this Consent Order, and only upon satisfaction of all probationary measures contained herein. If the Respondent reapplies for a securities license, the Respondent shall submit a copy of this Consent Order with his application, along with documentary proof of complete compliance with all terms and conditions contained herein.

7. Any notice or payment due under the Consent Order shall be considered timely if it is received by the Insurance Division within seven (7) calendar days of the date such notice or payment is due. All notices and payments shall include a copy of the first page of this Order and shall be made payable to the "State of Tennessee." All notices and payments shall be mailed to the following address:

**Tennessee Department of Commerce and Insurance
Legal Division
Attn: Vishan Ramcharan
Davy Crockett Tower
500 James Robertson Parkway
Nashville, TN 37243**

8. This Consent Order represents the complete and final resolution and discharge with respect to all administrative and civil claims, demands, actions and causes of action by the

Commissioner against the Respondent for violations of Tenn. Code Ann. §§ 48-1-112, 48-1-116, and 56-6-112 with respect to the facts contained herein.


9. This Consent Order is in the best interest of both the public and the parties and represents a compromise and settlement of the controversy between the parties. By his signature affixed below, Respondent states that he has: (1) freely agreed to the entry of this Consent Order; (2) effectively consulted with legal counsel in this matter; (3) reviewed the Findings of Fact and Conclusions of Law contained herein; and (4) waived his right to a hearing on the matters underlying this Consent Order. Respondent further states that no threats or promises of any kind have been made by the Commissioner, the Insurance Division, the Securities Division, or any agent or representative thereof with regard to this Consent Order.

10. By signing this Consent Order, the parties affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of the settlement as set forth herein, are binding upon them.

11. This Consent Order may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same document. The facsimile, email or other electronically delivered signatures of the parties shall be deemed to constitute original signatures, and facsimile or electronic copies shall be deemed to constitute duplicate originals.

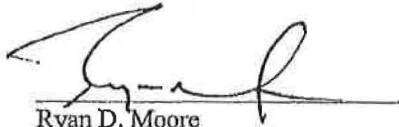
IT IS SO ORDERED.

Entered this 6 day of May, 2019.



Julie Mix McPeak, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY:



Ryan D. Moore
225 Sontag Drive
Franklin, TN 37064




W. Davidson Broemel
Baker Donelson Center, Suite 800
211 Commerce Street
Nashville, TN 37201
615.726.5634
dbroemel@bakerdonelson.com
Attorney for Respondent



James A. Haltom (BPRN 28495)
150 Fourth Ave., N., Suite 1100
Nashville, TN 37219
Phone: (615) 664-5339
james.haltom@nelsonmullins.com
Attorney for Respondent



Michael Humphreys
Assistant Commissioner for Insurance
TN Dept. of Commerce and Insurance



Frank Berger-Gilligan
Assistant Commissioner for Securities
TN Dept. of Commerce and Insurance



Vishan Ramcharan (BPRN 034403)
Virginia Smith (BPRN 031248)
Assistant General Counsels
Davy Crockett Tower
500 James Robertson Parkway
Nashville, Tennessee 37243
Vishan.Ramcharan@Tn.gov
Virginia.Smith@Tn.gov