



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

TENNESSEE SECURITIES DIVISION,)
)
 Petitioner,)
)
 v.)
)
 JEFFREY RYAN GRISWOLD)
)
 Respondent.)

MATTER No.: 24-00980

CONSENT ORDER

The Securities Division (“Division”) of the Tennessee Department of Commerce and Insurance (“Department”) and Jeffrey Ryan Griswold (“Respondent”), agree to the entry and execution of this Consent Order in accordance with Tennessee Code Annotated (“Tenn. Code Ann.”) § 48-1-116 of the Tennessee Securities Act of 1980 (“Act”), as amended, and Tenn. Code Ann. § 48-1-101 to 48-1-201, subject to the approval of the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”).

PARTIES

1. Jeffrey Ryan Griswold is an investment adviser representative applicant residing in Tennessee. He is assigned Central Registration Depository (“CRD”) number 4654185 with the Financial Industry Regulatory Authority (“FINRA”).

2. The Division is the lawful agent through which the Commissioner discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

GENERAL STIPULATIONS

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

4. It is expressly understood that this Consent 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 Act.

5. This Consent Order is executed by the Commissioner, the Division, and the Respondent to avoid 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.

6. The Respondent fully understands that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondent for acts and/or omissions not specifically addressed in this Consent Order nor for facts and/or omissions that do not arise from the facts or transactions herein.

7. The Respondent fully understands that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner, for acts or omissions addressed specifically in this Consent Order, violations of law under statutes, rules, or regulations of the State of Tennessee that arise out of the facts, acts, or omissions contained in this Consent Order, or acts or omissions addressed specifically herein that result from the execution of this Consent Order.

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

9. This Consent Order is submitted on the condition that, if accepted, the Commissioner will not bring any future actions against the Respondent alleging violations based on the same factual findings described herein.

FINDINGS OF FACT

10. Respondent was the sole owner, chief compliance officer (“CCO”), and sole investment adviser representative of Merit Wealth Management, LLC. (“Merit”) which was assigned CRD number 148591 with FINRA.

11. From on or about March 21, 2008, through on or about June 1, 2023, Merit’s Form ADV indicated that its principal office and place of business was located in Bend, Oregon.

12. From on or about March 21, 2008, through on or about June 1, 2023, Respondent’s principal office and place of business was located in Bend, Oregon.

12. Prior to on or about June 1, 2023, neither Merit nor the Respondent were registered with the Division.

13. On or about June 1, 2023, the principal place of business on Merit’s Form ADV was changed from Bend, Oregon to Franklin, Tennessee.

14. On or about June 1, 2023, Respondent moved from Bend, Oregon to Franklin, Tennessee.

15. On or about October 25, 2023, Merit and the Respondent filed applications with the Division to register as an investment adviser and investment adviser representative in Tennessee.

16. On or about November 7, 2023, the Division issued a written request to Merit and the Respondent seeking an explanation for why they did not apply for registration with the Division until on or about October 25, 2023, despite relocating to Tennessee on or about June 1, 2023.

17. Due to a lack of response from Merit or the Respondent regarding the Division's written request issued on or about November 7, 2023, their respective applications for registration with the Division remained pending until on or about May 17, 2024.

18. On or about May 17, 2024, Merit filed a Form ADV-W to withdraw its Tennessee application.

19. Neither the Respondent or Merit were registered with the United States Securities and Exchange Commission ("SEC") at any time between on or about June 1, 2023, and May 17, 2024.

20. Merit and the Respondent were registered as an investment adviser and investment adviser representative with the jurisdictions of California, North Carolina, Oregon, and Texas at all times between on or about June 1, 2023, and May 17, 2024. Respondent and Merit terminated their respective registrations in Ohio on or about October 23, 2023.

21. Merit and Respondent maintained an active website at www.meritwealth.com at all times between on or about June 1, 2023, and May 17, 2024.

22. During the period of on or about June 1, 2023, through May 17, 2024, Merit and Respondent engaged in the business of providing investment advice to others for compensation in Tennessee.

23. On or about May 17, 2024, Tru Independence Asset Management 2 (“Tru”), a SEC registered firm assigned CRD number 309098 with FINRA, filed a Form U4 seeking Respondent’s registration as an investment adviser representative with the Division.

24. On or about May 28, 2024, the Division issued a written request to Tru, similar to that issued on or about November 7, 2023, requesting an explanation for why Respondent and Merit did not apply for registration with the Division until on or about October 25, 2023, despite relocating to Tennessee on or about June 1, 2023.

25. On or about June 4, 2024, Respondent provided a written explanation to the Division through Tru explaining Respondent’s delay in filing to register Merit and Respondent with the Division following their relocation to Tennessee.

CONCLUSIONS OF LAW

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

27. 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 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 Act.

28. Tenn. Code Ann. § 48-1-102 provides, in part, that:

- (13) “Investment adviser” means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, buying, or selling securities, or who for compensation and as a part of a regular business issues or promulgates analyses or reports concerning securities. “Investment adviser” includes a financial planner or other person

who, as an integral component of other financially related services, provides investment advice to others for compensation as part of a business or who holds oneself out as providing investment advice to others for compensation...

- (14)(A)“Investment adviser representative” means any partner, officer, or director of (or person occupying a similar status or performing similar functions) an investment adviser, or other individual, except clerical or ministerial personnel, who is employed by or associated with an investment adviser and does any of the following:
- (i) Makes any recommendation or otherwise renders advice regarding securities;
 - (ii) Manages accounts or portfolios of clients;
 - (iii) Determines which recommendation or advice regarding securities should be given;
 - (iv) Solicits, offers, or negotiates for sale of or sells investment advisory services;
 - (v) Supervises employees who perform any such actions; or
 - (vi) Provides investment advice or holds oneself out as providing investment advice;

29. Tenn. Code Ann. § 48-1-109 provides, in part, that:

- (c) It is unlawful for any person to transact business from, in, or into this state as an investment adviser or investment adviser representative unless:
 - (1) The person is registered as an investment adviser or investment adviser representative under this part;
- (e) The commissioner may, after notice and an opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a civil penalty against any person found to be in violation of this section, or any rule or order adopted or issued under this section, in an amount not to exceed ten thousand dollars (\$10,000) per violation, or in an amount not to exceed twenty thousand dollars (\$20,000) per violation if an individual who is a designated adult is a victim.

30. Tenn. Comp. R. & Regs. 0780-04-03-.01(3) provides, in part, that:

- (a)2. Investment advisers applying through the IARD shall also, concurrently with the filing of an application to the IARD, file with the Division, unless waived by order of the commissioner:

...

- (iii) Such other information as the Division may request of a particular applicant to determine eligibility for registration.

...

- (d) ... An application is deemed to be complete when all information requested by the Division pursuant to subparagraphs (3)(a) or (3)(b) of this Rule is received by the Division.

31. Tenn. Comp. R. & Regs. 0780-04-03-.01(9)(a) provides, in part, that:

- (a)2. Investment adviser representatives applying for registration through the IARD and CRD System shall also provide directly to the Division such other information as the Division may request from a particular applicant to determine eligibility for registration.

...

- (c) An application is deemed to be complete when all information requested by the Division pursuant to subparagraph (9)(a) and parts (9)(b)1.-4. of this Rule is received by the Division.

32. The Findings of Fact detailed above show that Respondent, as CCO, caused Merit to engage in unregistered activity as an investment adviser from on or about June 1, 2023, through on or about May 17, 2024, by failing to register Merit with the Division as an investment adviser pursuant to Tenn. Code Ann. § 48-1-109(c)(1).

33. The Findings of Fact detailed above show that Respondent engaged in unregistered activity as an investment adviser representative from on or about June 1, 2023, through on or about May 17, 2024, pursuant to Tenn. Code Ann. § 48-1-109(c)(1).

34. The Respondent's violations of Tenn. Code Ann. § 48-1-109(c)(1) constitute grounds for the assessment of civil penalties pursuant Tenn. Code Ann. § 48-1-109(e).

35. The Commissioner finds the following relief appropriate, in the public interest, and necessary for the protection of investors.

ORDER

NOW, THEREFORE, based on the foregoing, including the Respondent's waiver of the right to a hearing and appeal under the Act and the Tennessee Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101 *et seq.*, and the Respondent's admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondent agrees to the entry and execution of this Consent Order to settle this matter as evidenced by the Respondent's signature.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116(a), that the Respondent shall:

1. **COMPLY** with the Act, as amended, and all rules promulgated thereunder; and
2. **COMPLETE** six (6) hours of investment adviser continuing education within thirty (30) days of the execution and entry of this consent order. All six (6) hours shall be in addition to those continuing education credits required pursuant to Tenn. Comp. R. & Regs. 0780-04-03-.17. All required continuing education must be from providers approved by the North American Securities Administrators Association ("NASAA"). Proof of completion shall be submitted to the Division's Director of Registration, April Odom, by sending such via email to April.X.Odom@tn.gov no later than thirty (30) days following entry and execution of this consent order.
3. **PAY A CIVIL PENALTY** to the State of Tennessee of seven thousand dollars (\$7,000). The payment of such civil penalty shall be made by check payable to the Tennessee Department of Commerce and Insurance. Page one (1) of this Consent Order must accompany the payment for reference. Payment shall be mailed to the attention of:

**State of Tennessee
Department of Commerce and Insurance
Attn: Jacob R. Strait
500 James Robertson Parkway
Davy Crockett Tower
Nashville, Tennessee 37243**

4. **GRACE PERIOD** – Payment shall be timely made if postmarked within five (5) business days of the date payment is due.

5. **ACCELERATION** – Respondent hereby agrees that failure to remit any payment more than sixty (60) calendar days following the due date of said payment as indicated in the above scheduled payments shall constitute default. Upon default, the entire outstanding civil penalty shall be due and payable immediately.

6. **DELINQUENCY** – Respondent hereby agrees that failure to make any payment according to this Consent Order shall result in the immediate revocation of Respondent’s registrations with the Division.

7. **MODIFICATION** – The Division and Respondent hereby agree that modifications to this Consent Order regarding any term may only be made in writing and signed by an authorized representative of each party.

8. The Respondent’s failure to comply with the terms of this Consent Order, including the manner and method of payment of the civil penalty described above, shall result in further administrative disciplinary actions, which may include the assessment of additional civil penalties.

9. This Consent Order represents the complete and final resolution of and discharge of all administrative and civil claims, demands, actions, and causes of action by the Commissioner against the Respondent for violations of the Act with respect to the transactions involved in above-referenced facts. However, excluded from and not covered by this paragraph, are any claims by the Division arising from or relating to the enforcement of the Consent Order provisions contained herein.


10. This Consent Order is in the public interest and the best interests of the Parties. It represents a settlement of the controversy between the Parties and is for settlement purposes only.

By the signatures affixed below, or in two (2) or more counterparts, the Respondent affirmatively states the following: the Respondent freely agrees to the entry and execution of the Consent Order; the Respondent waives the right to a hearing on, or a review of, the matters, the Findings of Fact, and the Conclusions of Law underlying this Consent Order or the enforcement of this Consent Order; and the Respondent encountered no threats or promises of any kind by the Commissioner, the Division, or any agent or representative thereof.

11. By signing this Consent Order, the Commissioner, the Division, and the Respondent 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 settlement as set forth in this Consent Order, are binding upon them.

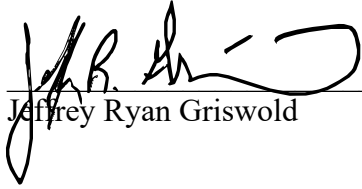
12. This Consent Order may be executed in two (2) or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same document. The facsimile, email, or other electronically delivered signatures of the parties shall be deemed to constitute original signatures, and facsimile or other electronic copies shall be deemed to constitute duplicate originals.

ENTERED AND EXECUTED Jul 2, 2024, 2024.

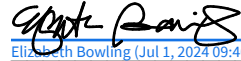

Carter Lawrence (Jul 2, 2024 11:05 CDT)

Carter Lawrence, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:




Jeffrey Ryan Griswold


Elizabeth Bowling (Jul 1, 2024 09:40 CDT)

Elizabeth Bowling
Assistant Commissioner for Securities
Department of Commerce and Insurance

_____, BPR # _____
Counsel for Jeffrey Ryan Griswold



Jacob R. Strait, BPR #032389
Associate General Counsel
Department of Commerce and Insurance