



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

TENNESSEE SECURITIES DIVISION)
)
)
 Petitioner,)
)
)
 v.)
)
)
 WILLIAM BAXTER LEE IV AND)
 SAVE.WIN LLC)
)
)
 Respondents.)

TSD No. 20-020

CONSENT ORDER

The Securities Division of the Tennessee Department of Commerce and Insurance (“Division”), by and through undersigned counsel, William Baxter Lee IV and Save.Win LLC (“Respondents”), 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 Department (“Commissioner”).

I. PARTIES

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

2. William Baxter Lee IV is a Tennessee resident who has never been registered as a broker-dealer, agent, investment adviser, or investment adviser representative in Tennessee or elsewhere. He resides at: 144 Steeplechase Lane, Nashville, Tennessee 37221.

3. Save.Win LLC is a limited liability company registered in Tennessee with a principal place of business located at 40 Burton Hills Boulevard, Suite 200, Nashville, Tennessee 37215-5902. Save.Win LLC is the registered agent of record that is authorized to receive service of process at this business address.

II. GENERAL STIPULATIONS

4. 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 this Consent Order by the Commissioner. Entry and execution of this Consent Order by the Commissioner shall occur when the Commissioner signs and dates this Consent Order.

5. 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.

6. This Consent Order is executed by the Commissioner, the Division, and the Respondents to avoid further administrative action with respect to the findings of fact described herein. 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.

7. The Respondents fully understand that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondents 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.

8. The Respondents fully understand 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. Additionally, this Consent Order in no way impacts or precludes the individuals, investors, or members from seeking restitution, refund, or damages from the Respondents as a result of the events referenced herein.

9. The Respondents waive all further procedural steps and 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.

10. This Consent Order incorporates the Order to Cease and Desist against the Respondents that the Commissioner executed on February 11, 2020, excluding Paragraphs 11 and 16. It also resolves the Order to Cease and Desist and dismisses the allegations of fraud and misrepresentation.

III. FINDINGS OF FACTS

11. The Respondents have never been registered with the Division, nor any other state, to engage in business as a broker-dealer, agent, investment adviser, or investment adviser representative in Tennessee.

12. However, as of the date of February 11, 2020, the date when the Order to Cease and Desist was executed against the Respondents, the Respondents were investing money from Tennessee citizens, as well as money from other states' citizens, via a Fidelity account opened in the name of Save.Win LLC, which is managed and accessed solely by William Baxter Lee IV. Mr. Lee admitted to this in his interview with Monica Meeks, a Financial Services Investigator III with the Division, in October 2019.

13. In this interview, Mr. Lee admitted that he placed all trades in securities in this Fidelity account and made all determinations on what to buy, sell, and invest, on behalf of Save.Win LLC, the Tennessee citizens, and citizens of other states who provided him with their capital to invest. Mr. Lee referred to these investors as "members", and per Mr. Lee, he has approximately one hundred seventy-nine (179) members. Of these members, one hundred one (101) were Tennessee citizens and seventy-eight (78) were out-of-state citizens.

14. Moreover, Mr. Lee admitted in this interview that he advised that the money provided by Tennessee citizens, as well as other states' citizens, be invested in conservative investments, such as government bonds or the like. At the interview, legal counsel for the Division advised Mr. Lee that Save.Win's website's reference to "Fidelity" was problematic, and as a result, Mr. Lee took down such reference soon thereafter. Legal counsel for the Division also advised Mr. Lee that there were concerns that he was engaging in unlawful activity as an agent, investment adviser, and investment adviser representative while not being registered and recommended that he seek the advice of, and retain, counsel.

15. Mr. Lee also confirmed that he is not, and has never been, registered as a broker-dealer, agent, investment adviser, or investment adviser representative in Tennessee nor has he been so in any other state.

16. Mr. Lee further told Ms. Meeks that, at the time, he had not earned any compensation for his services provided through Save.Win LLC, but he intended to receive compensation once the company made money.

17. Based on the aforementioned, the Division pursued a Petition for a Cease and Desist Order in January 2020, which the Commissioner granted via his Order to Cease and Desist executed on February 11, 2020.

18. On March 9, 2020, the Office of Legal Counsel received correspondence from the Respondents that stated that they have complied with, and will continue to comply with, the Order to Cease and Desist executed on February 11, 2020; additionally, they provided proof that the Fidelity account opened in the name of Save.Win LLC was permanently closed and all funds were transferred to Save.Win LLC's business bank account.

IV. CONCLUSIONS OF LAW

19. Tenn. Code Ann. § 48-1-116(a) states that “[t]he [C]ommissioner may from time to time make, promulgate, amend, and rescind such rules, forms, and orders as are necessary to carry out [the Act.]”

20. Tenn. Code Ann. § 48-1-116(e)(2) provides that no order may be entered without “[n]otice to the affected parties (which shall be prior notice unless the [C]ommissioner determines that prior notice would not be in the public interest and would be detrimental to the protection of investors); [o]pportunity for a hearing before the [C]ommissioner; and [w]ritten findings of fact and conclusions of law.”

21. Tenn. Code Ann. § 48-1-109(a) and (c)(1) set forth that it is unlawful for any person to transact business from or in this state as a broker-dealer, agent, investment adviser, or investment

adviser representative unless the person is registered as a broker-dealer, agent, investment adviser, or investment adviser representative.

22. Per Tenn. Code Ann. § 48-1-102(3), an agent:

. . . means any individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities from, in, or into this state. A partner, officer, director, or manager of a broker-dealer, or a person occupying similar status or performing similar functions, is an agent only if such person otherwise comes within this definition or receives compensation specifically related to purchases or sales of securities from, in, or into this state.

23. ““Broker-dealer”” means any person engaged in the business of effecting transactions in securities for the account of others, or any person engaged in the business of buying or selling securities issued by one (1) or more other persons for such person's own account and as part of a regular business rather than in connection with such person's investment activities.” Tenn. Code. Ann. § 48-1-102(4).

24. Tenn. Code Ann. § 48-1-102(12) defines an investment adviser as follows:

“ . . . 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.”

25. Tenn. Code Ann. 48-1-102(13)(A)(i) – (v) establishes that an investment adviser representative is:

. . . 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) [m]akes any recommendation or otherwise renders advice regarding securities; (ii) [m]anages accounts or portfolios of clients; (iii) [d]etermines which recommendation or advice regarding securities should be given; (iv)

[s]olicits, offers, or negotiates for sale of or sells investment advisory services; or (v) [s]upervises employees who perform any such action.

26. The Findings of Fact detailed above establish that the Respondents were acting as unregistered broker-dealers, agents, investment advisers, and investment adviser representatives in violation of Tenn. Code Ann. §§ 48-1-109(a) and (c)(1), including but not limited to when the Respondents sold, bought, placed trades, made determinations, or advised on what trades should be placed in Save.Win LLC's Fidelity account using Tennessee citizens' or citizens of other states' funds.

27. The Commissioner finds the following relief appropriate, in the public interest, and necessary for the protection of investors and in accordance with the Act.

V. ORDER

NOW, THEREFORE, based on the foregoing, including the Respondents' 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 Respondents' admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondents agree to the entry and execution of this Consent Order to settle this matter as evidenced by the Respondents' signature.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116, that the Respondents shall:

1. **COMPLY** with the Act, as amended, and all rules promulgated thereunder;
2. **PROVIDE A LETTER AND/OR AN E-MAIL**, which the Division shall review and approve prior to sending or e-mailing, to each investor named in Appendix (as redacted to the public), which is attached hereto and assumed herein to this agreement and Consent Order TSD No. 20-020. The letter and/or e-mail shall detail that the Respondents are returning all money or funds provided by all persons who participated in Save.Win, that the Respondents have recently

closed the Fidelity account associated with Save.Win, and the Respondents will no longer invest money or funds provided to them from any person, or offer investment advisory services. Lastly, if any person would like information, an explanation, or reasoning for the return of his/her money or funds, then the person shall review the Consent Order TSD No. 20-020, which will be located here: <https://www.tn.gov/commerce/securities/investors/enforcement-actions/consent-orders.html#2020> ; and

3. **PAY A CIVIL PENALTY** to the State of Tennessee of twenty-three thousand two hundred ten dollars (\$23,210.00), which shall be abated and considered fulfilled by the Respondents payment of all the money or funds each investor provided to them, totaling twenty-three thousand, two hundred ten dollars (\$23,210.00). Each investor involved is named in Appendix, which also outlines the precise dollar amount that the Respondents owe and will pay to each investor. The Respondents shall make good faith efforts to return all of the money or funds each investor invested with the Respondents, via check or PayPal, directly to each investor named in Appendix, and then provide proof or confirmation of payment to the Division through copies of checks, PayPal payment confirmations, or e-mails sent directly from the investor to Michele.Stone@tn.gov, Virginia.Smith@tn.gov, and Garron.Amos@tn.gov. The Respondent shall return the funds to each investor named in Appendix, and proof or confirmation of payment to the Division, within sixty (60) days after execution of this Consent Order. If, however, after making good faith efforts to return money or funds to investors, the Respondents are unable to locate and/or return money or funds provided by any investor(s), then the Respondents shall provide a detailed record to the Division listing any and all investors to which the Respondents were unable to return money or funds, and the Respondents shall do so no later than ninety (90) days from the execution of this Consent Order. Concurrently with the provision of said detailed

record to the Division, the Respondents shall remit to the Division the remainder of the money or funds owed to any and all investor(s) that the Respondents were unable to locate and/or to whom they were unable to return money or funds as payment for the remaining civil penalty. If such payment is necessary, the Respondents shall provide the Division with a check made payable to the Tennessee Department of Commerce and Insurance. Page one (1) of this Consent Order must accompany the payment for reference. The check shall be mailed to the attention of:

State of Tennessee
Department of Commerce and Insurance
Attn: Garron Amos
Davy Crockett Tower
500 James Robertson Parkway
Nashville, Tennessee 37243

3. The Respondents' 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 the immediate efforts to seek collection of the civil penalty, without notice, and further administrative disciplinary action, with notice and an opportunity for a hearing, which may include the assessment of additional civil penalties.

4. **IT IS FURTHER ORDERED** that 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 Respondents for violations of the Act with respect to the transactions involved in the 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.

5. 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.

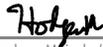
By the signatures affixed below, or in two (2) or more counterparts, the Respondents affirmatively state the following: the Respondents freely agree to the entry and execution of this Consent Order; the Respondents waive the right to a hearing on, or a review of, the matters, the Findings of Fact, and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

6. By signing this Consent Order, the Commissioner, Division, and the Respondents 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.

7. 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 electronic copies shall be deemed to constitute duplicate originals.

8. This Consent Order is not intended to state or imply fraudulent securities conduct by the Respondents or their respective affiliates, directors, officers, employees, associated persons, or agents.

ENTERED AND EXECUTED this _____ day of _____, 2020.



Hodgen Mainda (Jun 11, 2020 08:48 CDT)
Hodgen Mainda, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:



William Baxter Lee IV,
Individually, and on behalf of,
Save.Win LLC



EB (JUL 17, 2020 11:47 CDT)

Elizabeth Bowling
Assistant Commissioner
Department of Commerce and Insurance



Virginia Smith, BPR #031248
Garron Amos, BPR #035924
Associate General Counsel
Department of Commerce and Insurance

APPENDIX TO	CONSENT ORDER	TSD NO. 20-020							
	Memberships	\$ amount							
Total	2321	\$23,210							
Purchased	1768	\$17,680			Due to person who purchased membership				
WBL	359	\$3,590			Due to WBL IV who purchased trial memberships for anybody that would listen to me.				
SPL	75	\$750			Due to SPL (WBL's mom)				
Chase	87	\$870			Due to Chase Martin who purchased memberships for friends and family.				
Vickie	32	\$320			Due to Vickie Andre who purchased memberships for friends and family				
notes	Active memberships	Amount Owed	Investor First Name	State	City	Investor Last Name	Phone	Email	
Chase	17	\$170	Todd	NC	Goldsboro				
Chase	5	\$50	Nancy	AL	Jacksonville				
Chase	15	\$150	Cecil	TN	Memphis				
Chase	5	\$50	Forrest	AL	Jacksonville				
Chase	5	\$50	Ron	TN	Memphis				
Chase	5	\$50	Dale	TN	Nashville				
Chase	5	\$50	Adam	TN	La Vergne				
Chase	5	\$50	Chris	TN	Clarksville				
Chase	5	\$50	Steve	TN	Nashville				
Chase	5	\$50	David	TN	Chattanooga				
Chase	5	\$50	Cody	TN	Nashville				
Chase	5	\$50	Haley	AL	Jacksonville				
Chase	5	\$50	John	AL	Jacksonville				
purchased	5	\$50	Kayla	TN	Franklin				
purchased	12	\$120	David	CO	Breckenridge				
purchased	115	\$1,150	Robert	TN	Nashville				
purchased	110	\$1,100	Michael	IL	West Chicago				
purchased	110	\$1,100	George	TX	Frisco				
purchased	110	\$1,100	Chase	TN	Mount Juliet				
purchased	109	\$1,090	Stefanie	TN	Franklin				
purchased	100	\$1,000	Brian	CA	Los Angeles				
purchased	101	\$1,010	Sara	TN	Knoxville				
purchased	100	\$1,000	Morgan	TN	Knoxville				
purchased	100	\$1,000	Wes	TN	Franklin				
purchased	100	\$1,000	Ben	TN	Knoxville				
purchased	100	\$1,000	Matt	TN	Nashville				
purchased	100	\$1,000	Michael	TN	Nashville				
purchased	100	\$1,000	Jordan	TN	Knoxville				
purchased	100	\$1,000	Douglas	TN	Nashville				
purchased	51	\$510	Diana	TN	Spring Hill				
purchased	10	\$100	Nancy	AL	Jacksonville				
purchased	13	\$130	Kimberly	TN	Franklin				
purchased	12	\$120	Matt	PA	Cranberry Township				
purchased	11	\$110	Sherry	TN	Hendersonville				
purchased	10	\$100	Norb	ID	Harrison				
purchased	6	\$60	Erin	TN	Knoxville				
purchased	1	\$10	Sean	MA	Medfield				
purchased	11	\$110	Jason	CO	Denver				
purchased	10	\$100	Andrew	MA	Marshfield				
purchased	20	\$200	Russell	NY	West Point				
purchased	10	\$100	Kris	TN	Knoxville				
purchased	9	\$90	Rachel	AZ	Tempe				
purchased	6	\$60	David	TN	Franklin				
purchased	8	\$80	William	TN	Knoxville				
purchased	5	\$50	Bart	IL	South Elgin				
purchased	5	\$50	Dorla	TN	Franklin				
purchased	5	\$50	Richard	TX	Houston				
purchased	4	\$40	Andrew	NJ	Hoboken				
purchased	3	\$30	May	NY	New York				
purchased	3	\$30	Omar	TN	Brentwood				
purchased	3	\$30	Mike	TN	Nashville				
purchased	2	\$20	Liza	TN	Nashville				
purchased	2	\$20	Jonathan	NC	Hamlet				
purchased	2	\$20	jode	TX	Austin				
purchased	1	\$10	Aaron	TN	Sewanee				
purchased	1	\$10	Miki	IA	Des Moines				
purchased	1	\$10	Jacob	TN	nashville				
purchased	1	\$10	Andy	TN	HENDERSONVILLE				
purchased	1	\$10	Tyler	SD	Harrisburg				
purchased	1	\$10	Tennessee	TN	Lebanon				

purchased	1	\$10	Damon	TN	Nashville			
purchased	1	\$10	Zach	TN	Knoxville			
purchased	11	\$110	Damon	TN	Nashville			
purchased	50	\$500	Robin	TN	Knoxville			
purchased	1	\$10	Lanita	TX	Hutto			
purchased	1	\$10	Taryn	MA	Medfield			
purchased	1	\$10	Gerry	MA	Duxbury			
purchased	1	\$10	Ian	TN	Franklin			
purchased	1	\$10	Travis	TN	Knoxville			
SPL	5	\$50	Brian	CA	Los Angeles			
SPL	5	\$50	Robin	TN	Knoxville			
SPL	5	\$50	Erin	TN	Knoxville			
SPL	5	\$50	Britt	TN				
SPL	5	\$50	Seth	TN				
SPL	5	\$50	Ian	TN	Knoxville			
SPL	5	\$50	Nicolas	TN	Knoxville			
SPL	5	\$50	Pat	TN				
SPL	5	\$50	Meg	TN				
SPL	5	\$50	Stuart	TN				
SPL	5	\$50	Renee	TN				
SPL	5	\$50	David	TN				
SPL	5	\$50	Alex	CA				
SPL	5	\$50	Anne	TN				
SPL	5	\$50	Desiree	TN	Knoxville			
Vickie	10	\$100	Brandon	TN	Nolensville			
Vickie	10	\$100	MARK	TN	Nolensville			
Vickie	9	\$90	VICKIE	TN	NOLENSVILLE			
vickie	1	\$10	Aimee	TN	Smyrna			
Vickie	1	\$10	Terrie	TN	Antioch			
Vickie	1	\$10	Peggy	TN	Nashville			
wbl	110	\$1,100	David	CO	Breckenridge			
wbl	110	\$1,100	Jo	TN	Nashville			
wbl	101	\$1,010	Tyler	NC	Greensboro			
wbl	10	\$100	Sean	MA	Medfield			
wbl	10	\$100	Addey	TN	Knoxville			
wbl	1	\$10	Amy	TN	East Nashville			
wbl	1	\$10	Chris	NC	Charlotte			
wbl	1	\$10	Collin	TN	Nashville			
wbl	1	\$10	Shira	NY	Staten Island			
wbl	1	\$10	Ryan	TN	Nashville			
wbl	1	\$10	Brian	PA				
wbl	11	\$110	Kim	TN	Nashville			
wbl	1	\$10	Erin	TN				
TOTAL OWED	2321	\$23,210						