



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

**TENNESSEE SECURITIES DIVISION,** )  
 )  
 **Petitioner,** )  
 )  
 **v.** ) **TSD No.: 18-025**  
 )  
 )  
 **AGILE ENTERPRISES, LLC,** )  
 **f/k/a STEINHILBER ENTERPRISES, INC.** )  
 )  
 **Respondent.** )

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**CONSENT ORDER**

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The Securities Division of the Tennessee Department of Commerce and Insurance (“Division”) and Agile Enterprises, LLC, f/k/a Steinhilber Enterprises, Inc. (“Respondent”), by and through undersigned counsel, agree to the entry 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 Tennessee Code Annotated §§ 48-1-101 to 48-1-201, subject to the approval of the Commissioner of the Department (“Commissioner”).

**PARTIES**

1. Respondent is an investment adviser firm with its principal office located at 233 Fairfax Avenue, Asheville, North Carolina, 28806. It’s assigned central registration depository (“CRD”) number with the Financial Industry Regulatory Authority (“FINRA”) is: 132924.
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 of the Commissioner.

4. 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.

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

6. 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.

7. Respondent waives all further procedural steps, and waives 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 of this Consent Order by the Commissioner.

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

### **FINDINGS OF FACT**

9. On August 22, 2018, Michael Li, Securities Examiner III, sent an examination letter to Steinhilber Enterprises, Inc. (“Steinhilber”), notifying Steinhilber that he intended to conduct an examination of the firm’s books and records pursuant to Tenn. Code Ann. § 48-1-111(d)(1). These examinations are conducted in the normal course of business and are for the public good and investor protection.

10. Two days later, on August 24, 2018, Steinhilber requested to terminate its registration as an investment adviser in Tennessee. On September 13, 2018, Steinhilber changed its name to Agile Enterprises, LLC (“Agile”) and kept the same CRD number. Per Steinhilber’s request, on September 23, 2018, the Division terminated Agile’s investment adviser registration.

11. Mr. Li then continued his examination of Agile’s books and records by sending a series of letters requesting specific information. Agile began providing responsive documents to Mr. Li on October 10, 2018.

12. Based on the books and records Agile provided to Mr. Li, Agile maintained more than five (5) clients in Tennessee after its registration was terminated. When Mr. Li notified Agile about this information, Agile stated it would decrease the number of clients it maintained in Tennessee.

13. On October 26, 2018, Agile provided Mr. Li with a complete set of records, including a reduced client roster that showed it maintained less than five (5) clients in Tennessee.

## CONCLUSIONS OF LAW

14. 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. Tenn. Code Ann. § 48-1-115(b).

15. 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.

16. Tenn. Code Ann. § 48-1-102(12) defines investment adviser as “any person who, for compensation, engages in the business of advising others, either directly or through publications or writing, as to the value of securities or as to the advisability of investing in, buying, or selling securities, or who for compensation and as part of a regular business issues or promulgates analyses or reports concerning securities.”

17. Tenn. Code Ann. § 48-1-102(12)(E)(ii) provides that an investment adviser does not include a person who has no place of business in this state if, during any period in the past twelve (12) consecutive months, the person does not direct business communications into this state in any manner to more than five (5) clients, whether or not such person or any of the persons to whom the communications are directed are then present in this state.

18. Tenn. Code Ann. § 48-1-109(c)(1)-(3) provides that 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; (2) the person is required to register as an investment adviser pursuant to § 203 of

the Investment Advisers Act of 1940 (15 U.S.C. § 80b-3); provided, however, that requisite notice filings and fees are provided; or (3) the person's only clients in this state are insurance companies.

19. Pursuant to Tenn. Code Ann. § 48-1-109(e), the Commissioner may, after notice and 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.

20. The Findings of Fact detailed in paragraphs 9. through 13. show that Agile was an investment adviser in Tennessee because it directed business communications into Tennessee to more than five (5) clients.

21. The Findings of Fact detailed in paragraphs 9. through 13. show that Respondent transacted business as an investment adviser without registering or qualifying for an exemption under Tenn. Code Ann. § 48-1-109, from September 23, 2018, to October 26, 2018, which is about a month's period of time.

22. 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 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 Respondent's admission to the jurisdiction of the Commissioner, the Commissioner finds that Respondent agrees to the entry of this Consent Order to settle this matter.

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

1. **COMPLY** with the Act, as amended, and all rules promulgated thereunder; and

2. **PAY A CIVIL PENALTY** to the State of Tennessee of five-hundred dollars (\$500.00) on behalf of the Respondent. 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 remitted within thirty (30) days after entry of this Consent Order, mailed to the attention of:

**State of Tennessee  
Department of Commerce and Insurance  
Attn: Virginia Smith  
8th Floor, Davy Crockett Tower  
500 James Robertson Parkway  
Nashville, Tennessee 37243**

3. 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.

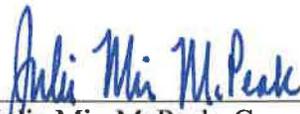
4. **IT IS FURTHER ORDERED** that this Consent Order represents the complete and final resolution of, and discharge of all administrative and civil claims, demands, actions, and causes of action by the Commissioner against Respondent for violations of the Act with respect to the transactions involved 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, Respondent affirmatively states the following: Respondent freely agrees to the entry of this Consent Order; 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; and Respondent 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 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.

ENTERED this 18<sup>th</sup> day of DECEMBER, 2018.

  
\_\_\_\_\_  
Julie Mix McPeak, Commissioner  
Department of Commerce and Insurance

**APPROVED FOR ENTRY:**

  
\_\_\_\_\_  
Jack D. Steinhilber  
Agile Enterprises, LLC

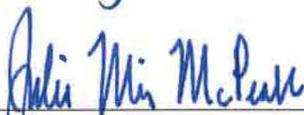
\_\_\_\_\_  
Frank Borger-Gilligan  
Assistant Commissioner for Securities  
Department of Commerce and Insurance

\_\_\_\_\_  
Virginia Smith, BPR #31248  
Assistant General Counsel for Securities  
Department of Commerce and Insurance

of, the matters, the Findings of Fact, and the Conclusions of Law underlying this Consent Order; and Respondent encountered no threats or promises of any kind by the Commissioner, the Division, or any agent or representative thereof.

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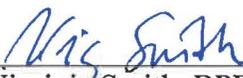
ENTERED this 4 day of January, 2019.

  
Julie Mix McPeak, Commissioner  
Department of Commerce and Insurance

**APPROVED FOR ENTRY:**

\_\_\_\_\_  
Jack D. Steinhilber  
Agile Enterprises, LLC

  
Frank Borger-Gilligan  
Assistant Commissioner for Securities  
Department of Commerce and Insurance

  
Virginia Smith, BPR #31248  
Assistant General Counsel for Securities  
Department of Commerce and Insurance

COPY

AGILE ENTERPRISES LLC  
1915 ASHWOOD AVE 10 Sunset Terrace  
NASHVILLE, TN 37212 NO 2  
KINGSTON, NC 28901

86-7027/2531

225

DATE 12-18- PMP

DELUXE DELUXE.COM/SECURE SECURITY GRAY/HEAT SECURITY



PAY TO THE ORDER OF TENNESSEE DEPT of Commerce / Insurance \$ 500<sup>00</sup>  
FIVE HUNDRED AND NO/100 DOLLARS

Heat Reactive Ink

HomeTrust Bank  
hometrustedbanking.com



MEMO

MP

⑆ 253170279⑆ 0590203204⑆ 00225

LOOK FOR FRAUD-DETECTING FEATURES INCLUDING THE SECURITY SQUARE AND HEAT-REACTIVE INK. DETAILS ON BACK.