



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

TENNESSEE SECURITIES DIVISION,)	
)	
Petitioner,)	
)	
v.)	TSD No.: 20-061
)	
ROBERT TRENT CURRY AND)	
GREENWAY CAPITAL MANAGEMENT, LLC,)	
)	
Respondents.)	

CONSENT ORDER

The Securities Division of the Tennessee Department of Commerce and Insurance (“Division”), by and through undersigned counsel, and Robert Trent Curry and Greenway Capital Management, LLC (together “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 Division is the lawful agent through which the Commissioner discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

2. Greenway Capital Management, LLC has been registered with the Division as an investment adviser since March 8, 2017, and is assigned Central Registration Depository (“CRD”) number 286258 by the Financial Industry Regulatory Authority (“FINRA”). Its address on record with the Division is 5391 Normandy Road, Memphis, TN 38120.

3. Robert Trent Curry has been registered with the Division as an investment adviser representative since March 8, 2017, is assigned CRD number 5059670, and is the chief compliance officer of Greenway Capital Management, LLC.

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.

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.

III. FINDINGS OF FACT

10. On or about September 1, 2020, the Division initiated a post-registration cyclical examination (“Exam”) of Greenway Capital Management, LLC.

11. The Exam concluded that the Respondents failed to maintain a minimum net capital of fifteen thousand dollars (\$15,000) during the months of August 2018, September 2018, October 2018, February 2019, March 2019, April 2019, May 2019, June 2019, July 2019, August 2019, September 2019, November 2019, January 2020, February 2020, April 2020, May 2020, July 2020, and August 2020.

12. The Exam further found that the Respondents failed to maintain adequate cybersecurity procedures, particularly as it pertains to email, devices, cloud services, anti-virus software, and firewalls.

13. The Respondents have no prior disciplinary history with the Division and maintained a minimum net capital of fifteen thousand dollars (\$15,000), as of the 2020 fiscal year end.

IV. 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 pursuant to Tenn. Code Ann. § 48-1-115(b).

15. Tenn. Code Ann. § 48-1-116 sets forth 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. § 48-1-112 provides:

(a) The commissioner may by order deny, suspend, or revoke any registration under this part if the commissioner finds that:

(1) The order is in the public interest and necessary for the protection of investors; and

(2) The applicant or registrant or, in the case of a broker-dealer or investment adviser, any affiliate, partner, officer, director, or any person occupying a similar status or performing similar functions:

...

(B) Has willfully violated or willfully failed to comply with any provision of this part or a predecessor chapter or any rule or order under this part or a predecessor chapter, including, without limitation, any net capital requirements; [or]

...

(G) Has engaged in dishonest or unethical practices in the securities business[.]

...

- (d) In any case in which the commissioner is authorized to deny, revoke, or suspend the registration of a broker-dealer, agent, investment adviser, investment adviser representative, or applicant for broker-dealer, agent, investment adviser, or investment adviser representative registration, the commissioner may, in lieu of or in addition to such disciplinary action, impose a civil penalty in an amount not to exceed five thousand dollars (\$5,000) for all violations for any single transaction, or in an amount not to exceed ten thousand dollars (\$10,000) per violation if an individual who is a designated adult is a victim.

17. Tenn. Comp. R. & Regs. 0780-04-03-.01(6) provides:

- (a) [E]very investment adviser registered or to be registered shall have and maintain a minimum net capital of fifteen thousand dollars (\$15,000).

18. Tenn. Comp. R. & Regs. 0780-04-03-.02(6) provides:

- (c) The following are deemed “dishonest or unethical business practices” by an investment adviser or an investment adviser representative under T.C.A. § 48-1-112(a)(2)(G), to the extent permitted under Section 203A of the Investment Advisers Act, without limiting those terms to the practices specified herein:

...

- 20. Failing to establish, maintain, and enforce written policies and procedures reasonably designed, taking into consideration the nature of such investment adviser’s business, to prevent the misuse in violation of the Investment Advisers Act or the 1934 Act, or the rules or regulations promulgated thereunder, of material, non-public information by such investment adviser or any person associated with such investment adviser[.]

19. The Findings of Fact detailed in paragraphs ten (10) through twelve (12) prove that the Respondents committed nineteen (19) violations of Tenn. Code Ann. § 48-1-112 by failing to maintain a minimum net capital of fifteen thousand dollars (\$15,000) during eighteen (18) months and failing to establish, maintain, and enforce written policies and procedures reasonably designed

to prevent the misuse of material, non-public information by such investment adviser or any person associated with such investment adviser.

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

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' signatures.

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

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

2. The Respondents shall **DEMONSTRATE** maintenance of the fifteen thousand dollar (\$15,000) minimum net capital requirement via the submission of a balance sheet and work papers (bank statements, depreciation schedules, appraisals, etc.) to the Division's Director of Registration, April X. Odom, at April.X.Odom@tn.gov, within fifteen (15) days after the entry and execution of this Consent Order, as evidenced by the Commissioner's signature, or the Respondents' registrations with the Division shall be automatically **REVOKED**;

3. The Respondents shall **PROVIDE** to the Division all workpapers, documents, and/or records, including but not limited to bank statements, depreciation schedules, or appraisals, that exhibit, calculate, or establish the Respondents' net worth. These workpapers, documents, and/or records shall be provided to the Division's Director of Registration, April X. Odom, at

April.X.Odom@tn.gov, no later than the following dates: July 1, 2021; September 1, 2021; January 3, 2022; April 1, 2022; July 1, 2022; September 1, 2022; January 4, 2023; and April 1, 2023. If these workpapers, documents, and/or records are not provided to the Division on or before the due dates listed above, the Respondents' registrations shall be automatically **REVOKED**; and

4. The Respondents shall **PAY A CIVIL PENALTY** to the State of Tennessee of five thousand dollars (\$5,000). 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 remitted within thirty (30) days after the entry and execution of this Consent Order, as evidenced by the Commissioner's signature, and 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**

5. This Consent Order shall apply to CRD numbers 286258 and 5059670 regardless of whether the Respondents terminate their registrations tied to CRD numbers 286258 and 5059670 and reapply in the future using the same CRD numbers 286258 and 5059670.

6. 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 further administrative disciplinary action, which may include the assessment of additional civil penalties.

7. **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.

8. 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.

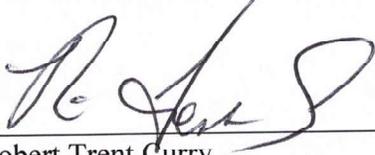
9. By signing this Consent Order, the Commissioner, Division, and the Respondents affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement as set forth in this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

10. 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.

ENTERED AND EXECUTED May 25, 2021.


Carter Lawrence (May 25, 2021 14:08 CDT)
Carter Lawrence, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:



Robert Trent Curry
Individually and on behalf of:
Greenway Capital Management, LLC

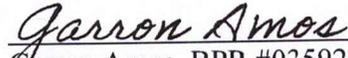


EB (May 27, 2021 08:44 CDT)

Elizabeth Bowling
Assistant Commissioner for Securities
Department of Commerce and Insurance



Matthew White
Attorney for the Respondent
Baker Donelson



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