ADMINISTRATIVE PROCEEDING

BEFORE THE

SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:	)	
	)	**File Number 08063**
Samuel N. Smith,	)	
	)	**CONSENT ORDER**
Respondent.	)	

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division"), pursuant to authority granted in the South Carolina Uniform Securities Act of 2005 (the "Act"), S.C. Code Ann. §§ 35-1-101 to 35-1-703 (Supp. 2008), on or about November 8, 2008, received a letter from Samuel N. Smith ("Smith") in which he stated that he was a "Registered Investment Adviser";

WHEREAS, Smith was not a registered investment adviser;

WHEREAS, the Division opened an investigation pursuant to Section 35-1-602 of the Act and requested information from Smith pursuant to Section 35-1-411(d) of the Act;

WHEREAS, in connection with these procedures, the Division determined that Smith violated certain provisions of the Act and related regulations, and the Division filed an Order to Cease and Desist ("C&D Order") with the Securities Commissioner (the "Commissioner");

WHEREAS, Smith wishes to resolve the issues described in the C&D Order by this Consent Order rather than by concluding the formal hearing before the Commissioner;

NOW THEREFORE, the Securities Division alleged that Respondent violated S.C. Code Ann. § 35-1-403(a), S.C. Code Ann. § 35-1-412(d)(13), S.C. Reg. §§ 13-501(B)(6) and 13-501(A)(17), S.C. Code Ann. § 35-1-502(b) and S.C. Reg. §§ 13-502(A)(8), (13), (20), and (21),

and S.C. Code Ann. § 35-1-505, as described in the C&D Order. Further, without admitting or denying any wrongdoing, Smith expressly consents and agrees to the following sanctions and requirements, each of which is appropriate and in the public interest to impose upon Smith based on the C&D Order:

a. Smith shall cease and desist from transacting business, in violation of S.C. Code Ann. §§ 35-1-403(a) in South Carolina as an investment adviser, while not registered or exempt from registration;

b. Cease and desist from using any advertisement, including but not limited to web sites, in a fraudulent or deceptive fashion, in violation of S.C. Reg. §§ 13-501(b)(6) and 13-501(A)(17);

c. Smith shall cease and desist from engaging in fraudulent, deceptive, or manipulative acts, practices, or courses of business in connection with giving investment advice regarding securities, in violation of S.C. Code Ann. § 35-1-502(b) and S.C. Reg. §§ 13-502(A)(8), (13), (20), and (21);

d. Smith shall cease and desist from making or causing to be made in a record used or filed under the Act a statement that is false or misleading in a material respect, in violation of S.C. Code Ann. § 35-1-505; and

e. Smith, within 7 days of the effective date of this Consent Order, shall pay $500 to the Division as a civil penalty.

f. Smith, within 7 days of receiving an invoice or statement of the costs, shall pay the costs of the court reporter present at the administrative hearing on October 30, 2009.

The alleged violations of securities laws may affect any future application for registration with the Securities Division.

Upon execution by the Commissioner, this Consent Order becomes effective and resolves Administrative Proceeding 08063 as it relates to Smith.

IT IS SO ORDERED this 4th day of November, 2009.

By: _____
Henry D. McMaster
Securities Commissioner
State of South Carolina

WE CONSENT:

Securities Division of the Office of the Attorney General

By: _____ Date: 10/30/09
William J. Condon, Jr.
Assistant Attorney General
Securities Division

Samuel N. Smith

By: _____ Date: 10/30/09
Samuel N. Smith
Respondent