



COMMONWEALTH OF KENTUCKY  
PUBLIC PROTECTION CABINET  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
AGENCY CASE NO. 2020-AH-0005

DEPARTMENT OF FINANCIAL INSTITUTIONS

COMPLAINANT

vs.

AGREED ORDER

RICHARD A. FINCH

RESPONDENT

FACTUAL BACKGROUND

1. The Kentucky Department of Financial Institutions (DFI) is responsible for administering the provisions of Kentucky Revised Statutes (KRS) Chapter 292, Kentucky Administrative Regulations (KAR), the Securities Act of Kentucky (the "Act"), as well as the rules and regulations enacted thereunder.

2. Respondent Richard A. Finch (hereafter "Respondent") was an investment adviser representative with Green Square Capital Louisville ("GSC Louisville"), a registered Memphis, Tennessee company, with a principal address of 949 South Shady Grove Road, Suite 401, Memphis, Tennessee, 38120. GSC Louisville's business office was located at 4360 Brownsboro Road, Louisville, Kentucky, 40207.

3. On March 31, 2019, DFI's Division of Securities received an application for registration in Kentucky for GSC Louisville. DFI determined that the Respondent was not registered to act as an investment adviser representative in Kentucky during his employment as Chief Compliance Officer with GSC Louisville from May 11, 2017 to October 25, 2018, following GSC Louisville's termination of its SEC registration, and did not qualify for an exemption from registration.



### STATUTORY AUTHORITY

4. KRS 292.310(11) defines an “Investment adviser” as “any person who, for compensation, directly or indirectly, 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, purchasing, or selling securities, or who, for compensation and as a part of regular business, issues or promulgates analyses or reports concerning securities.”

5. KRS 292.310(12) defines an “Investment adviser representative,” as, “an individual employed by or associated with an investment adviser or covered adviser and who makes any recommendations or otherwise gives investment advice regarding securities, manages accounts or portfolios of clients, determines which recommendations or advice regarding securities should be given, provides investment advice, receives compensation to solicit, offer, or negotiate for the sale of or for the selling investment advice, or supervised employees who perform any of the foregoing.”

6. KRS 292.330(11) states, “It is unlawful for an individual to transact business in this state as an investment adviser representative unless the representative is registered under this chapter or exempt from registration.”

7. The Commissioner possesses a range of administrative authority in addressing violations of the Act, including the imposition of civil fines up to twenty thousand dollars (\$20,000) for each violation of the Act. *See* KRS 292.337; KRS 292.500(14).

### AGREEMENT AND ORDER

8. To resolve this matter without litigation or other adversary proceedings, DFI and Respondent agree to compromise and settle all claims arising from the above-referenced factual background in accordance with the terms set forth herein.

9. In the interest of economically and efficiently resolving the violations described, without admitting or denying the allegation contained herein, DFI and Respondent hereby agree as follows:

- a. Respondent shall cease and desist from any further violations of the Act;
- b. Respondent agrees to pay a civil fine in the amount of **two thousand dollars (\$2,000)** for the violations described herein, which shall be due and payable upon the entry of this Agreed Order; and
- c. All payments under this Order shall be in the form of a **certified check or money order** made payable to "Kentucky State Treasurer" and mailed to the Department of Financial Institutions, Securities Division, 2020-AH-0005, 500 Mero Street 2SW19, Frankfort, Kentucky 40601.

10. Respondent waives its right to demand a hearing at which it would be entitled to legal representation, to confront and cross-examine witnesses, and to present evidence on its own behalf, or to otherwise appeal or set aside this Agreed Order.

11. Respondent consents to and acknowledges the jurisdiction of DFI over this matter and recognizes that this Agreed Order is a matter of public record and may be disseminated as such.

12. In consideration of execution of this Agreed Order, Respondent for itself, and for its successors and assigns, hereby releases and forever discharges the Commonwealth of Kentucky, DFI, Office of Legal Services, and each of their members, agents, and employees in their individual capacities, from any and all manner of actions, causes of action, suits, debts, judgments, executions, claims and demands whatsoever, known and unknown, in law or equity, that Respondent ever had, now have, may have or claim to have against any or all of the persons

or entities named in this paragraph arising out of or by reason of this investigation, this disciplinary action, this settlement or its administration.

13. By signing below, the parties acknowledge they have read the foregoing Agreed Order, know and fully understand its contents, and that they are authorized to enter into and execute this Agreed Order and legally bind their respective parties.

14. This Agreed Order shall constitute the Final Order in this matter.

**IT IS SO ORDERED** on this the 25th day of September 2020.

**Charles A.  
Vice**

Digitally signed by: Charles A. Vice  
DN: CN = Charles A. Vice email =  
charles.vice@ky.gov C = AD O = KY  
DFI OU = KY Public Protection  
Cabinet  
Date: 2020.09.25 17:30:33 -04'00'

**CHARLES A. VICE, COMMISSIONER**

Consented to:  
This 25<sup>th</sup> day of September, 2020

Mauri Q. Gibf  
Director, Division of Securities  
Department of Financial Institutions

Consented to:  
This 17<sup>th</sup> day of July, 2020

[Signature]  
Mr. Richard A. Finch  
Green Square Capital Louisville, LLC

ACKNOWLEDGEMENT

STATE OF Tennessee )  
 )  
COUNTY OF Shelby )

On this the 17 day of July, 2020, before me Annie Givens,  
the undersigned, Richard Finch, did personally appear and acknowledge  
himself and did enter into and execute the foregoing instrument for the purposes therein contained.

In witness whereof I hereunto set my hand.

My Commission Expires: 8-29-2020

[Signature]  
Notary Public



**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing **Agreed Order** was sent by certified United States mail, return receipt requested, on this the 4<sup>th</sup> day of October, 2020, to the following:

Richard Finch  
c/o Green Square Wealth Management  
949 Shady Grove Rd, Suite 401  
Memphis, TN 38120

Via Hand-Delivery to:

Hon. Christine Foster  
500 Mero Street 2SW19  
Frankfort, KY 40601  
*Counsel for Department of Financial Institutions*

  
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Kentucky Department of Financial Institutions