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10 BEFORE THE DEPARTMENT OF BUSINESS OVERSIGHT
11 OF THE STATE OF CALIFORNIA

12 In the Matter of) FILE NO. 152348
13 THE COMMISSIONER OF BUSINESS)
OVERSIGHT,) 1. DESIST AND REFRAIN ORDER; and
14)
15 Complainant,) 2. ORDER LEVYING ADMINISTRATIVE
16 v.) PENALTIES
17)
18 Shaun Stirling Noll)
(DBA Stirling Capital Management))
19 Respondent.)

21 The Commissioner of Business Oversight (“Commissioner”) of the Department of
22 Business Oversight (“Department”) alleges and charges as follows:

23 I. JURISDICTION AND VENUE

- 24 1. The Commissioner brings this action pursuant to the provisions of sections 25230(a),
25 25252(b), and 25532(b) of the Corporate Securities Law of 1968 (“CSL”), and the regulations
26 promulgated thereunder.
27 2. The Commissioner is authorized to administer and enforce the provisions of the CSL,
28 Corporations Code section 25000 et seq. and the regulations thereunder at Title 10, California

1 Code of Regulations (“CCR”).

2 II. STATEMENT OF FACTS

3 3. This action is brought to order Respondent, Shaun Stirling Noll (DBA Stirling Capital
4 Management) (“Stirling”) to:

5 (a) Desist and refrain from unlicensed investment adviser activities pursuant to CSL
6 section 25532(b), and

7 (b) Pay penalties to the Department, for conducting unlicensed investment adviser
8 activities pursuant to section 25532(b), of six thousand five hundred dollars (\$6,500) for all
9 violations of section 25230(a), combined.

10 4. Stirling is a sole proprietor operating in California, with its principal place of business at
11 102 Greenwood Avenue, San Francisco, California 94112.

12 5. From June 16, 2010 to August 22, 2011, Stirling conducted business as a licensed
13 investment adviser in the state of California. However, the Department of Business Oversight
14 revoked Stirling’s license on August 22, 2011 because it failed to update its amendment or
15 brochure.

16 6. On October 9, 2013 Stirling filed an application for an investment adviser certificate
17 (license) with the Department. The application revealed that Stirling continued to engage in
18 investment adviser activities and charge fees for its services.

19 7. When the Department inquired about Stirling’s investment adviser activities, Stirling
20 fully cooperated. Stirling provided information showing that it had six clients, four of which are
21 located in California.

22 8. The Department finds, based upon the information provided by Stirling, that Stirling was
23 engaged in unlicensed investment adviser activity through the date hereof, in violation of CSL
24 section 25230(a).

25 9. Stirling has not held a valid investment adviser certificate since August 22, 2011.

26 III. ORDER TO DESIST AND REFRAIN FROM UNLICENSED ACTIVITY

27 10. Corporations Code section 25230(a) provides, in pertinent part:

28 It is unlawful for any investment adviser to conduct business as an
investment adviser in this state unless the investment adviser has

1 first applied for and secured from the commissioner a certificate,
2 then in effect, authorizing the investment adviser to do so....

3 11. Corporations Code section 25532(b) provides, in pertinent part:

4 If, in the opinion of the commissioner, a person has been or is
5 acting as an broker-dealer or investment adviser, or has been or is
6 engaging in broker-dealer or investment adviser activities, in
7 violation of Section 25210, 25230, or 25230.1, the commissioner
8 may order that person to desist and refrain from the activity until
9 the person has been appropriately licensed or the required filing
10 has been made under this law.

11 12. The Department finds that Stirling has conducted business as an investment adviser in this
12 state without first securing from the Commissioner a certificate, then in effect, in violation of
13 Corporations Code section 25230(a).

14 13. Accordingly, Stirling is hereby ordered to desist and refrain from acting as an investment
15 adviser in the State of California unless and until it has first applied for and secured from the
16 Commissioner a certificate authorizing it to act as an investment adviser, or unless exempt.

17 14. This Order is necessary, in the public interest, for the protection of investors, and consistent
18 with the purpose, policies, and provisions of the CSL.

19 IV. ORDER LEVYING ADMINISTRATIVE PENALTIES

20 15. Corporations Code section 25252(b) authorizes the Commissioner to issue an order levying
21 administrative penalties against any investment adviser for willful violations of any provisions of the
22 CSL, including section 25230(a).

23 16. Corporations Code section 25252(b) provides, in relevant part:

24 (b) Any broker-dealer or investment adviser that willfully violates
25 any provision of this division to which it is subject, or that
26 willfully violates any rule or order adopted or issued pursuant to
27 this division and to which it is subject, is liable for administrative
28 penalties of not more than five thousand dollars (\$5,000) for the
first violation, not more than ten thousand dollars (\$10,000) for the
second violation, and not more than fifteen thousand dollars
(\$15,000) for each subsequent violation.

17. The Department finds that Stirling willfully violated the CSL by engaging in unlicensed
investment adviser activities, in violation of section 25230(a), by providing investment adviser

1 services to various accounts in exchange for fees.

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3 18. Pursuant to Corporations Code section 25252(b), the Commissioner hereby levies
4 administrative penalties against Respondent Stirling in the amount of six thousand five hundred
5 dollars (\$6,500), for repeated willful violations of section 25230(a) in providing investment advice
6 and collecting fees while unlicensed through the date hereof. This amount shall be paid to the
7 Department of Business Oversight within thirty (30) days of the date of this Order.

8 19. This Order is necessary, in the public interest, for the protection of investors, and consistent
9 with the purpose, policies and provisions of the CSL.

10 Dated: April 1, 2014

JAN LYNN OWEN
Commissioner of Business Oversight

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By _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division

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