

FILED

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING AND SECURITIES

2016 FEB 10 AM 10:25

PA DEPARTMENT OF  
BANKING AND SECURITIES

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING AND  
SECURITIES, BUREAU OF SECURITIES  
LICENSING, COMPLIANCE AND  
EXAMINATIONS

v.

GOLD GOAT ENERGY PRODUCTS  
WILLIAM LEWIS

Docket No. 16 CO11 (SEC-C&D)

NOTICE OF RIGHT TO HEARING

You have the right to request a hearing before the Banking and Securities Commission ("Commission") within 30 days after receipt of this Order as provided in Section 607 of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-607. A written request for a hearing must be filed with the Commission as follows:

Linnea Freeberg, Docket Clerk  
Department of Banking and Securities  
17 North Second Street, Suite 1300  
Harrisburg, PA 17101

**Failure to timely file a request for a hearing will result in this Order becoming a final Order.**

Once you file a written request for a hearing, the matter will be scheduled for a hearing before a presiding officer designated by the Commission to commence within 30 days after receipt unless you consent to a later date. If you consent to a later date but fail, after notification by first class mail to your last known address in the Department's files, to consent to a hearing date that is within 180 days of the request, the request for a hearing shall be deemed abandoned and the Order shall be deemed a final Order. You have the right to be represented by an attorney in this matter.

Further, you must serve a copy of the request for a hearing and any other documents on the person who signed the Order by providing a copy to his or her counsel indicated below:

Stefanie Zikos Hamilton  
Assistant Counsel  
Department of Banking and Securities  
17 N. Second Street, Suite 1300  
Harrisburg, PA 17101

The hearing and all other procedural matters will be governed by the Pennsylvania Administrative Agency Law, 2 Pa. C.S. §§501-508, 701-704, and the General Rules of Administrative Practice and Procedure, 1 Pa. Code §§31.1.-35.251.



**WHEREAS**, in or about January 2016, Gold Goat placed an advertisement (“Ad”) on an Internet message board (“Message Board”), seeking investors;

**WHEREAS**, in or about January 2016, at least one Pennsylvania resident (“PA Resident”) observed the Ad and requested information using a link provided in the Ad;

**WHEREAS**, in or about January 2016, Lewis, in response to contact information supplied by at least one PA Resident, e-mailed at least one PA Resident and offered for sale shares of membership in Gold Goat (“Shares”);

**WHEREAS**, in or about January 2016, Lewis e-mailed at least one PA Resident a Shareholder Agreement (“Agreement”) for the purchase of the Shares, and the Agreement reflected that the potential investor was a resident of Pennsylvania;

**WHEREAS**, according to the Agreement, the price per share is \$1.00, and Gold Goat is offering for sale 4000 Shares to at least one PA Resident;

**WHEREAS**, the Agreement states that Lewis is the managing shareholder, president, vice-president, secretary, and treasurer of Gold Goat;

**WHEREAS**, in or about January 2016, Lewis told at least one PA Resident that the PA Resident would not have to participate in the management of Gold Goat following the purchase of Shares;

**WHEREAS**, the PA Resident had no substantive, pre-existing relationship with Gold Goat or Lewis;

**WHEREAS**, neither Gold Goat nor Lewis took any steps to verify that the PA Resident was an accredited investor, and the PA Resident was not an accredited investor under Rule 501 of Regulation D of the Securities Act of 1933;

**WHEREAS**, neither the Ad nor the Web Site contain the disclosure set forth in Department Regulation 203.190, 10 Pa. Code §203.190;

**WHEREAS**, the Shares described above are “securities” within the meaning of Section 102(t) of the 1972 Act, 70 P.S. §1-102(t);

**WHEREAS**, Gold Goat is the “issuer” of the Shares described above within the meaning of Section 102(l) of the 1972 Act, 70 P.S. §1-102(l);

**WHEREAS**, Lewis acted as an “affiliate” of Gold Goat within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused and is about to cause Gold Goat to commit the herein stated acts which violated and are about to violate the 1972 Act;

**WHEREAS**, the records of the Department disclose that the Shares are (a) not registered under Section 201 of the 1972 Act, 70 P.S. §1-201; (b) not exempt from registration under Section 202 of the 1972 Act, 70 P.S. §1-202; and (c) not federally covered securities; and further, the securities transactions relating to the Shares are not exempt under Section 203 of the 1972 Act, 70 P.S. §1-203;

**WHEREAS**, based on the foregoing, the Department finds that Gold Goat and Lewis have engaged in and are about to engage in acts and practices which violate Section 201 of the 1972 Act, 70 P.S. §1-201;

**Authority of the Department**

**WHEREAS**, Section 606(c.1) of the 1972 Act, 70 P.S. § 1-606(c.1) provides the Department with authority to issue a summary order to cease and desist when it finds that any person has engaged or is about to engage in any act or practice constituting a violation of any

provision of the 1972 Act or any rule or order thereunder. The order may be issued summarily without notice or hearing; and

WHEREAS, after due deliberation, the Department finds that it is necessary and appropriate, in the public interest, for the protection of investors and is consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue the following Order:

AND NOW, THEREFORE, the Bureau, pursuant to its authority referenced above, hereby imposes the following Order:

IT IS ORDERED that Respondents Gold Goat Energy Products and William Lewis, and every successor, affiliate, control person, agent, servant, and employee of them, and every entity owned, operated, or indirectly or directly controlled or hereinafter organized by or on behalf of them, shall immediately CEASE AND DESIST from offering and selling the Shares in the Commonwealth of Pennsylvania, in violation of the 1972 Act, and, in particular, Section 201 thereof.

So ORDERED this 10 day of February 2016.

BY ORDER OF THE DEPARTMENT

Redacted

Joseph Minisi, Jr., Acting Deputy Secretary for Securities

Date Issued & Entered: 2/10/16

Representation before the Department of Banking and Securities shall be in accordance with Sections 31.21, 31.22, 31.23, and 31.24 of the General Rules of Administrative Practice and Procedure, 1 Pa. Code §§ 31.21, 31.22, 31.23, and 31.24. An individual who substantially controls a Respondent may represent the Respondent in an adversary proceeding.

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DEPARTMENT OF BANKING AND SECURITIES FEB 10 AM 10:25

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| COMMONWEALTH OF PENNSYLVANIA     | : | PA DEPARTMENT OF                    |
| DEPARTMENT OF BANKING AND        | : | BANKING AND SECURITIES              |
| SECURITIES, BUREAU OF SECURITIES | : |                                     |
| LICENSING, COMPLIANCE AND        | : |                                     |
| EXAMINATIONS                     | : | Docket No. 16 <u>2011</u> (SEC-C&D) |
| v.                               | : |                                     |
|                                  | : |                                     |
| GOLD GOAT ENERGY PRODUCTS        | : |                                     |
| WILLIAM LEWIS                    | : |                                     |

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CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing Order upon the parties below, who constitute the only parties of record in this proceeding, in accordance with the requirements of 1 Pa. Code §§ 33.35, 33.36 and 33.37:

BY CERTIFIED AND FIRST CLASS MAIL

Gold Goat Energy Products  
2675 Chestnut Street  
New Kensington, PA 15068

William Lewis  
2675 Chestnut Street  
New Kensington, PA 15068

Dated this 10<sup>th</sup> day of February, 2016.

Redacted  
Fran Beers, Administrative Officer  
Office of Chief Counsel  
FOR: Commonwealth of Pennsylvania  
Department of Banking and Securities  
Market Square Plaza  
17 North Second Street, Suite 1300  
Harrisburg, PA 17101  
717-787-1471