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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

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PA DEPARTMENT OF
BANKING AND SECURITIES

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

Docket No.: 180083 (SEC-CAO)

v.

GEORGE P. BIRCH III
d/b/a FOUR SEASONS FINANCIAL GROUP,
INC.

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Compliance and Examinations ("Bureau"), has conducted an investigation of the securities activities of George P. Birch III d/b/a Four Seasons Financial Group, Inc. ("Birch"). Based on the results of its investigation, the Bureau has concluded that the Birch has operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101, et. seq. ("1972 Act"). Birch, in lieu of litigation, and without admitting or denying the allegations contained herein, and intending to be legally bound, hereby agrees to the entry of this Consent Agreement and Order ("CAO").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.
2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. Birch, CRD #4520496, was, at all times material herein, an individual with an address at Redacted

4. From on or about December 2004 through December 2009, Birch was registered pursuant to Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c) as an investment adviser representative of Stock Solutions, Inc. (CRD#119622) (“SSI”).

5. From on or about October 2010, through December 2013, Birch was registered pursuant to Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c) as an investment adviser representative of SSI.

FACTUAL ALLEGATIONS

6. From on or about October 2010 through December 2011, Birch offered and sold promissory notes issued by ScripsAmerica Inc. (“Scrips Notes”).

7. The Scrips Notes were “securities” within the meaning of Section 102(t) of the 1972 Act, 70 P.S. § 1-102(t).

8. The Scrips Notes were (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 Scrips Notes were not exempt from registration under Section 203 of the 1972 Act, 70 P.S. § 1-203.

9. Birch received compensation from ScripsAmerica for the sale of the Scrips Notes.

10. Birch was neither registered pursuant to Section 301(a) of the 1972 Act, 70 P.S. § 1-301(a), nor exempt from registration.

VIOLATION

11. By engaging in the acts and conduct set forth in paragraph 6 through 10 above, Birch offered and sold the Scrips Notes in Pennsylvania in wilful violation of Section 201 of the 1972 Act, 70 P.S. § 1-201.

12. By engaging in the acts and conduct set forth in paragraph 6 through 10 above, Birch effected transactions in securities in Pennsylvania while neither registered nor exempt from registration in wilful of Section 301(a) of the 1972 Act, 70 P.S. § 1-301(a).

RELIEF

13. Pursuant to Section 512 (1) of the 1972 Act, 70 P.S. §1-512(a), the Department hereby permanently BARS Birch from:

- a. Representing an issuer offering or selling securities in the Commonwealth of Pennsylvania;
- b. Acting as a promoter, officer, director or partner of an issuer (or individual occupying a similar status or performing similar function), offering or selling securities in the Commonwealth of Pennsylvania or of a person who controls or is controlled by such issuer;
- c. Being registered as a broker-dealer, agent, investment adviser or investment adviser representative under Section 301;
- d. Being an affiliate of any person registered under Section 301; and/or
- e. Relying upon any exemption from registration contained in Sections 202, 203, or 302.

14. Birch is ORDERED to comply with the 1972 Act and Regulations adopted by the Department, and in particular Sections 201 and 301(a) of the 1972 Act, 70 P.S. §§ 1-201 and 1-301(a), et. seq.

15. Should Birch fail to comply with any or all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to Birch's right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

16. Consent. Birch hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees he understands all of the terms and conditions contained herein. Birch, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

17. Entire Agreement. This Order contains the entire agreement between the Department and Birch. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and Birch.

18. Binding Nature. The Department, Birch, and all officers, owners, directors, employees, heirs and assigns of Birch intend to be and are legally bound by the terms of this Order.

19. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

20. Effectiveness. Birch hereby stipulates and agrees that the Order shall become effective on the date that the Bureau executes the Order ("Effective Date").

21. Other Enforcement Action.

- a. The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Birch in the future regarding all matters not resolved by this Order.
- b. Birch acknowledges and agrees that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.
- c. Birch acknowledges and agrees that this Order does not preclude any other agency from instituting administrative, civil or criminal proceedings that may be related to matters addressed by this Order.

22. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

23. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

24. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

25. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Compliance and Examinations and George P. Birch III d/b/a Four Seasons Financial Group, Inc., intending to be legally bound, do hereby execute this Consent Agreement and Order

