

1 3. Lightfleet Corporation is an Oregon corporation formed in 2003 for the purpose of developing computer
2 networking technology. Lightfleet has been registered to do business in Washington since 2003 and is located in
3 Camas, Washington.

4 Overview

5 4. Lightfleet has sought to raise capital through private securities sales since 2006. To promote the sale of
6 Lightfleet securities, the company compensated individuals who facilitated the sale of investments in the company.
7 Investments in private startup companies are highly illiquid and subject to significant risk.

8 5. From approximately 2009 to 2011, Gary Meier and Aaron O'Neal facilitated the sale of investments in
9 Lightfleet for money. Both Gary Meier and Aaron O'Neal were registered as broker-dealer and investment adviser
10 representatives in Washington at the time.

11 6. In the course of facilitating the sale of investments in Lightfleet, Gary Meier and Aaron O'Neal engaged in
12 unethical business practices as defined in the Securities Act of Washington by effecting securities transactions outside
13 of and without the knowledge of the firms they represented. Gary Meier and Aaron O'Neal further failed to document
14 this work in their respective regulatory filings. Gary Meier also engaged in unethical business practices by failing to
15 disclose to his clients who invested in Lightfleet through him, that he received compensation from Lightfleet. And
16 Aaron O'Neal actively concealed his unethical business practices to the Securities Division.

17 7. Securities transactions outside the books and records of a broker-dealer firm escape the oversight of the firm,
18 limiting the firm's ability to supervise its representatives. Broker-dealer representatives are generally prohibited from
19 effecting transactions off of the books and records of their broker-dealers.

20 Gary Meier's Unethical Business Practices

21 *Effecting Securities Sales Outside of and Without the Knowledge of Employing Firm*

22 8. In 2010 and 2011, Gary Meier entered into agreements with Lightfleet to facilitate the sale of investments in
23 Lightfleet.¹ As compensation, Lightfleet agreed to pay Gary Meier a commission of 4% or 5% of the total amount
24 invested by an investor introduced to Lightfleet by Gary Meier. Gary Meier received this commission in the form of
25 stock in Lightfleet.

9. From 2009 to 2011, Gary Meier earned over 2,000 shares in Lightfleet as compensation for facilitating the sale
of over \$600,000 of investments in the company from at least 7 investors, at least 4 of whom were Washington
residents.

10. During this time period, Gary Meier worked as a securities broker-dealer representative at Pacific West
Securities, Inc. and as an investment adviser representative at Pacific West Financial Consultants, Inc. Gary Meier
primarily solicited the sale of Lightfleet stock to his clients at these firms.

¹ Gary Meier signed both agreements with Lightfleet as an associate of David Callaham and Associates.

11. Most of Gary Meier's clients who purchased Lightfleet stock through Gary Meier were approximately 60 years old at the time. At least one client was 80 years old at the time of his investment through Gary Meier. None of these investors indicated to Gary Meier that they had a speculative investment objective or aggressive risk tolerance.

12. Gary Meier did not direct these sales of Lightfleet stock through Pacific West Securities and specifically told one of his clients that the client's purchase of Lightfleet stock would not be effected through Pacific West Securities.

13. Gary Meier did not notify or seek the approval of Pacific West Securities to arrange for the sale of investments in Lightfleet. Pacific West Securities only allowed a representative to engage in private securities transactions, like the sale of Lightfleet stock, if the transactions were recorded on the books and records of the firm, in which case the firm would require all of the documents related to the private securities sales. Pacific West Securities also required that the representative list the private securities transaction as an outside business activity on his or her Form U4. Gary Meier did not arrange for these sales of Lightfleet stock to be effectuated through Pacific West Securities, and, as discussed below, Gary Meier did not disclose these private securities transactions on his Form U4.

Failure to Disclose Conflict of Interest

14. Gary Meier also failed to disclose to at least two investors, both of whom were his advisory clients, that Lightfleet would compensate him for these investors' investments in the company.

Filings with the Securities Division

15. To register as a broker-dealer representative or as an investment adviser representative, a registrant must complete and file with the Securities Division through the Central Registration Depository (CRD) and Investment Adviser Registration Depository (IARD) a Form U4, the Uniform Application for Securities Industry Registration or Transfer form. The Form U4 requests a range of information from the registrant, including personal information, legal and financial history, and outside business activities. Once registered, a registrant must file an amended Form U4 with the Securities Division within thirty days of any information in the registrant's initial Form U4 changing.

16. Gary Meier filed 6 amendments to his Form U4 with the Securities Division between 2009 and 2011, the time during which he arranged for the sale of Lightfleet stock. In each of these amended filings, when asked to list his current outside business activities, Gary Meier disclosed his participation in some outside business activities. However, he failed to disclose his work with Lightfleet.

17. Gary Meier further failed to file an amended Form U4 with the Securities Division through CRD and IARD to document his work with Lightfleet.

Aaron O'Neal's Unethical Business Practices

Effecting Securities Sales Outside of and Without the Knowledge of Employing Firm

18. In 2011, Aaron O'Neal entered into an agreement with Lightfleet to facilitate the sale of investments in the company.² The agreement allowed, indirectly, for Aaron O'Neal to receive a commission from Lightfleet of 5% of the total amount invested by an investor introduced to Lightfleet by Aaron O'Neal.

19. Aaron O'Neal worked as a securities broker-dealer representative and investment adviser representative at Metlife Securities, Inc. at that time.

20. Aaron O'Neal used to work for a mortgage lender, and in 2011, Aaron O'Neal contacted a Washington resident, one of his previous clients at the lender, to sell him investments in Lightfleet. Through 2011, Aaron O'Neal facilitated the sale of at least \$600,000 of stock in Lightfleet to this former client. Aaron O'Neal earned approximately \$22,500 in cash and 1,000 shares of Lightfleet stock as compensation from Lightfleet.

21. Aaron O'Neal did not disclose to this Lightfleet investor that Lightfleet would compensate Aaron O'Neal for the investor's investment in the company.

22. Aaron O'Neal communicated with Lightfleet through his wife's company. He did not direct these sales of Lightfleet stock through Metlife Securities. And Aaron O'Neal did not notify or receive permission from Metlife Securities to engage in private securities transactions.

Filings with the Securities Division

23. As a registered broker-dealer representative and investment adviser representative with the Securities Division, Aaron O'Neal was required to file an amended Form U4 with the Securities Division within thirty days of any information in the his initial Form U4 changing. Aaron O'Neal, however, failed to file any amendment to his Form U4 to list his work with Lightfleet as an outside business activity.

24. Instead, in a 2011 and a 2012 amended Form U4 filing with the Securities Division,³ the time period during and shortly after his work with Lightfleet, when asked whether he was currently engaged in an outside business activity, Aaron O'Neal falsely stated no.

Misstatements of Material Facts to the Securities Division

25. When questioned by the Securities Division's Examination Unit about his receipt of funds from Lightfleet, Aaron O'Neal misrepresented that his wife had received compensation from Lightfleet in exchange for cleaning services she provided to the company. Aaron O'Neal denied ever facilitating the sale of stock in Lightfleet.

26. When later questioned by the Securities Division's Enforcement Unit about his receipt of funds from Lightfleet, Aaron O'Neal misrepresented that his wife had received compensation from Lightfleet because she had introduced to Lightfleet a friend who later invested in the company. Aaron O'Neal again denied ever facilitating the sale of stock in Lightfleet.

² Aaron O'Neal arranged for his wife Anne O'Neal, on behalf of her Oregon limited liability company Sloane Management LLC, to sign the actual agreement.

³ Metlife Securities filed these Form U4 amendments on behalf of Aaron O'Neal.

27. As part of the Securities Division's investigation, the Washington resident, who invested in Lightfleet through Aaron O'Neal, stated that he had no contact with Aaron O'Neal's wife and only communicated with Aaron O'Neal about investing in Lightfleet. Further, the Chief Financial Officer of Lightfleet testified that while Aaron O'Neal's wife did complete some paperwork on behalf of Aaron O'Neal, Aaron O'Neal was the person responsible for facilitating investments in Lightfleet and received compensation for doing so.

28. To date, investors in Lightfleet have yet to receive a return on their investment.

CONCLUSIONS OF LAW

Based on the above Findings of Fact, the following Conclusions of Law are made:

1. The purchase and sale of stock in Lightfleet as described above constitutes the sale of securities as defined in RCW 21.20.005(14) and (17).

2. Gary Meier engaged in dishonest or unethical business practices as defined in WAC 460-22B-090(2), by effecting sales of securities in Lightfleet not recorded on the books or records of the firm that he represented and without his firm's written authorization. This misconduct is grounds for the suspension of Gary Meier's investment adviser representative registration and the assessment of a fine pursuant to RCW 21.20.110(1)(b) and RCW 21.20.110(1)(g).

3. Gary Meier violated WAC 460-22B-060 and WAC 460-24A-205 by failing to update or amend his filings with the Securities Division through CRD and IARD to reflect his arrangements with Lightfleet. This misconduct is grounds for the suspension of Gary Meier's investment adviser representative registration and the assessment of a fine to both pursuant to RCW 21.20.110(1)(b).

4. Gary Meier engaged in dishonest or unethical business practices as defined in RCW 21.20.020 and WAC 460-24A-220(11), by failing to disclose to his clients that he would receive compensation from his clients' purchase of securities in Lightfleet. This misconduct is grounds for the suspension of Gary Meier's investment adviser representative registration and the assessment of a fine pursuant to RCW 21.20.110(1)(b) and RCW 21.20.110(1)(g).

5. Gary Meier violated RCW 21.20.350 by submitting false Form U4 filings with the Securities Division. This misconduct is grounds for the suspension of Gary Meier's investment adviser representative registration and the assessment of a fine pursuant to RCW 21.20.110(1)(b).

CONSENT ORDER

Based upon the foregoing and finding it in the public interest:

IT IS AGREED AND ORDERED that Gary Meier shall cease and desist from violating WAC 460-22B-090(2), the regulation that prohibits effecting sales of securities not recorded on the books or records of the firm that the broker-dealer representative represents without the firm's authorization.

1 IT IS FURTHER AGREED AND ORDERED that Gary Meier shall cease and desist from violating WAC 460-
2 22B-060 and WAC 460-24A-205, regulations that require broker-dealer representatives and investment adviser
3 representatives to timely update or amend their filings with the Securities Division through CRD and IARD.

4 IT IS FURTHER AGREED AND ORDERED that Gary Meier shall cease and desist from violating RCW
5 21.20.020 and WAC 460-24A-220(11), provisions that require investment adviser representatives to disclose conflict
6 of interests to prospective investors.

7 IT IS FURTHER AGREED AND ORDERED that Gary Meier shall cease and desist from violating RCW
8 21.20.350, the statute that prohibits false filings with the Securities Division.

9 IT IS FURTHER AGREED AND ORDERED that Gary Meier's investment adviser representative registration
10 is withdrawn in lieu of revocation. Gary Meier, voluntarily, will not apply to register as a securities broker-dealer,
11 securities salesperson, investment adviser, or investment adviser representative in the state of Washington.

12 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

13 IT IS FURTHER AGREED that Gary Meier entered into this Consent Order freely and voluntarily and with a
14 full understanding of its terms and significance.

15 IT IS FURTHER AGREED that in consideration of the foregoing, Gary Meier withdraws his request for a
16 hearing and waives their right to a hearing in this matter pursuant to RCW 21.20.440 and Chapter 34.05 RCW.

17 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

18 Signed this 31 day of October 2017.

19 _____/s/
Gary Meier

20
21 SIGNED and ENTERED this 6th day of November 2017.

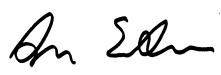
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25



William M. Beatty
Securities Administrator

Approved by:

Presented by:



Suzanne Sarason
Chief of Enforcement

Eric Palosaari
Financial Legal Examiner

Reviewed by:



Jack McClellan
Financial Legal Examiner Supervisor