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STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS SECURITIES DIVISION

IN THE MATTER OF DETERMINING Whether there has been a violation of the Securities Act of Washington by: Order No. S-21-3253-22-SC01

STATEMENT OF CHARGES AND NOTICE OF INTENT TO DENY FUTURE REGISTRATIONS

Wynston Hill Capital, LLC,

Respondent.

THE STATE OF WASHINGTON TO:

Wynston Hill Capital, LLC (CRD 103811)

STATEMENT OF CHARGES

Please take notice that the Securities Administrator of the state of Washington has reason to believe that Respondent Wynston Hill Capital, LLC has violated the Securities Act of Washington. The Securities Administrator believes these violations justify the denial of any broker-dealer or investment adviser registrations that Wynston Hill Capital, LLC may seek in the future pursuant to RCW 21.20.110(1). The Securities Administrator finds as follows:

TENTATIVE FINDINGS OF FACT

Respondents

1. Wynston Hill Capital, LLC ("Wynston Hill") is a Delaware limited liability company formed on December 29, 1999. Wynston Hill has a CRD number of 103811 and maintains a principal place of business in Brandon, South Dakota. Wynston Hill was registered with the Securities Division as a brokerdealer until its registration was terminated on January 18, 2022.

STATEMENT OF CHARGES AND NOTICE OF INTENT TO DENY FUTURE REGISTRATIONS

Nature of the Conduct

Overview

2. On or around November 26, 2021, the Financial Industry Regulatory Authority ("FINRA") suspended Wynston Hill for failing to respond to FINRA Rule 8210 requests made as part of an examination of the firm. In response to the suspension, the Maryland Securities Commissioner and the South Dakota Division of Insurance and Securities issued orders after notice and opportunity for hearing revoking Wynston Hill's broker-dealer registration in their respective states. Although the firm eventually complied with FINRA's underlying Rule 8210 requests, it was expelled from FINRA membership as a result of a second, unrelated proceeding. On or around June 19, 2022, FINRA expelled Wynston Hill from membership after notice and opportunity for a hearing for failing to file its annual audit report.

First FINRA Proceeding

3. On or around July 22, 2021, FINRA sent Wynston Hill three letters asking the firm to produce information and documents as part of an examination. FINRA sought materials in connection with Form U5 filings Wynston Hill made on behalf of three of its former registered representatives. Additionally, FINRA requested that Wynston Hill provide records of any testing the firm conducted relative to its Regulation Best Interest ("Reg BI") controls; all materials used to train associated persons on Reg BI; and a copy of the firm's written supervisory procedures. FINRA issued the requests pursuant to FINRA Rule 8210 and asked the firm to respond by August 5, 2021.

4. Wynston Hill did not produce the requested information and documents in response to the letters. FINRA sent three additional letters on or around August 11, 2021, asking Wynston Hill to deliver the requested materials by August 25, 2021. FINRA also emailed Wynston Hill on or around August 16, 2021, requesting an update on when the materials would be produced.

5. Wynston Hill did not produce the requested information and documents in response to these additional communications. FINRA sent Wynston Hill two more letters on September 7, 2021, and September 27, 2021. In these letters, FINRA advised Wynston Hill that if it did not produce the requested information, the firm could be subject to a disciplinary proceeding that could lead to the expulsion of the firm from FINRA.

6. On or around November 1, 2021, FINRA issued a Notice of Suspension letter to Wynston Hill after the firm failed to provide information in response to any of its Rule 8210 requests. The Notice of Suspension letter stated that FINRA would suspend Wynston Hill if the firm did not take corrective action before November 26, 2021. The Notice of Suspension letter also advised Wynston Hill that it could request a hearing before the suspension date. Finally, the Notice of Suspension letter informed Wynston Hill that if the firm failed to request a termination of the suspension within three months of the letter being issued, it would be automatically expelled from FINRA membership.

7. Wynston Hill failed to take corrective action in response to the Notice of Suspension letter by
 November 26, 2021. The firm also failed to request a hearing. FINRA suspended Wynston Hill from FINRA
 membership on November 26, 2021, pursuant to FINRA rule 9552 and in accordance with the Notice of
 Suspension letter.

8. Between December 1, 2021, and February 19, 2022, Wynston Hill completed its responses to
 FINRA's underlying 8210 requests. On or around July 1, 2022, FINRA lifted the suspension imposed as
 part of the proceeding.

Maryland Securities Commissioner Order

9. On or around December 10, 2021, the Maryland Securities Commissioner (the "Commissioner") entered an Order to Show Cause and an Order of Summary Suspension (collectively, the "Orders") in which Wynston Hill was named as the Respondent.

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10. According to the Orders, the Commissioner sought to deny Wynston Hill's broker-dealer registration in Maryland because the firm had been suspended from FINRA for failing to respond to its Rule 8210 requests.

11. The Orders summarily suspended Wynston Hill's broker-dealer registration in Maryland and required the firm to show cause as to why its broker-dealer registration should not be revoked. The Orders also notified Wynston Hill that it had the right to a hearing. Finally, the Orders informed Wynston Hill that if the firm did not request a hearing within 15 days of receipt, a Final Order of Revocation would be entered.

12. Wynston Hill did not request a hearing within 15 days of receiving the Orders. On or about April 1, 2022, the Commissioner entered a Final Order of Revocation, which revoked the Wynston Hill's broker-dealer registration in Maryland.

South Dakota Division of Insurance and Securities Order

13. On or around February 1, 2022, South Dakota Division of Insurance and Securities (the "Division") issued an Order to Revoke Registration ("Order to Revoke") in which Wynston Hill was named as a Respondent.

14. According to the Order to Revoke, the Division sought to revoke Wynston Hill's broker-dealer registration because the firm failed to respond to FINRA's Rule 8210 requests.

15. In the Order to Revoke, the Division notified Wynston Hill of the opportunity to request a hearing. The Order to Revoke also advised Wynston Hill that if the firm failed to request a hearing within 30 days of receipt, the order would become final.

16. Wynston Hill failed to request a hearing within 30 days of receiving the Order to Revoke. The
Order to Revoke became final on or around April 1, 2022, resulting in the revocation of Wynston Hill's
South Dakota broker-dealer registration.

Second FINRA Proceeding

17. On or around March 16, 2022, FINRA issued a Notice of Suspension letter to Wynston Hill after the firm failed to file its December 2021 Annual Audit Report ("Annual Audit Report"). The Notice of Suspension letter stated that FINRA would suspend Wynston Hill's registration on April 11, 2022, if the firm did not submit the report. The Notice of Suspension letter also advised Wynston Hill that it could request a hearing before the suspension date. Finally, the Notice of Suspension letter informed Wynston Hill that if the firm failed to request a termination of the suspension within three months of the letter being issued, it would be automatically expelled from FINRA membership.

18. On June 27, 2022, FINRA issued an Expulsion Letter to Wynston Hill after the firm failed to submit its Annual Audit Report, ask for a hearing, or request a termination of its suspension. As a result of the regulatory action, Wynston Hill was expelled from FINRA membership on or around June 19, 2022.

Registration Status

1. The Securities Division first approved Wynston-Hill's broker-dealer registration on July 14, 2000. On November 25, 2002, the firm's registration was withdrawn. Wynston Hill's broker-dealer registration was again approved by the Securities Division on February 5, 2005, but it was later terminated on March 7, 2013. On October 6, 2016, the Securities Division approved Wynston Hill's broker-dealer registration for a third time.

2. On December 15, 2021, the Securities Division received a Form BDW from Wynston Hill in which the firm requested that its broker-dealer registration be terminated. On January 18, 2022, the Securities Division terminated Wynston Hill's broker dealer-registration.

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

STATEMENT OF CHARGES AND NOTICE OF INTENT TO DENY FUTURE REGISTRATIONS

CONCLUSIONS OF LAW

1. FINRA's regulatory action expelling Wynston Hill from FINRA membership constitutes an order entered by a self-regulatory organization, after notice and opportunity for a hearing, expelling a registrant from membership in such self-regulatory organization.

2. Wynston Hill is subject to the orders issued by the Maryland Securities Commissioner and the South Dakota Division of Insurance and Securities, which constitute orders issued by state securities administrators after notice and opportunity for a hearing against a broker-dealer.

3. It is in the public interest to deny any broker-dealer or investment adviser registration that Wynston Hill may seek.

4. The orders issued by the Maryland Securities Commissioner and the South Dakota Division of Insurance and Securities are grounds under RCW 21.20.110(1)(e)(i) to deny any broker-dealer or investment adviser registration that Wynston Hill may seek.

5. The order issued by FINRA is grounds under RCW 21.20.110(1)(e)(iii) to deny any brokerdealer or investment adviser registration that Wynston Hill may seek.

NOTICE OF INTENT TO DENY FUTURE REGISTRATION

Pursuant to RCW 21.20.110(1)(e)(i) and RCW 21.20.110(1)(e)(iii), and based upon the Tentative Findings of Fact and Conclusions of Law, the Securities Administrator intends to order that any application for registration as a broker-dealer or investment adviser that the Respondent may make shall be denied.

AUTHORITY AND PROCEDURE

This Statement of Charges is entered pursuant to the provisions of Chapter 21.20 RCW and is subject to the provisions of Chapter 34.05 RCW. The Respondent, Wynston Hill Capital, LLC, may make a written request for a hearing as set forth in the Notice of Opportunity for Hearing accompanying this Order. If a respondent does not make a hearing request in the time allowed, the Securities Administrator intends to

1	adopt the above Tentative Findings of Fact and Conclusions of Law as final and to enter a permanent order	
2	denying further registrations.	
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4	SIGNED and ENTERED this 14th day of December, 2022.	
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6		/s/
7		William M. Beatty Securities Administrator
8 9	Approved by:	Presented by:
10 11	Brian Guerard	Brett Werenski
	Chief of Enforcement	Financial Legal Examiner
12	Reviewed by:	
13	/s/ Holly Mack-Kretzler	
14	Financial Legal Examiner Supervisor	
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	STATEMENT OF CHARGES AND NOTICE OF INTENT TO DENY FUTURE REGISTRATIONS	DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760