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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:

Wynston Hill Capital, LLC,  
Respondent.

Order No. S-21-3253-23-FO01

ENTRY OF FINDINGS OF FACT AND  
CONCLUSIONS OF LAW AND FINAL ORDER TO  
DENY FUTURE REGISTRATIONS

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**THE STATE OF WASHINGTON TO:**

Wynston Hill Capital, LLC (CRD 103811)

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On December 14, 2022, the Securities Administrator of the state of Washington issued Statement of Charges and Notice of Intent to Deny Future Registrations, Order No. S-21-3253-22-SC01 (“Statement of Charges”). The Statement of Charges, together with a Notice of Opportunity for Hearing (“Notice”) and an Application for Adjudicative Hearing (“Application”), were served on Respondent Wynston Hill Capital, LLC on December 20, 2022. The Notice advised Respondent Wynston Hill Capital, LLC that the Application must be received within twenty days from the date of service. Respondent Wynston Hill Capital, LLC failed to request an administrative hearing within twenty days of service.

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The Securities Administrator therefore adopts as final the following Findings of Fact and Conclusions of Law as set forth in the Statement of Charges and enters a final order against Respondent Wynston Hill Capital, LLC denying any application for registration as a broker-dealer or investment adviser that Respondent Wynston Hill Capital, LLC may seek in the future.

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**FINDINGS OF FACT**

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**Respondent**

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

1 business in Brandon, South Dakota. Wynston Hill was registered with the Securities Division as a broker-  
2 dealer until its registration was terminated on January 18, 2022.

### 3 **Nature of the Conduct**

#### 4 *Overview*

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

#### 13 *First FINRA Proceeding*

14 3. On or around July 22, 2021, FINRA sent Wynston Hill three letters asking the firm to produce  
15 information and documents as part of an examination. FINRA sought materials in connection with Form  
16 U5 filings Wynston Hill made on behalf of three of its former registered representatives. Additionally,  
17 FINRA requested that Wynston Hill provide records of any testing the firm conducted relative to its  
18 Regulation Best Interest (“Reg BI”) controls; all materials used to train associated persons on Reg BI; and  
19 a copy of the firm’s written supervisory procedures. FINRA issued the requests pursuant to FINRA Rule  
20 8210 and asked the firm to respond by August 5, 2021.

21 4. Wynston Hill did not produce the requested information and documents in response to the  
22 letters. FINRA sent three additional letters on or around August 11, 2021, asking Wynston Hill to deliver  
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1 the requested materials by August 25, 2021. FINRA also emailed Wynston Hill on or around August 16,  
2 2021, requesting an update on when the materials would be produced.

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

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

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

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

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

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

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

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

15 *South Dakota Division of Insurance and Securities Order*

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

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

21 15. In the Order to Revoke, the Division notified Wynston Hill of the opportunity to request a  
22 hearing. The Order to Revoke also advised Wynston Hill that if the firm failed to request a hearing within  
23 30 days of receipt, the order would become final.

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

4 *Second FINRA Proceeding*

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

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

15 **Registration Status**

16 1. The Securities Division first approved Wynston-Hill’s broker-dealer registration on July 14,  
17 2000. On November 25, 2002, the firm’s registration was withdrawn. Wynston Hill’s broker-dealer  
18 registration was again approved by the Securities Division on February 5, 2005, but it was later terminated  
19 on March 7, 2013. On October 6, 2016, the Securities Division approved Wynston Hill’s broker-dealer  
20 registration for a third time.

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

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

2 **CONCLUSIONS OF LAW**

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

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

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

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

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

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

18 **FINAL ORDER**

19 IT IS HEREBY ORDERED that the Securities Administrator will deny any application for  
20 registration as a broker-dealer or investment adviser that Respondent Wynston Hill, LLC may make in the  
21 future.

1 **AUTHORITY AND PROCEDURE**

2 This FINAL ORDER is entered pursuant to RCW 21.20.110 and is subject to Chapter 34.05 RCW.  
3 Respondents have the right to petition the superior court for judicial review of this agency action under Part  
4 V of Chapter 34.05 RCW. Pursuant to RCW 21.20.395(4), a certified copy of this Final Order may be filed  
5 in superior court. If so filed, the clerk shall treat the Final Order in the same manner as a superior court  
6 judgment as to the fine, and the fine may be recorded, enforced, or satisfied in like manner.

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8 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**

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10 SIGNED and ENTERED this 25th day of January, 2023.



17 /s/

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William M. Beatty  
Securities Administrator

19 Approved by:

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Brian Guerard  
Chief of Enforcement

Presented by:

22 /s/

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Brett Werenski  
Financial Legal Examiner

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/s/

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Holly Mack-Kretzler  
Financial Legal Examiner Supervisor