

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
AT RICHMOND, NOVEMBER 2, 2020

SECRETARY'S OFFICE  
SECURITIES CONTROL CENTER  
2020 NOV -2 P 2: 23

201110031

COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2018-00002

LIBERTY ROE CAPITAL, LLC  
and  
KWESI ROBOTHAM

SETTLEMENT ORDER

The State Corporation Commission's ("Commission") Division of Securities and Retail Franchising ("Division") conducted an investigation of Liberty Roe Capital, LLC ("Liberty Roe") and Kwesi Robotham ("Robotham") (collectively, the "Defendants") pursuant to § 13.1-518 of the Virginia Securities Act ("Act"), § 13.1-501 *et seq.* of the Code of Virginia ("Code").

Robotham is a Virginia resident and is licensed as an insurance agent in Virginia. Liberty Roe is a Virginia limited liability company. Robotham is Liberty Roe's managing director. Liberty Roe has a last known address of 15227 Jennerette Lane, Woodbridge, Virginia. Neither Robotham or Liberty Roe is registered to offer or sell securities in Virginia.

Based on the investigation, the Division alleges Liberty Roe and Robotham violated § 13.1-504 (A) and (B) of the Act by offering and selling securities in Virginia when the Defendants were not registered with the Commission to transact such business and § 13.1-507 of the Act by offering or selling securities in the form of evidence of indebtedness that were not registered under the Act or exempt from registration.

If the provisions of the Act are violated, the Commission is authorized by § 13.1-519 of the Act to issue temporary or permanent injunctions; by § 13.1-521 (A) of the Act to impose a civil penalty; by § 13.1-521 (C) of the Act to order the defendant make rescission and restitution; and by § 12.1-15 of the Code to settle matters within its jurisdiction.

The Defendants neither admit nor deny the allegations made herein but admit to the Commission's jurisdiction and authority to enter this Order.

As a proposal to settle all matters arising from these allegations, and to avoid the cost and uncertainty of defending an enforcement action initiated by the Division, the Defendants have made an offer of settlement to the Commission wherein the Defendants will abide by and comply with the following terms and undertakings:

- (1) The Defendants, within two (2) years of the entry of this Order, will pay to the Treasurer of Virginia the amount of Seven Thousand Five Hundred Dollars (\$7,500) in monetary penalties;
- (2) The Defendants, within two (2) years of the entry of this Order, will pay to the Treasurer of Virginia the amount of Five Hundred Dollars (\$500) to defray the costs of investigation in this matter; and
- (3) The Defendants are enjoined from violating the Act in the future.

The Division has recommended that the Commission accept the offer of settlement of the Defendants.

NOW THE COMMISSION, having considered the record herein, the offer of settlement of the Defendants, and the recommendation of the Division, is of the opinion that the Defendants' offer should be accepted.

Accordingly, IT IS ORDERED THAT:

(1) The offer of the Defendants in settlement of the matter set forth herein is hereby accepted.

(2) The Defendants shall fully comply with the aforesaid terms and undertakings of this settlement.

(3) The Commission shall retain jurisdiction in this matter for all purposes, including the institution of a show cause proceeding, or taking such other action it deems appropriate on account of the Defendants' failure to comply with the terms and undertakings of the settlement.

A COPY hereof shall be sent by the Clerk of the Commission by electronic mail to: Todd Ratner, Esquire, Todd Ratner PLC, at [todd.ratner@ratnerplc.com](mailto:todd.ratner@ratnerplc.com); and a copy shall be delivered to the Commission's Office of General Counsel and the Division of Securities and Retail Franchising.

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ADMISSION AND CONSENT

Liberty Roe Capital, LLC and Kwesi Robotham (collectively, the "Defendants") admit to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof, and neither admit nor deny the allegations made herein by the Division of Securities and Retail Franchising, hereby consent to the form, substance and entry of the foregoing Settlement Order ("Order").

The Defendants further state that no offer, tender, threat or promise of any kind whatsoever has been made by the Commission or any member, subordinate, employee, agent or representative thereof in consideration of the foregoing Order.

Kwesi Robotham

Date: October 20, 2020

  
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Liberty Roe Capital, LLC

Date: October 20, 2020

By:   
\_\_\_\_\_

Its: Managing Director

Seen and approved by:

  
\_\_\_\_\_  
Todd Ratner, Esquire