

NEVADA  
SECRETARY OF STATE

APR 29 2020

SECURITIES DIVISION

**STATE OF NEVADA**  
**OFFICE OF THE SECRETARY OF STATE**  
**SECURITIES DIVISION**

2250 LAS VEGAS BOULEVARD NORTH, SUITE 400  
LAS VEGAS, NEVADA 89030

\$ 6200.00 - Civil Penalties  
\$ 1000.00 - Inspection Fee

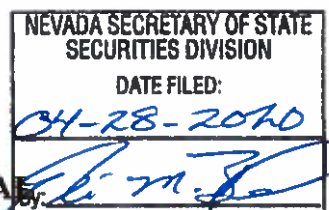
In the Matter of:

RATIO FINANCIAL HOLDINGS, dba  
RATIO CAPITAL, CRD No. 283357;  
SUNG HOON O, aka THOMAS O, aka  
TOMMY O, CRD No. 4870067

Respondents.

ADMINISTRATIVE CONSENT ORDER

File No. CIC18-174



TO: RATIO FINANCIAL HOLDINGS, dba RATIO CAPITAL,  
SUNG HOON O, aka THOMAS O, aka TOMMY O  
2860 Morewell Street  
Las Vegas, NV, 89117

WHEREAS, RATIO FINANCIAL HOLDINGS, dba RATIO CAPITAL (RFH), CRD No. 283357, is a registered investment advisory firm located at 3900 S. Hualapai, Suite 125, Las Vegas, NV 89147;

WHEREAS, Sung Hoon O, also known as Thomas O, also known as Tommy O, CRD No. 4870067, is a registered investment adviser representative of RFH, employed at RFH's offices at 3900 S. Hualapai, Suite 125, Las Vegas, NV 89147;

WHEREAS, on October 10, 2018, Compliance/Audit Investigators with the Nevada Securities Division, Office of the Secretary of State (Division), pursuant to the Administrator's authority under NRS § 90.410, conducted an inspection of Respondents to verify compliance with Nevada's Uniform Securities Act (Act);

WHEREAS, on April 8, 2016, Respondents entered into an Administrative Consent Order (Order), with the Division which required Respondents to provide certain documents to the Division on a regular basis;

**WHEREAS**, that same Order required Respondents to hire an outside consulting firm to conduct on-site examinations every six months;

**WHEREAS**, neither the outside consulting firm nor Respondents provided the required documentation in a timely fashion, nor did the outside consulting firm make the required on-site inspections of RFH's place of business or provide the required written inspection reports;

**WHEREAS**, Respondents RFH and Tommy O are required to disclose the Order dated April 8, 2016, in their CRD records, including in RFH's Form ADV;

**WHEREAS**, Respondents RFH and Tommy O did not disclose the Order dated April 8, 2016, in their CRD records or in RFH's Form ADV;

**WHEREAS**, it is a violation of NRS § 90.420(1)(b), to fail to comply with an administrative order;

**WHEREAS**, pursuant to NAC § 90.380(2), an investment advisor is required to update its Form ADV within 30 days after the event that requires the filing of the amendment;

**WHEREAS**, Respondents have advised the Division of their desire to resolve the above failures to comply with the requirements of the Act, on the terms specified within this Administrative Consent Order;

**WHEREAS**, Respondents elect to permanently and expressly waive any right to a hearing and appeal under the Act and/or to seek judicial review under the Nevada Administrative Procedure Act, NRS Chapter 233B, with respect to this Order.

**NOW THEREFORE**, the Administrator, pursuant to the Act, hereby enters the following:

### **ORDER**

Finding the following appropriate and in the public interest, and on the basis of the foregoing, and Respondents' consent to the entry of this Order,

#### **IT IS HEREBY ORDERED:**

1. Respondents will cease from violating the Act and will comply with said Act.
2. Respondents will pay the Nevada Secretary of State a civil penalty in the cumulative amount of Twelve Thousand Five Hundred Dollars and No Cents (\$12,500.00).

Respondents shall pay the fine in two installments of \$6,250. The first installment is due upon signing of this Order. The second will be due on October 1, 2020.

3. Respondents shall submit a check made payable to the Secretary of State in the amount of One Thousand Dollars and No Cents (\$1,000.00) for its fee for the inspection of RFH's records performed under NRS § 90.410. This is due upon the signing of this Order.
4. All fees submitted under this section shall be remitted to:

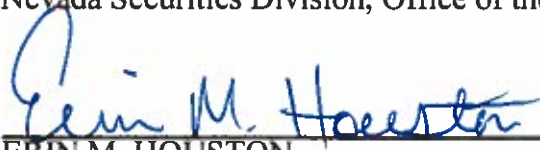
Nevada Secretary of State  
c/o Stacey Roter  
2250 Las Vegas Blvd. North, Suite 400  
North Las Vegas, NV 89030

5. Respondents shall engage an internal compliance auditor who will conduct all reviews required and detailed in the original Order. It is noted Respondent has submitted an updated compliance plan to the Division.
6. The requirements of the original April 8, 2016 Order are to remain in place for at least one year from the date of the signing of this Order, except that:
  - a. All documentation not included in subsection 4 will be retained by Ratio, and be available to the Division upon request,
  - b. Documentation regarding complaints under section 4 of the April 8, 2016 Order shall be remitted to the Division within 5 days of receipt; and
  - c. Respondents may request a lifting of the April 8, 2016 Order one year after the date of signing this Order;
7. In consideration, the Division will take no further enforcement action based upon the circumstances covered by this inspection and this Order, and close its administrative investigation of the Respondent in connection with the aforementioned activities.
8. Nothing in this Order shall be construed as a waiver of the Division's right to investigate and pursue any violations by Respondents in connection with other activity not set forth herein.

9. Nothing in this Order is intended to limit or create for third parties any private remedies against Respondents.
10. This Order shall be effective as of the date on which it is signed by the Administrator, as set forth below.

Dated this 28<sup>th</sup> day of April, 2020.

**BY ORDER OF THE ADMINISTRATOR**  
Nevada Securities Division, Office of the Secretary of State

  
\_\_\_\_\_  
ERIN M. HOUSTON  
Deputy Secretary for Securities  
Securities Administrator

**CONSENT TO ENTRY OF ADMINISTRATIVE ORDER**

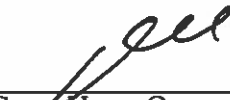
Ratio Financial Holdings, by and through its authorized representative, Sung Hoon O, and Sung Hoon O individually (collectively, Respondents), hereby acknowledge that they have been served with a copy of this Administrative Consent Order ("ACO"), have read the foregoing ACO, are aware of their right to a hearing and appeal in this matter, and have waived the same.

Respondents admit the jurisdiction of the Securities Division, of the Office of the Secretary of State, State of Nevada and consent to entry of this ACO by the Administrator of the Division as settlement of the issues contained in this ACO.

Respondents aver that no promise of any kind or nature, other than the consideration set forth in this ACO, was made to Respondents to induce them to enter into this ACO, and that they have entered into this ACO voluntarily.

Dated this 15<sup>th</sup> day of April, 2020.

RATIO FINANCIAL HOLDINGS

By:   
\_\_\_\_\_  
Sung Hoon O  
Authorized Representative, and in his individual  
capacity