

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
SECURITIES DIVISION
555 EAST WASHINGTON AVE, SUITE 5200
LAS VEGAS, NEVADA 89101

In the Matter of:

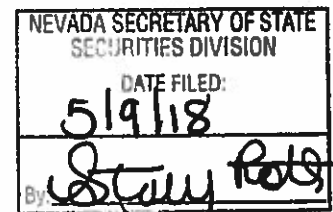
**WINDROSE RETIREMENT INCOME
PLANNERS INC., CRD No. 123297,**

Respondent.

ADMINISTRATIVE CONSENT ORDER

File No. CI17-065

**TO: Windrose Retirement Income Planners, Inc.
c/o Doyle Brown, President
6121 Lakeside Drive, Suite 128
Reno, NV 89511**



WHEREAS, Windrose Retirement Income Planners, Inc., CRD No. 123297 ("Respondent"), has been licensed in the State of Nevada as an investment adviser since April 22, 1997;

WHEREAS, on or about April 18, 2017, pursuant to the authority provided in Nevada Revised Statutes ("NRS") 90.410, the Securities Division of the Office of the Nevada Secretary of State ("Division") initiated an inspection of Respondent's books and records to determine compliance with the Nevada Uniform Securities Act ("Act"), codified in NRS Chapter 90, and the regulations promulgated thereunder and codified in Chapter 90 of the Nevada Administrative Code ("NAC");

WHEREAS, the Division discovered during the aforementioned inspection that Respondent failed to file the required annual updating amendments to the Form ADV as required by NAC 90.380(3) for the fiscal years ending 2010 and 2015;

WHEREAS, following a previous inspection by the Division in 2011, Respondent entered into an Administrative Consent Order with the Division on November 1, 2011, File No. CI11-071 ("Prior Order"), which found that Respondent violated NAC 90.380(3) by failing to file its annual

1 updating amendments to the Form ADV (Parts 1 and 2) for fiscal years ending 2004, 2006, 2008,
2 and 2009;

3 **WHEREAS**, pursuant to the Act and the regulations adopted thereunder, Respondent is
4 charged with complying with all applicable requirements while engaged in any securities-related
5 business in or from the State of Nevada;

6 **WHEREAS**, Respondent has cooperated with the Division's inspection by responding to
7 inquiries and providing documentary evidence;

8 **WHEREAS**, Respondent has advised the Division of its agreement to resolve the above
9 failures to comply with the requirements in the State of Nevada on the terms specified in this
10 Administrative Consent Order ("Order"); and

11 **WHEREAS**, Respondent elects to permanently and expressly waive any right to a hearing
12 and appeal under the Act and/or to seek judicial review under the Nevada Administrative
13 Procedures Act, codified in NRS Chapter 233B, with respect to this Order.

14 **NOW THEREFORE**, the Administrator of the Division, pursuant to the Act, hereby enters
15 this Order:

16 **I.**

17 **FINDINGS OF FACT**

18 1. Respondent is a Nevada corporation licensed with the State of Nevada as an
19 investment adviser since April 22, 1997, with its principal place of business located at 6121
20 Lakeside Drive, Suite 128, Reno NV 89511.

21 2. The Administrator of the Division has previously found that Respondent failed to
22 file the required annual updating amendments to the Form ADV (Parts 1 and 2) for the fiscal years
23 ending 2004, 2006, 2008, and 2009.

24 3. The Prior Order imposed a civil penalty of Two Thousand Dollars and No Cents
25 (\$2,000.00) and specifically ordered that Respondent must update and file its annual updating
26 amendments to the Form ADV (Parts 1 and 2) within ninety (90) days of its fiscal year end.

27 4. On or about April 18, 2017, investigators with the Division initiated an inspection of
28 Respondent's records pursuant to the authority provided in NRS 90.410.

5. According to information maintained electronically by the Financial Industry Regulatory Authority (“FINRA”) Central Registration Depository (“CRD”), Respondent has again failed to file its annual updating amendments to the Form ADV (Parts 1 and 2) for the fiscal year ending 2010 and 2015.

II.

CONCLUSIONS OF LAW

1. The Division has jurisdiction over this matter pursuant to the Act, which authorizes the Division to regulate an entity or person acting as an investment adviser. Specifically, NRS 90.420 and NRS 90.630 allow the Division, through its Administrator, to take action against Respondent for violating the Act or any regulation or order adopted or issued under said Act.

2. NAC 90.380(3) provides: “Within 90 days after the end of the fiscal year, an investment adviser must file an updated Form ADV with the Administrator in the manner set forth in NAC 90.3293.”

3. Respondent has violated NAC 90.380(3) and the Prior Order by failing to file its annual updating amendments to the Form ADV (Parts 1 and 2) for the fiscal year ending in 2010 and 2015.

III.

ORDER

Finding the following appropriate and in the public interest, and on the basis of the Findings of Facts, Conclusions of Law, and Respondent's consent to the entry of this Order,

IT IS HEREBY ORDERED:

1. Respondent will cease from violating the Act and the regulations adopted thereunder, and will comply with said Act and regulations now and in the future.

2. Respondent shall timely file all future annual updating amendments to the Form ADV (Parts 1 and 2) within ninety (90) days of the fiscal year end as mandated by NAC 90.380(3) or within 30 days after an event that requires the filing of an amendment as mandated by NAC 90.380(2).

1 3. Respondent shall pay the Nevada Secretary of State, on or before this Order is
2 executed, a civil penalty in the amount of Four Thousand Dollars and No Cents (\$4,000.00)
3 concurrently with the filing of this Order.

4 4. In addition, Respondent shall pay the Nevada Secretary of State, on or before this
5 Order is executed, the fee for the Division's inspection of records performed pursuant to NRS
6 90.410 in the amount of Eight Hundred Twenty-Two Dollars and Eighty-Five Cents (\$822.85).

7 5. In consideration, the Division will take no further enforcement action based upon the
8 circumstances covered by this inspection and this Order and close its administrative investigation of
9 Respondent in connection with the aforementioned activities.

10 6. Nothing in this Order shall be construed as a waiver of the Division's right to
11 investigate and pursue any violations by Respondent in connection with actions other than the
12 actions as set forth herein.

13 7. This Order shall be effective as of the date on which it is signed by the
14 Administrator as set forth below.

15 DATED this 9th day of May, 2018.

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

19 
20 _____
21 DIANA J. FOLEY
22 Securities Administrator
23
24
25
26
27
28

1
2
3
4
5
6
7
8
9
0
1
2
3
4
5
6
7
8
9
0
1
2
3
4
5
6
7
8

Respondent, by and through its authorized representative, admits the jurisdiction of the Securities Division of the Nevada Office of the Secretary of State and consents to entry of this Order by the Administrator of the Division as settlement of the issues contained within this Order.

Doyle Brown represents that he is the authorized representative of Respondent, and that as such, has been authorized by Respondent to enter into this Order for and on behalf of Respondent.

By: Doyle Brown
Doyle Brown, President

Robin L. Cadotte
Notary Public, in and for the
County of Washoe, State of Nevada

