

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
SECURITIES DIVISION

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

In the Matter of:

MELISSA MATSON, LLC (CRD #293806);
and MELISSA HOPE MATSON, an
individual (CRD #2860412),

Respondents.

ADMINISTRATIVE CONSENT ORDER

File No. CIC23-151

TO: Melissa Matson LLC
2520 St. Rose Parkway, Suite 314
Henderson, NV 89074

Melissa Hope Matson
2520 St. Rose Parkway, Suite 314
Henderson, NV 89074



WHEREAS, MELISSA MATSON, LLC, CRD No. 293806, is a Nevada-based investment advisory firm located at 2520 St. Rose Parkway, Suite 314, Henderson, NV 89074;

WHEREAS, MELISSA HOPE MATSON, CRD No. 2860412 (Respondent Matson), is a Nevada-based investor adviser representative for Melissa Matson LLC;

WHEREAS, on September 15, 2023, the Nevada Securities Division (Division), pursuant to the Administrator's authority under NRS § 90.410, commenced an inspection of Respondents to determine their compliance with the Nevada Uniform Securities Act, the Investment Advisers Act of 1940, and the various rules and regulations promulgated thereunder;

WHEREAS, Respondents failed to: 1) provide clients with its annual offer of the Form ADV Part 2A Brochure and Part 2B Brochure Supplement; 2) maintain a record of this disclosure to clients; 3) provide proof of clients' acknowledgment of this disclosure; and 4) keep any record reflecting delivery of the brochure to various clients;

1 **WHEREAS**, it is a violation of 303 Nev. Reg. Admin. Regs. Sec. 12 as amended by LCB
2 File No. R018-21 (May 25, 2023) to fail to provide clients with a Firm's annual offer of the Form
3 ADV Part 2 and to furnish evidence of the initial offer of the Form ADV Part 2;

4 **WHEREAS**, Respondents failed to enter into written investment advisory agreements with
5 clients;

6 **WHEREAS**, it is a violation of NAC § 90.380 and 303 Nev. Reg. Admin. Regs. Sec. 12(d)
7 as amended by LCB File No. R018-21 (May 25, 2023) to fail to enter into written advisory agreements
8 with clients;

9 **WHEREAS**, Respondents failed to make accurate fee disclosures in the Form ADV Part 2A
10 Brochure;

11 **WHEREAS**, it is a violation of NAC § 90.380 to fail to file annual updating amendments to
12 the Form ADV;

13 **WHEREAS**, Respondents failed to adopt and maintain policies and/or training protocols that
14 are specifically designed to protect older persons or vulnerable persons from exploitation;

15 **WHEREAS**, it is a violation of NRS § 90.614 to fail to provide training concerning the
16 identification and reporting of suspected exploitation of an older or vulnerable person;

17 **WHEREAS**, Respondents have advised the Division of their desire to resolve the above
18 failures to comply with the requirements of Nevada's Uniform Securities Act, on the terms specified
19 within this Administrative Consent Order;

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

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

24 **ORDER**

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

27 **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 \$7,000.00 due upon signing of the Respondents' consent to entry of this Administrative Order.
3. Respondents shall submit a check made payable to the Secretary of State in the amount of \$729.86 for its fee for the inspection of Respondents' records performed under NRS § 90.410.
4. All amounts submitted under this section shall be remitted to:
Nevada Secretary of State
c/o Stacey Roter
2250 Las Vegas Boulevard North, Suite 400
North Las Vegas, NV 89030
5. In consideration, the Division will take no further enforcement action based upon the circumstances covered by this investigation and Order and close its administrative investigation of the Respondents in connection with the aforementioned activities.
6. 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.

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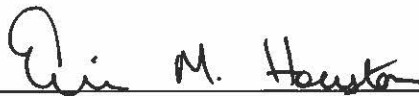
1 7. Nothing in this Order is intended to limit or create for third parties any private remedies
2 against Respondents.

3 8. This Order shall be effective as of the date on which it is signed by the Administrator as set
4 forth below.

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6 IT IS SO ORDERED.

7 DATED this 25th day of January, 2024.

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

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12 ERIN M. HOUSTON
13 Deputy Secretary for Securities
14 Securities Administrator
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1 **CONSENT TO ENTRY OF ADMINISTRATIVE ORDER**

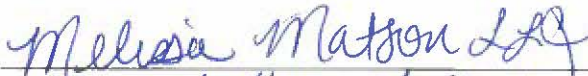
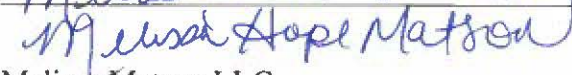
2 Respondents Melissa Matson LLC and Melissa Hope Matson, hereby acknowledge being
3 served with a copy of this Order, have read the foregoing Order, are aware of their rights to a hearing
4 and appeal in this matter, and have waived the same.

5 Respondents specifically acknowledge that a violation of this Order may constitute a felony
6 pursuant to NRS 90.650.

7 Respondents admit the jurisdiction of the Securities Division of the Nevada Office of the
8 Secretary of State and consent to entry of this Order by the Administrator of the Division as settlement
9 of the issues contained within this Order.
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11 Respondents state that no promise of any kind or nature, other than the consideration set forth
12 in the Order, was made to them to induce them to enter into this Order and that they have entered into
13 this Order voluntarily.

14 Dated this 24 day of January, 2024.
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19 Melissa Matson LLC
20 Melissa Hope Matson
21 (Individually and as a representative of Melissa
22 Matson, LLC)
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