



**STATE OF NEW MEXICO  
REGULATION AND LICENSING DEPARTMENT  
SECURITIES DIVISION**

In the Matter of: )  
 ) Case No. 14-08-0018  
RANDALL LOUIS BIRK, )  
RORAN ENTERPRISES )  
 )  
Respondent. )

**CONSENT ORDER**

This Consent Order (“Order”) is made by and between the New Mexico Securities Division (“Division”) through its Acting Director, Benjamin R. Schrope (“Director”), and Randall Louis Birk (the “Respondent”) and regarding his company Roran Enterprises (the “Company”):

WHEREAS, Respondent is a New Mexico resident and sole proprietor, owner, and operator of the Company;

WHEREAS, the Company is a small, home-based New Mexico company that was registered with the Albuquerque Planning Department on May 9, 2014. The Company’s principal place of business is 1227 Zircon Pl SW, Albuquerque, New Mexico 87121;

WHEREAS, on or about January 21, 2014, Respondent executed an Adventure Capital Inventory Agreement with Robert Lee. That Agreement contained terms that Lee agreed to invest with the Respondent, who was doing business as Roran Enterprises, \$4,000.

WHEREAS, on or about February 9, 2014, Respondent executed an Adventure Capital Inventory Agreement with Charles Rankin. That Agreement contained terms that Rankin agreed to invest with the Respondent, who was doing business as Roran Enterprises, \$4,000.

WHEREAS, on or about February 24, 2014, Respondent executed an Adventure Capital Inventory Agreement with Robert Lee. That Agreement contained terms that Lee agreed to invest with the Respondent, who was doing business as Roran Enterprises, \$4,000.

WHEREAS, Respondent never filed documents with the Division to register any securities offerings pursuant to NMSA 1978, Section 58-13C-301 of the New Mexico Uniform Securities Act (the “Act”), nor did Respondent provide to the Division a filing indicating that the offering qualified under an available exemption to registration under the Act.

WHEREAS, the terms of the Adventure Capital Inventory Agreement are now void. Respondent has agreed to have all money returned back to Lee and Rankin, pursuant to this Order, within 12 months;

WHEREAS, Respondent advises the Division of his desire to continue to cooperate and resolve this matter;

WHEREAS, Respondent represents that he is not currently engaged in any activities which would constitute a violation of the Act;

WHEREAS, Respondent elects to hereby permanently waive any right to a hearing and appeal pursuant to NMSA 1978, Sections §58-13C-604 and § 58-13C-609 of the Act;

WHEREAS, Respondent acknowledges that this Consent Order constitutes a final order pursuant to NMSA 1978, Section §58-13C-604 of the Act;

WHEREAS, Respondent admits the Division has jurisdiction over the allegations contained herein, and Respondent admits to all findings and conclusions below;

WHEREAS, Respondent has no reported history of previous violations of the Act;

**NOW, THEREFORE, the Director, as administrator of the Act, hereby enters this Consent Order:**

#### **I. FINDINGS OF FACT**

1. Respondent issued a security in each respective execution of the Adventure Capital Inventory Agreements.
2. Respondent did not file a registration or exemption for the respective offerings with the Division.
3. Respondent did not provide offering documents or statements or otherwise provide complete and adequate disclosure regarding Roran Enterprises or Respondent to Robert Lee or Charles Rankin at the time of, or prior to each of their respective investments.

#### **II. CONCLUSIONS OF LAW**

1. The Division is responsible for the enforcement of laws governing the issuance and sale of securities and therefore has jurisdiction over this matter pursuant to NMSA 1978, Section 58-13C-610 of the Act.
2. The Adventure Capital Inventory Agreements created securities as defined in NMSA 1978, Section 58-13C-102DD of the Act.
3. The Adventure Capital Inventory Agreements constituted the sale of securities as defined in NMSA 1978, Section 58-13C-102BB of the Act.
4. The securities created in the Adventure Capital Inventory Agreements are not identified in NMSA 1978, Section 58-13C-201 of the Act as being exempt from registration.
5. Respondent violated NMSA 1978, Section 58-13C-301 of the Act by failing to register with the Division the security created in each of the three (3) Adventure Capital

Inventory Agreements or otherwise file any appropriate paperwork to reflect that the securities, transactions or offers were exempt from registration.

6. Respondent omitted material facts in the contemporaneous conversations and correspondence to both Robert Lee and Charles Rankin at the times of each of their respective investments. These omissions were necessary in order to make the statements not misleading, each of which is a violation of NMSA 1978, Section 58-13C-501 of the Act.

### **III. ORDER**

On the basis of the Findings of Fact, Conclusions of Law, and Respondent's consent to the entry of this Order, **IT IS HEREBY ORDERED:**

1. An administrative fine of \$10,000.00 will be assessed against Respondent for each of the six (6) enumerated violations of the Act from Paragraphs 5 and 6, above.
2. All administrative fines and fees shall be waived pursuant to this Consent Order on condition that the respondent does not violate the terms and/or conditions of this Consent Order.
3. Respondent agrees to comply with all aspects of the Act and its corresponding Rules.
4. Respondent agrees to fully repay the \$7,000 still owed to Robert Lee and the \$4,000 still owed to Charles Rankin within 12 months of the date of this order (October 11, 2017).
5. Nothing contained in this Consent Order prohibits the Director from exercising enforcement authority over unknown actions not discussed in Consent Order and which may constitute violations of the Act or the Rules.
6. Nothing in this Consent Order limits the Director's authority to address future violations of the Act or the Rules, or from using civil or administrative remedies available under the Act.

Dated this 28 day of November, 2017

**BY ORDER OF NEW MEXICO SECURITIES DIVISION**



  
\_\_\_\_\_  
ACTING DIRECTOR  
Benjamin R. Schrope

CONSENT TO ENTRY OF CONSENT ORDER BY RANDALL L. BIRK

RANDALL L. BIRK hereby acknowledges that he has been served with a copy of this Consent Order ("Order"), has read the foregoing Order, is aware of his right to a hearing and appeal in this matter, and has waived the same.

RANDALL L. BIRK admits the jurisdiction of the New Mexico Securities Division, admits technically to the Findings of Facts and Conclusions of Law contained in this Order, and consents to entry of this Order by the New Mexico Securities Division as settlement of the issues contained and addressed in this Order.


RANDALL L. BIRK states that no promise of any kind or nature whatsoever was made to him to induce him to enter into this Order and that he has entered into this Order voluntarily.

RANDALL L. BIRK represents that he is/was owner and director of Roran Enterprises, and that, as such, is authorized to enter into this Order for himself and on behalf of Roran Enterprises.

Dated this 20<sup>th</sup> day of November, 2017.

  
\_\_\_\_\_  
RANDALL L. BIRK

SUBSCRIBED AND SWORN TO before me this 20 day of November, 2017.

  
\_\_\_\_\_  
Notary Public

My commission expires: 02-25-2019

