

**ADMINISTRATIVE PROCEEDING  
BEFORE THE  
SECURITIES COMMISSIONER OF SOUTH CAROLINA**

IN THE MATTER OF:	)	
	)	<b>CONSENT ORDER</b>
Richard Eugene Chelten,	)	
	)	<b>Matter No. 2018355</b>
Respondent.	)	
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**I. PRELIMINARY STATEMENT**

This Consent Order is entered into between the Securities Division of the Office of the Attorney General of South Carolina (the "Division") and Richard Eugene Chelten, CRD No. 1158612 ("Chelten" or the "Respondent"), in order to resolve the Division's investigation under Matter No. 2018355 into whether certain of the Respondent's conduct violated the provisions of S.C. Code Ann. § 35-1-101, *et seq.*, the South Carolina Uniform Securities Act of 2005 (the "Act") and the regulations promulgated thereunder.

The Respondent, solely for the purpose of this proceeding, admits the jurisdiction of the Securities Commissioner of South Carolina (the "Securities Commissioner") over him and the subject matter of this proceeding and expressly consents to the entry of this Consent Order.

**II. JURISDICTION**

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

**III. RESPONDENT**

2. Chelten is a South Carolina resident with an address of 1 Rising Tide Drive, Apartment B, Beaufort, South Carolina 29902.

**IV. FINDINGS OF FACT**

3. Chelten is a licensed insurance producer registered with the South Carolina Department of Insurance.

4. Chelten has never been registered with the Division in any capacity.



### The Woodbridge Notes

5. The Woodbridge Group of Companies, LLC ("Woodbridge") is a California-based entity, which purported to be a commercial lender that made hard-money loans, secured by mortgages on commercial property.

6. To help fund these purported hard-money loans, Woodbridge raised money from investors throughout the country through the offer and sale of promissory notes (the "Woodbridge Notes").

7. In order to effect the offer and sale of the Woodbridge Notes, Woodbridge employed certain South Carolina-based agents, including the Respondent, who received transaction-based compensation in connection with the offer, recommendation and sale of the Woodbridge Notes.

8. None of these agents were registered with the Division as agents, as required by the Act.

9. Between 2015 and 2016, the Respondent offered, recommended, and sold Woodbridge Notes to a Georgia investor and received transaction-based compensation from Woodbridge.

10. The Respondent additionally invested over \$470,000 of his own money in the Woodbridge Notes.

11. The Respondent has cooperated with the Division's investigation.

### V. CONCLUSIONS OF LAW

12. The Respondent offered and sold the Woodbridge Notes in South Carolina, which, pursuant to S.C. Code Ann. § 35-1-102(29), constitute securities.

13. The Respondent acted as an agent, pursuant to S.C. Code Ann. § 35-1-102(2), without being registered with the Division as such or exempt from registration, in connection with the offer and sale of the Woodbridge Notes in South Carolina, in violation of S.C. Code Ann. § 35-1-402(a).

14. This Consent Order is in the public interest.

**VI. ORDER**

**NOW, THEREFORE**, it is hereby **ORDERED** that:

- A. The Respondent cease and desist from engaging in any conduct in violation of any provision of the Act; and
- B. Any exemption from registration with the Division that the Respondent may claim to rely upon under S.C. Code Ann. §§ 35-1-201(3)(C), (7), or (8); 35-1-202; 35-1-401(b)(1)(D) or (F); or 35-1-403(b)(1)(C), is permanently revoked.

Upon execution by the Securities Commissioner, this Consent Order resolves Matter No. 2018355.

The parties to this Consent Order further agree the Consent Order does not and should not be interpreted to waive any (i) criminal cause of action, (ii) private cause of action that may have accrued to any investor(s), (iii) action of any kind in any type of bankruptcy proceeding(s), or (iv) other causes of action which may result from any activity of the Respondent not detailed above or which may hereafter arise.

**IT IS SO ORDERED** this 30 day of August, 2018.

By: Alan Wilson  
The Honorable Alan Wilson  
Securities Commissioner  
State of South Carolina

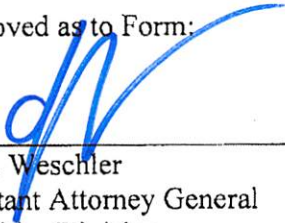
Respondent:

Richard Eugene Chelton

Date: 8-28-18

Richard Eugene Chelton, CRD No. 1158612

Approved as to Form:



Date: 8/29/2018

Ian P. Weschler  
Assistant Attorney General  
Securities Division