

ADMINISTRATIVE PROCEEDING

BEFORE THE

SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:)	
)	File Number 07021
Live Oak Capital Group, LLC,)	
Kenneth F. Brennan, and)	CONSENT ORDER
Gregory W. Sams,)	
)	
<u> Respondents.</u>)	

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division"), pursuant to authority granted in the South Carolina Uniform Securities Act of 2005 (the "Act"), S.C. Code Ann. §§ 35-1-101 to 35-1-703 (Supp. 2005), on February 20, 2007, conducted an audit of the investment advisory activities of Live Oak Capital Group, LLC ("LOCG"), at LOCG's home office in Bluffton, South Carolina.

WHEREAS, LOCG's managing members are Kenneth F. Brennan ("Brennan") and Gregory W. Sams ("Sams").

WHEREAS, LOCG is an investment adviser ("IA") and Brennan and Sams are investment adviser representatives ("IAR") and are collectively referred to as Respondents.

WHEREAS, the Act became effective on January 1, 2006.

WHEREAS, during the audit, the Division discovered potential violations of the Act by Respondents.

WHEREAS, the potential violations of the Act led the Division to open and conduct an investigation of Respondent pursuant to S.C. Code Ann. § 35-1-602 of the Act.

WHEREAS, LOCG, Brennan, and Sams have applied to be registered as an IA or an IAR for 2007.

WHEREAS, in connection with its audit, investigation, and review of Respondents' applications for registration, the Division determined that Respondents violated or failed to comply with one or more provisions of the Act, and, the Division filed an Order to Cease and Desist (the "C&D Order") with the Securities Commissioner (the "Commissioner").

WHEREAS, Respondents wish to resolve the issues described in the C&D Order by this Consent Order rather than by a formal hearing before the Commissioner.

NOW THEREFORE, as evidenced by their signatures on this Consent Order, Brennan and Sams admit that they have not been registered as an IAR in South Carolina since December 31, 2005. LOCG admits that after December 31, 2005, it employed or associated with Brennan and Sams, who were required to be registered as IARs under the Act and who transacted business as IARs in South Carolina on behalf of LOCG. LOCG also admits that it has not been registered as an IA in South Carolina since December 31, 2006. Further, without admitting or denying any other wrongdoing or negligence, Respondents expressly consent and agree to the following sanctions and requirements, each of which is appropriate and in the public interest to impose upon Respondents based on the facts in the C&D Order:

- a. Brennan and Sams, who represent they are not currently conducting business as an IAR in or from the State of South Carolina, shall cease and desist from violating S.C. Code Ann. 35-1-404(a) by transacting business in South Carolina as an IAR while not being registered under the Act;
- b. LOCG, which represents that Brennan and Sams are not currently transacting business as IARs on behalf of LOCG, shall cease and desist from violating S.C.

Code Ann. 35-1-403(d) by employing or associating with an individual required to be registered under the Act as an IAR who transacts business in South Carolina on behalf of LOCG unless the individual is registered pursuant to Section 35-1-404(a) of the Act or is exempt from registration pursuant to Section 35-1-404(b) of the Act;

- c. LOCG shall cease and desist from violating S.C. Code Ann. 35-1-403(a) by, for compensation, transacting business in South Carolina as an IA while not being registered under the Act;
- d. LOCG, within forty-five (45) days of the effective date of this Consent Order, shall pay two thousand dollars (\$2,000) to the Division as a civil penalty and one thousand dollars (\$1,000) to the Division as reimbursement of certain investigative costs;
- e. Brennan, within forty-five (45) days of the effective date of this Consent Order, shall pay one thousand dollars (\$1,000) to the Division as a civil penalty; and
- f. Sams, within forty-five (45) days of the effective date of this Consent Order, shall pay one thousand dollars (\$1,000) to the Division as a civil penalty.


Upon execution by the Commissioner, this Consent Order becomes effective and resolves Administrative Proceeding 07021 as it relates to the Respondents, and the Division will approve the registration of LOCG as an IA and Brennan and Sams as IARs through December 31, 2007.

IT IS SO ORDERED this 18th day of June, 2007.

By: 
Henry D. McMaster
Securities Commissioner
State of South Carolina

WE CONSENT:

Securities Division of the Office of the Attorney General

By: 
William J. Condon, Jr.
Assistant Attorney General
Securities Division

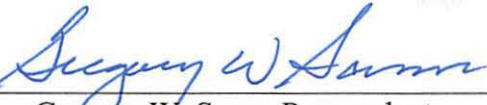
Date: 6/7/07

Kenneth F. Brennan

By: 
Kenneth F. Brennan, Respondent

Date: 6/6/07

Gregory W. Sams

By: 
Gregory W. Sams, Respondent

Date: 6/6/07

Live Oak Capital Group, LLC

By: 
Managing Member, Respondent

Date: 6/6/07

**S.C. Attorney General's Office
Securities Division**

JUN 7 - 2007

Received by _____

Reviewed by/Date _____

Referred to/Date _____

Notes: