



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
JOSHUA J. PETERS, CRD #3070720; and) Case No.: AP-22-05
ZENITH STERLING ADVISERS LLC,)
)
Respondents.)

CONSENT ORDER

SUMMARY OF SECURITIES DIVISION’S ALLEGATIONS

1. The Missouri Securities Division of the Office of Secretary of State (“the Securities Division”), through Director of Enforcement Douglas M. Jacoby, alleges that ZenithSterling Advisers LLC (“Zenith Sterling”) transacted business in the State of Missouri as an unregistered investment adviser, in violation of Section 409.4-403(a),¹ through an individual also required to be registered, in violation of Section 409.4-403(d), and failed to maintain at least one (1) registered investment adviser representative in Missouri in violation of 15 CSR 30-51.010(2). The Securities Division further alleges that Joshua J. Peters (“Peters”)(with Zenith Sterling, “Respondents”) transacted business as an investment adviser representative in the State of Missouri without being registered or exempt from registration in violation of Section 409.4-404(a). The Securities Division alleges that these violations constitute grounds to issue an order in accordance with Section 409.6-604.
2. Respondents and the Securities Division desire to settle the allegations and the matters raised by the Securities Division relating to Respondents’ alleged violations of Section 409.4-403, Section 409.4-404, and 15 CSR 30-51.010(2).

CONSENT TO JURISDICTION

3. Respondents and the Securities Division stipulate and agree that the Missouri Commissioner of Securities (“the Commissioner”) has jurisdiction over Respondents and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*
4. Respondents and the Securities Division stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), which provides:

¹ Unless otherwise specified, all statutory references are to the 2016 Revised Statutes of Missouri.

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

WAIVER AND EXCEPTION

5. Respondents waive any rights to a hearing with respect to this matter.
6. Respondents waive any rights that they may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of the Secretary of State, Secretary of State, Commissioner, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Securities Division that, should the facts contained herein prove to be false or incomplete, the Securities Division reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER’S ORDER

8. Respondents and the Securities Division stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents’ (a) testimonial obligations; (b) right to take legal or factual positions in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondents agree that they are not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondents neither admit nor deny the allegations made by the Securities Division or the Findings of the Commissioner, but consent to the Commissioner’s Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Consent Order.

THE COMMISSIONER’S FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

12. Zenith Sterling is a Missouri-based investment adviser with an address of 17511 Galmiche Ct., Chesterfield, Missouri 63005. Zenith Sterling is not registered with the Central

Registration Depository (“CRD”) system. Zenith Sterling has been operating in Missouri since September 8, 2021.

13. Zenith Discovery Group LLC (“Zenith Discovery”) is a Missouri-based investment adviser with an address of 17511 Galmiche Ct., Chesterfield, Missouri 63005. Zenith Discovery is registered with the CRD system with the number 317238. Zenith Discovery applied for registration in the State of Missouri on November 10, 2021, and has not been previously registered in any jurisdiction. This registration application is currently pending.
14. Peters, a Missouri resident, is an investment adviser representative for Zenith Sterling and is also the Chief Investment Officer and Principal. Peters is registered with the CRD system with number 3070720, but has never been registered with the State of Missouri. Peters applied for registration in Missouri on November 3, 2021, as an investment adviser representative for Zenith Discovery. This registration application is currently pending.
15. During a routine inquiry from the Securities Division related to the registration of Zenith Discovery, Peters disclosed that he has serviced accounts for and provided investment advice to clients of Zenith Sterling while a resident of and located in the State of Missouri as of August 1, 2021. Prior to September 8, 2021, Peters was a resident of and located in another state.
16. Peters did not register Zenith Sterling while servicing these client accounts, and has never sought to register that entity.

II. CONCLUSIONS OF LAW

17. **THE COMMISSIONER CONCLUDES** that Respondent Zenith Sterling Advisers LLC operated as an unregistered investment adviser in violation of Section 409.4-403(a).
18. **THE COMMISSIONER CONCLUDES** that Respondent Zenith Sterling Advisers LLC employed an unregistered investment adviser representative in violation of Section 409.4-403(d).
19. **THE COMMISSIONER CONCLUDES** that, since August 1, 2021, Respondent Zenith Sterling Advisers LLC failed to maintain at least one (1) registered investment adviser representative in Missouri in violation of 15 CSR 30-51.010(2).
20. **THE COMMISSIONER CONCLUDES** that Respondent Peters transacted business as an unregistered investment adviser representative in violation of Section 409.4-404(a).
21. **THE COMMISSIONER CONCLUDES** that the violations above are sufficient to issue an order in accordance with Section 409.6-604.
22. The Commissioner, after consideration of the stipulations set forth above and on consent of the Respondents and the Securities Division, finds and concludes that the Commissioner has jurisdiction over Respondents in this matter and that the following order is in the public

interest, necessary for the protection of public investors, and consistent with the purposes intended by Chapter 409.

III. ORDER

NOW, THEREFORE, it is hereby Ordered that:

23. Respondent Zenith Sterling Advisers LLC, its agents, employees and servants, and all other persons participating in the above-described violations with knowledge of this order are permanently enjoined and restrained from violating Section 409.4-403(a), Section 409.4-403(d), Section 409.4-404(a), and 15 CSR 30-51.010(2);
24. Respondents are ordered to pay \$15,000 to the Missouri Secretary of State's Investor Education and Protection Fund, joint and several. This payment should be sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101, and shall be payable to the Missouri Secretary of State's Investor Education and Protection Fund. The Securities Division will send the money to the Missouri Secretary of State's Investor Education and Protection Fund; and
25. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 4th DAY OF FEBRUARY, 2022.



JOHN R. ASHCROFT
SECRETARY OF STATE

DAVID M. MINNICK
COMMISSIONER OF SECURITIES

Consented to by:

THE MISSOURI SECURITIES DIVISION

Douglas M. Jacoby
Director of Enforcement

RESPONDENT

ZENITH STERLING ADVISERS LLC

By: 

Name: Joshua J. Peters

Title: Managing member

RESPONDENT

JOSHUA J. PETERS


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