



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
HARDWICK INVEST, LLC; and)
THOMAS HARDWICK,) Case No.: AP-24-01
)
Respondents.)

CONSENT ORDER

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“**Enforcement Section**”), through Director of Enforcement Melissa D. Buchanan, alleges that between at least July 1, 2023 and July 21, 2023, Hardwick Invest, LLC and Thomas Hardwick (together, “**Respondents**”), violated Sections 409.3-301, 409.4-403(a), and 409.4-404(a) of the Missouri Securities Act¹, by selling unregistered investment contracts and transacting business as an unregistered investment adviser and acting as an unregistered investment adviser representative, respectively. These violations constitute grounds to issue an order pursuant to Section 409.6-604.
2. Respondents and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to Respondents’ alleged violations of Sections 409.3-301, 409.4-403(a), and 409.4-404(a).

CONSENT TO JURISDICTION

3. Respondents and the Enforcement Section 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 Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), which provides:

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

¹ Unless otherwise noted, all statutory references are to the 2023 Cumulative Supplement to the Revised Statutes of Missouri.

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 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 Enforcement Section that, should the facts contained herein prove to be false or incomplete, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER'S ORDER

8. Respondents and the Enforcement Section 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 Respondent's (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 Enforcement Section, but consent solely for the purpose of this matter only and not for any other matter, to the Commissioner's Findings of Fact, Conclusions of Law and Order as set forth below, solely for the purpose 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

A. *Respondents*

12. Thomas Hardwick ("**Hardwick**") is a fifty-year-old Missouri resident, living in Maryland Heights.
13. Hardwick Invest, LLC ("**Hardwick Invest**") is a Missouri limited liability company organized by Thomas Hardwick and filed with the Missouri Secretary of State's Office on

February 27, 2023, with registered agent, United States Corporation Agents, Inc., 1028 N. Kingshighway St., Cape Girardeau, MO 63701-3503.

B. Enforcement Section's Investigation

14. Review of Central Registration Depository (“**CRD**”) records indicate that Respondents have never been registered as an investment adviser or investment adviser representative in the State of Missouri. A further check of records maintained by the Commissioner indicate that at all times relevant herein, Respondents were not registered, granted an exemption from registration, or notice filed with the State of Missouri for any of the securities offered and sold by Hardwick Invest.
15. In July 2023, a Florida resident, (“**FR**”), wired \$20,000 to Hardwick’s U.S. Bank account in two, \$10,000 investments. FR first learned of Hardwick from a friend that invested with Respondents. FR visited a website for Hardwick Invest, and reached out via electronic means sometime thereafter. Respondents corresponded with FR and promised to double FR’s investment and that any funds beyond that would be paid to Hardwick as a commission. Respondents sent FR an investment contract, which FR signed on July 4, 2023.
16. On July 7, 2023, a Wyoming resident, (“**WR**”) wired a \$15,000 investment to Hardwick’s U.S. Bank account. WR learned about Hardwick from a friend. Hardwick touted his experience and guaranteed WR a 100% return on his investment. Respondents sent WR an investment contract, which WR signed July 6, 2023. Hardwick signed on behalf of Hardwick Invest on July 7, 2023.
17. The Hardwick Invest “Investor Contract” signed by both FR and WR promised a 100% return on investment within one year. The investment contract further stated that “Hardwick Invest shall keep the remainder of the profit with no limits, after the 100% return on investment has been reached.”
18. At no time prior to or after receiving investor funds did Respondents disclose to FR or WR that Respondents were not registered or exempt from registration as an investment adviser or investment adviser representative in the State of Missouri. Further, Respondents did not disclose that the investment contracts were unregistered securities.
19. After being notified of this pending investigation, Respondents ceased business operations.

II. CONCLUSIONS OF LAW

20. **THE COMMISSIONER CONCLUDES** that the investment contracts offered and sold to FR and WR are securities under Section 409.1-102(28).
21. **THE COMMISSIONER CONCLUDES** that Respondent, Hardwick Invest, LLC, acted as an unregistered investment adviser, in the State of Missouri, in violation of Section 409.4-403(a).

22. **THE COMMISSIONER CONCLUDES** that Respondent, Thomas Hardwick acted as an unregistered investment adviser representative, in the State of Missouri, in violation of Section 409.4-404(a).
23. **THE COMMISSIONER CONCLUDES** that Respondents sold unregistered, non-exempt securities from the State of Missouri, in violation of Section 409.3-301.
24. **THE COMMISSISONER CONCLUDES** that the violations above constitute sufficient grounds to issue an order in accordance with Section 409.6-604.
25. The Commissioner, after consideration of the stipulations set forth above and on the consent of Respondents and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over Respondents and 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:

26. Respondents, their agents, employees and servants, and all other persons participating in the above-described alleged violations with knowledge of this order are permanently enjoined and restrained from engaging in violations of Sections 409.3-301, 409.4-403(a) and 409.4-404(a);
27. Respondents shall pay, jointly and severally, \$500 to the Missouri Secretary of State's Investor Education and Protection Fund. **This amount is due upon execution of this Order by Respondents and shall be made payable to the Missouri Secretary of State's Investor Education and Protection Fund,** and sent to the Missouri Securities Division a 600 W. main Street, Jefferson City, Missouri 65101; and
28. 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 23 DAY OF JANUARY, 2024.




JOHN R. ASHCROFT
SECRETARY OF STATE



DOUGLAS M. JACOBY
COMMISSIONER OF SECURITIES

Consented to by:

MISSOURI SECURITIES DIVISION



MELISSA D. BUCHANAN
DIRECTOR OF ENFORCEMENT

RESPONDENTS

HARDWICK Invest, LLC
HARDWICK INVEST, LLC



THOMAS HARDWICK
Pro Se