

WHEREAS, the Securities Division has filed an Administrative Petition (the "Petition") against Respondents on October 22, 2010; and

WHEREAS, the Respondents elect to permanently waive any right to judicial review or a hearing and appeal under Chapter 78C (the North Carolina Investment Advisers Act) or Chapter 150B of the North Carolina General Statutes (the Administrative Procedure Act) with respect to this Final Order.

NOW, THEREFORE, the Securities Administrator, acting through her duly appointed Deputy Securities Administrator, pursuant to and under all authority granted by the North Carolina Securities Act and the North Carolina Investment Advisers Act, with the consent of the Respondents and in settlement of the Petition and Order of Summary Suspension dated October 22, 2010, does hereby enter into this Final Order against the Respondents.

I. JURISDICTION AND CONSENT

Respondents admit the jurisdiction of the Securities Division, and without admitting or denying the Findings of Fact and Conclusions of Law contained in this Final Order, consent to the entry of this Final Order by the Deputy Securities Administrator.

II. FINDINGS OF FACT

The Securities Administrator, acting by and through her duly appointed Deputy Securities Administrator, makes the following findings of fact regarding an investigation into certain activities undertaken by the Respondents:

1. Respondent Aspire Private Capital, LLC (hereinafter "APC") is a North Carolina member-managed limited liability company with its principal place of business located at 19410 Jetton Road, Suite 110, Cornelius, North Carolina 28031. Respondent APC submitted an application for registration (Form ADV) as an investment adviser in North Carolina on May 26, 2010.
2. At the time the application for registration was submitted on May 26, 2010, Respondent John Bryan Philpott (hereinafter "Philpott") was a managing member and control person of Respondent APC with 100% ownership of APC and, in such capacity, was eligible to receive automatic registration as an investment adviser representative in North Carolina for Respondent APC, pursuant to the provisions of N.C.G.S. §78C-17(a).
3. On or about August 1, 2008 and continuing through September 15, 2009, Respondent Philpott conducted "educational seminars" in the State of North Carolina wherein he purported

to give financial advice regarding stocks, mutual funds, bonds, annuities, etc. to the North Carolina investing public. In these educational seminars, Respondent Philpott offered participants a complimentary consultation following the seminar to further discuss products and financial services. Respondent Philpott contends that he was attempting to increase his client base; however, no participants were required to attend an additional consultation.

4. Through these educational seminars, Respondent Philpott held himself out as providing financial advice and investment advisory services to the North Carolina investing public. The activities of Respondent Philpott relating to the educational seminars were that of an investment adviser or, alternatively, that of an investment adviser representative acting on behalf of an entity, Aspire Wealth Management, Inc. However, Philpott was not registered as an investment adviser in violation of the North Carolina Investment Advisers Act. N.C. Gen.Stat. § 78C-16. In addition, Aspire Wealth Management, Inc. was not registered as an investment adviser firm, and Philpott was not registered with Aspire Wealth Management, Inc. as its investment adviser representative. These practices violated N.C.G.S. §78C-16.

5. The advertising brochures/sales literature contained several misleading and inaccurate statements relating to Respondent Philpott. For example, the advertising brochures/sales literature represented that the Aspire Wealth Management, Inc. workshops were being presented by a NASD registered securities principal and registered investment adviser representative. While Respondent Philpott's associate, Todd Witt (hereinafter, "Witt") was a registered securities principal and registered investment adviser representative, this was a material misrepresentation because Respondent Philpott was not registered in accordance with the North Carolina Securities Act or the North Carolina Investment Advisers Act. The statements were misleading and inaccurate and made in the solicitation of advisory clients in violation of N.C.G.S. §78C-8(b).

6. On March 24, 2010, the Securities Administrator, acting through her duly appointed Deputy Securities Director, entered into a Final Order by consent with Respondent Philpott, Aspire Wealth Management, Inc. and Witt. The Securities Administrator concluded as a matter of law that Respondent Philpott, Aspire Wealth Management, Inc. and Witt engaged in conduct in violation of the North Carolina Investment Advisers Act. Without admitting or denying the allegations Respondent Philpott, Aspire Wealth Management, Inc. and Witt consented to the Securities Administrator's Order to immediately and permanently cease and desist from:

- a. transacting business in this State as a dealer or salesman in violation of the North Carolina Securities Act; and
- b. transacting business in this State as investment advisers/investment adviser representatives in violation of the North Carolina Investment Advisers Act; and
- c. violating any rule or regulation promulgated under the North Carolina Securities Act; and
- d. violating any rule or regulation promulgated under the North Carolina Investment Advisers Act.

7. Respondent APC's initial application for registration as a North Carolina investment adviser (Form ADV) was dated May 26, 2010 and executed under oath by Respondent Philpott. Pursuant to N.C.G.S. §78C-17, Respondent APC's registration became effective at noon on June 25, 2010.

8. Item 11 of Form ADV requests information about the potential investment adviser's disciplinary history and the disciplinary history of its advisory affiliates. The Form ADV defines advisory affiliates as current employees, other than employees performing only clerical, administrative, support or similar functions; all officers, partners, or directors (or any person performing similar functions); and all persons directly or indirectly controlled by the investment adviser or being controlled by the investment adviser. As the managing member of Aspire, Philpott is an advisory affiliate of Aspire.

9. Despite the March 24, 2010 Final Order, APC's Form ADV notes that no state regulatory agency has ever found one of its advisory affiliates to have been involved in a violation of an investment-related regulation or statute and that in the past 10 years, no state regulatory agency has entered an order against an advisory affiliate in connection with an investment-related activity. These statements violated N.C.G.S. §§ 78C-9 and 78C-17(a)(4).

10. Respondents contend that they failed to disclose the March 24, 2010 Final Order on their Form ADV pursuant to the advice of a consultant; however, Respondent Philpott disclosed the March 24, 2010 Final Order on his Form U-4.

11. Respondents failure to disclose the March 24, 2010 Final Order on the Form ADV was a violation of Chapter 78C of the North Carolina General Statutes (the North Carolina Investment Advisers Act), was false or misleading, and subjects Respondents to a potential denial, suspension, revocation, or restriction of their registration. N.C. Gen. Stat. § 78C-19.

12. It is in the public interest of the citizens of North Carolina and for the protection of investors that Respondents APC and Philpott be prohibited from violating the North Carolina Investment Advisers Act.

13. The Respondents have filed an application for registration containing a false and/or misleading statement with respect to a material fact, have violated or failed to comply with provisions of Chapter 78C, and have engaged in dishonest or unethical practices in the securities or financial services business.

III. CONCLUSIONS OF LAW

1. The Secretary has statutory authority pursuant to N.C.G.S. §78C-19(c) to enter and issue a summary suspension of the investment adviser registration of Respondent APC and the investment adviser representative registration of Respondent Philpott.

2. There is reasonable cause to believe each Respondent has engaged in violations of the North Carolina Investment Advisers Act, specifically N.C.G.S. §78C-19(a).

3. As authorized by N.C.G.S. §78C-28(c), the Securities Administrator may issue an order against an applicant who willfully violates the North Carolina Investment Advisers Act to impose a civil penalty of up to two thousand five hundred dollars (\$2,500) for a single violation.
4. The Securities Administrator finds that the entry of this Final Order is necessary or appropriate in the public interest or for the protection of investors and clients and consistent with the purposes fairly intended by the policy and provisions of the North Carolina Securities Act and the North Carolina Investment Advisers Act.

IV. ORDER

NOW, THEREFORE, with the consent and agreement of the Respondents without admitting or denying any of the facts and allegations contained herein, it is **HEREBY ORDERED AND AGREED** that Respondents **ASPIRE PRIVATE CAPITAL, LLC** and **JOHN BRYAN PHILPOTT** shall:

- a. file an amended Form ADV disclosing the March 24, 2010 Final Order, the October 22, 2020 Order of Summary Suspension, and this Order;
- b. pay an amount of \$250.00 to the Investor Protection and Education Trust Fund pursuant to N.C.G. S. § 147-54.5 in settlement of this securities investigation; and
- c. cease and desist from violating any statute, rule or regulation promulgated under the North Carolina Investment Advisers Act.

Respondents, by execution of this Final Order, waive any right to a hearing or judicial review thereof. Said Respondents affirmatively state that they have freely agreed to the signing of this Final Order, and that no threats, promises or offers of any kind, other than as stated in this document, have been made by the Securities Administrator, Deputy Securities Administrator, any member of the staff of the Securities Division, or any agent or employee of the Department of the Secretary of State in connection with the signing of this Final Order.

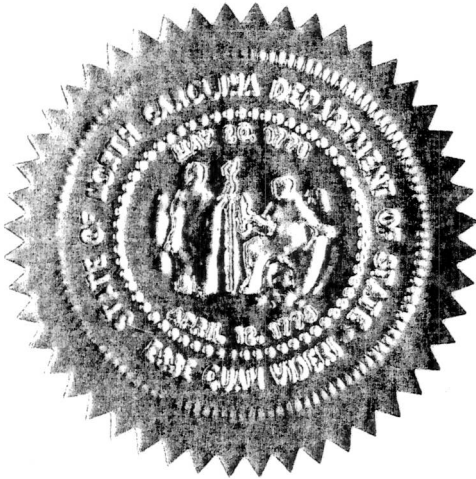
Respondents specifically acknowledge that no promises or representations have been made by the Securities Administrator, Deputy Securities Administrator, any member of the staff of the Securities Division, or any agent or employee of the Department of the Secretary of State with respect to the Respondents' ability to comply with the provisions of the North Carolina Securities Act and the North Carolina Investment Advisers Act.

Once Respondents have complied with Paragraph IV a. and b. of this Order, the Securities Administrator shall approve the application of Respondent Aspire as an Investment Advisor under the North Carolina Investment Advisers Act. In addition, the Securities Administrator will dismiss the Petition against the Respondents filed on October 22, 2010 with prejudice.

This Final Order shall become final upon entry.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina
Department of the Secretary of State, this the 19th day of November 2010.

Time of entry: 5:25 P. .M.



ELAINE F. MARSHALL
SECRETARY OF STATE OF NORTH CAROLINA
and SECURITIES ADMINISTRATOR, by

DAVID S. MASSEY
DEPUTY SECURITIES ADMINISTRATOR

**CONSENT TO ENTRY OF FINAL ORDER
BY JOHN BRYAN PHILPOTT**

1. **JOHN BRYAN PHILPOTT** hereby acknowledges that he has been served with a copy of this Final Order, has read the foregoing Final Order, is aware of his right to a hearing and appeal in this matter, and has waived this right.
2. **JOHN BRYAN PHILPOTT** admits the jurisdiction of the Securities Division, and without admitting or denying the Findings of Fact and Conclusions of Law contained in this Final Order, consents to entry of this Final Order by the Secretary of State.
3. **JOHN BRYAN PHILPOTT** states that no promise of any kind or nature whatsoever was made to him to induce him to enter into this Final Order and that he has entered into this Final Order voluntarily.
4. **JOHN BRYAN PHILPOTT** understands that the State of North Carolina may make such public announcement concerning this agreement and the subject matter thereof as the State of North Carolina may deem appropriate.

Dated this 18th day of November, 2010.

By: 

JOHN BRYAN PHILPOTT

SUBSCRIBED AND SWORN TO before me this
18th day of November 2010.

Tina M. Armada

Notary Public



My Commission expires: 9-21-13

**CONSENT TO ENTRY OF FINAL ORDER BY
ASPIRE PRIVATE CAPITAL, LLC**

1. **ASPIRE PRIVATE CAPITAL, LLC** hereby acknowledges that it has been served with a copy of this Final Order, has read the foregoing Final Order, is aware of its right to a hearing and appeal in this matter, and has waived this right.
2. **ASPIRE PRIVATE CAPITAL, LLC** admits the jurisdiction of the Securities Division, and without admitting or denying the Findings of Fact and Conclusions of Law contained in this Final Order; and consents to entry of this Final Order by the Secretary of State.
3. **ASPIRE PRIVATE CAPITAL, LLC** states that no promise of any kind or nature whatsoever was made to it to induce it to enter into this Final Order and that it has entered into this Final Order voluntarily.
4. **ASPIRE PRIVATE CAPITAL, LLC** understands that the State of North Carolina may make such public announcement concerning this agreement and the subject matter thereof as the State of North Carolina may deem appropriate.

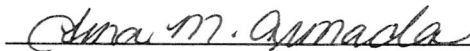
John Bryan Philpott represents that he/she is MANAGING MEMBER of **ASPIRE PRIVATE CAPITAL, LLC** and that, as such, has been authorized by **ASPIRE PRIVATE CAPITAL, LLC** to enter into this Order for and on behalf of **ASPIRE PRIVATE CAPITAL, LLC**.

Dated this 18th day of November, 2010.

By: 

Title: Managing Member

SUBSCRIBED AND SWORN TO before me
this 18th day of November, 2010.


Notary Public



My Commission expires: 9-21-13