

Mike Winsor
State Auditor's Office
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Helena, Montana 59601
(406) 444-2040

Attorney for the Department of Securities

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE STATE AUDITOR
STATE OF MONTANA**

IN THE MATTER OF:) Case No.: SEC-2010-07
)
NOBLETRADING.COM, a broker-dealer firm (CRD)
119024),)
Respondent.) **CONSENT AGREEMENT AND**
) **FINAL ORDER**
)
_____)

This Consent Agreement and Final Order (Agreement) is entered into by the Montana Securities Department (Department), acting pursuant to the authority of the Securities Act of Montana, Mont. Code Ann. § 30-10-101, *et seq.*, (Act), and Nobletrading.com, a broker-dealer firm with a principal place of business in New York, New York (Respondent).

RECITALS

WHEREAS, on January 6, 2010, Nobletrading.com sought registration in Montana;

WHEREAS, as part of the application process, Respondent disclosed to the Department that Respondent maintained an account with a Montana resident, and without being registered by the Department, conducted a certain number of securities transactions on behalf of the Montana resident;

WHEREAS, the Department alleges that the Respondent violated Mont. Code Ann. § 30-10-201(1) by conducting securities transactions without being properly registered or being exempt from the Act; and

WHEREAS, the Department and the Respondent agree that the best interests of the public would be served by entering into this Agreement.

NOW THEREFORE, in consideration of the mutual undertakings contained in this Agreement, the Department and the Respondent hereby agree to settle this matter pursuant to the following terms and conditions:

STIPULATIONS AND CONSENTS

I. Without admitting or denying any of the Department's allegations, the Respondent stipulates and consents to the following:

A. Upon execution of this Agreement, Respondent shall submit to the Department such information as the Department may request confirming that no additional solicitations of securities transactions have been or will be made to Montana residents by the Respondent.

B. Within 10 days from the execution of this Agreement, the Respondent shall pay a \$5,000.00 fine to the State of Montana. The fine should be made payable to the State of Montana, sent to the Office of the Commissioner of Securities and Insurance, State Auditor, c/o Mike Winsor, Attorney for the Department of Securities, 840 Helena Avenue, Helena, Montana, 59601.

C. Within 10 days from the execution of this Agreement the Respondent shall reimburse the Montana resident a total of \$1,943.68 for his realized economic loss in the amounts of \$1,068.68 in principal from trading, and

\$875.00 in software fees charged the Montana resident for access to Nobletrading.com's "trading platform."

D. The Respondent fully and forever releases and discharges the Commissioner, the Department, and all of the Department's employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this Agreement.

E. This Agreement is entered without adjudication of any issue, law or fact. It is entered into solely for the purpose of resolving the Department's investigation and allegations and is not intended to be used for any other purpose. For any person or entity not a party to this Agreement, this Agreement does not limit or create any private rights or remedies against the Respondent including limit or create liability of Respondent, or limit or create defenses of Respondent, to any claims.

F. Upon execution of this Agreement, the Respondent acknowledges and waives its right to appeal the Commissioner's Order.

II. The Department and the Respondent agree and acknowledge:

A. This Agreement constitutes the entire agreement between the parties and that no other promises or agreements, either express or implied, have been made by the Department or by any member, officer, agent or representative of the Department to induce Respondent to enter into this Agreement.

B. This Agreement may not be modified orally and any subsequent modifications to this Agreement must be mutually agreed upon in writing to be effective.

C. This Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

D. Upon execution of this Agreement, the Department will not commence an administrative action against the Respondent based upon the activities giving rise to the Department's investigation that occurred prior to the execution of this Agreement.

E. This Agreement shall be effective upon signing of the Final Order.

F. This Consent Agreement and Final Order shall not constitute a final judgment or decree as provided by Mont. Code Ann. § 30-10-305(2).

G. Respondent further understands that, upon the signing of the Final Order by the Commissioner or her representative, this Consent Agreement and Final Order will be an order of the Commissioner and failure to comply with the same may constitute separate violations of the Montana Securities Code, pursuant to Mont. Code Ann. § 30-10-305 and/or other applicable statutes or rules, and may result in subsequent legal action by the Department.

H. This Agreement and Final Order are public records under Montana law and as such may not be sealed or otherwise withheld from the public.

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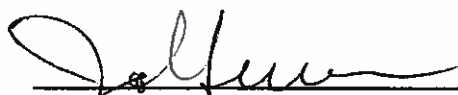
DATED this 6th day of April, 2010

SECURITIES DEPARTMENT

By: 
MIKE WINSOR
Attorney for the Department of Securities

DATED this 30 day of March, 2010

RESPONDENTS:


NOBLETRADING.COM
By: Giovanni John Ferrara
Its: Manager

FINAL ORDER

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603 and §§ 30-10-101 *et seq.*, and upon review of the foregoing Consent Agreement and good cause appearing,

IT IS HEREBY ORDERED that the foregoing Consent Agreement between the Securities Department and the Respondent Nobletrading.com is adopted as if set forth fully herein.

DATED this 6th day of April, 2010.

MONICA J. LINDEEN
Commissioner of Securities and Insurance
Montana State Auditor

By: 
LYNNE EGAN
Deputy Commissioner of Securities

CERTIFICATE OF SERVICE

The undersigned hereby certifies that this 6th day of April, 2010, a true and correct copy of the foregoing Consent Agreement and Final Order was served upon the following by hand delivery or by depositing the same in the United States mail postage paid and addressed as follows:

VIA USPS:

Nobletrading.com
50 Broad Street, Suite 408
New York, NY 10004

VIA HAND DELIVERY:

Mike Winsor, CSI Attorney

