

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
DIVISION OF SECURITIES
1511 PONTIAC AVENUE
JOHN O. PASTORE COMPLEX – BUILDING 69-1
CRANSTON, RI 02920

IN THE MATTER OF
GEA SPHERE LLC

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:
: CONSENT AGREEMENT
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I.

The Securities Division (the "Division") of the Rhode Island Department of Business Regulation (the "Department") enters into this Consent Agreement (the "Agreement") to resolve concerns that Sections 203 and 209 of the Rhode Island Uniform Securities Act of 1990 (the "RIUSA"), Section 7-11-101 *et seq.* of the Rhode Island General Laws, 1989, as amended, may have been violated by GEA Sphere, LLC ("GEA Sphere"). The Division has determined to resolve this matter, after investigation but without instituting administrative proceedings, by entering into this Agreement.

II.

It is hereby agreed by and between the Division and the Firm that:

1. GEA Sphere, a Delaware Limited Liability Company formed on October 27, 2009, is an investment adviser with a principal place of business at 694 Main Street, East Greenwich, Rhode

Island.

2. At all times relevant to this Agreement, it has been unlawful for a investment adviser to employ an individual as an investment adviser representative in Rhode Island without being licensed or exempt from licensing under the RIUSA.

3. It is the position of the Division that from October 27, 2009 through May 17, 2010, GEA Sphere employed an investment adviser representative who provided investment advisory services in this State by transacting business with four Rhode Island accounts without benefit of licensing, or exemption from licensing, in violation of Section 203 of the RIUSA.

4. GEA Sphere began transferring clients from Global Equity Advisors, LLC starting January 2010.

III.

Based on the foregoing, the Division finds that the following is in the public interest, appropriate for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the RIUSA.

Accordingly, it is hereby further agreed that:

1. GEA Sphere shall immediately undertake to fully comply with Sections 203 and 209 of the RIUSA, and the Rules promulgated thereunder.

2. GEA Sphere shall, upon signing this Agreement, pay a civil penalty in the amount of Fifteen Hundred Dollars (\$1,500.00) to the Department.

3. Additional violations of Sections 203 and 209 of the RIUSA may be grounds for significant and substantial penalties such as revocation or suspension, administrative penalties up to Ten Thousand Dollars (\$10,000.00) per violation and the imposition of criminal and civil sanctions.

Dated as of the 14th day of December, 2010.

Maria L. D'Alessandro
Maria L. D'Alessandro
Deputy Director Securities,
Commercial Licensing and Racing
& Athletics

[Signature]
GEA Sphere LLC

By: Edward Hamanyan

Its: Managing Director

On this 13th day of December, 2010 appeared before me Edward Hamanyan
Managing Director who executed the foregoing Consent Agreement and who duly acknowledged to me that he (she) was authorized to do so.

NOTARY PUBLIC Shake Chakmakian

My Commission Expires _____

SHAKE CHAKMAKIAN
NOTARY PUBLIC ID#47201
MY COMMISSION EXPIRES 11/10/2012