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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND
SECURITIES, BUREAU OF SECURITIES
COMPLIANCE AND EXAMINATIONS

Docket No.: 25 0023 (SEC-CAO)

v.

GDS INVESTMENTS, LLC

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Compliance and Examinations ("Bureau"), has conducted an investigation of the business practices of GDS Investments, LLC ("GDS"). Based on the results of its investigation, the Bureau has concluded that GDS has operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 et. seq. ("1972 Act"). GDS, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agrees to the terms of this Consent Agreement and Order ("Order").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.
2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.
3. GDS, CRD #165871, was, at all times material herein, a Pennsylvania corporation with an address at Redacted

4. From in or about December 2012 to present, GDS has been registered pursuant to Section 301(c) of the 1972 Act, 70 P.S. §1-301(c), as an investment adviser.

5. Regulation 304.012(a)(10), 10 Pa. Code § 304.012(a)(10), requires that every investment adviser registered under the 1972 Act shall make and keep true, accurate and current certain books, ledgers and records, including a copy in writing of each agreement entered into by the investment adviser with a client, and all other written agreements otherwise relating to the investment adviser's business as an investment adviser.

6. From in or about January 2023 to December 2023, Respondent GDS did not make and maintain copies of at least one (1) written agreement entered into with its clients or other written agreements relating to Respondent GDS's business as an investment adviser.

VIOLATION

7. By engaging in the acts and conduct set forth in paragraphs 3 through 6 above, GDS failed to make and keep true, accurate and current certain books, ledgers and records of GDS, including a copy in writing of each agreement entered into by the investment adviser with a client, which acts and conduct form a basis to deny, suspend, revoke, or condition the registration of GDS pursuant to Section 305(a)(v) of the 1972 Act, 70 P.S. §1-305(a)(v) and Regulation 304.012(a), 10 Pa. Code 304.012(a).

RELIEF

8. Within ninety (90) days of the Effective Date of this Order, as defined by paragraph 16, GDS shall pay the Department an administrative assessment in the amount of \$5,000.00. Payment shall be made by certified check or money order payable to the "Department of Banking and Securities" and shall be mailed or delivered, in person, to the Bureau of Securities Compliance and Examinations located at 17 N. Second Street, Suite 1300, Harrisburg, Pennsylvania 17101.

9. GDS is ordered to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Regulation 304.012(a)(24), 10 Pa. Code §304.012(a)(24).

10. Should GDS fail to pay the assessment as set forth in paragraph 8 above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording GDS the option of either paying the assessment or being indefinitely subjected to sanctions.

11. Should GDS fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to GDS's right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

12. Consent. GDS hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that it understands all of the terms and conditions contained herein. GDS, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

13. Entire Agreement. This Order contains the entire agreement between the Department and GDS. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and GDS.

14. Binding Nature. The Department and GDS, and all officers, owners, directors, employees, heirs and assigns of GDS intend to be and are legally bound by the terms of this Order.

15. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

16. Effectiveness. GDS hereby stipulates and agrees that the Order shall become effective on the date the Bureau executes the Order ("Effective Date").

17. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against GDS in the future regarding all matters not resolved by this Order, except that the Department will not institute a proceeding against GDS under Section 305(a) of the 1972 Act, 70 P.S. § 1-305(a), on the basis of any information obtained by the Department from the investigation by the Bureau of GDS which formed the basis of this Order.

(b) GDS acknowledges and agrees that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

18. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

19. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

20. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

21. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities

Compliance and Examinations and GDS Investments LLC, intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES COMPLIANCE AND
EXAMINATIONS**

Redacted

Eric R. Pistilli
Deputy Secretary for Securities

Date: 08/11/2025



FOR GDS INVESTMENTS, LLC:
Redacted

(Signature) _____

GLENN D. SUROWIEC

(Print Name) _____

PRESIDENT

(Title) _____

Date: 8/7-2025