

**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**

v.

**GREY OWL CAPITAL MANAGEMENT, LLC**

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Docket No. : 25 0036 (SEC-CAO)

**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 Grey Owl Capital Management, LLC ("Grey Owl") and its officers and employees. Based on the results of its investigation, the Bureau has concluded that Grey Owl has operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 *et seq.* ("1972 Act"). Grey Owl, 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. Grey Owl (CRD # 149998) was, at all material times herein, a Virginia limited liability company with an address at 4250 Fairfax Drive, Suite 600, Arlington, Virginia 22203.

4. From in or about September 2023 through March 21, 2024, Grey Owl transacted business in Pennsylvania as an investment advisor while neither registered nor exempt from registration.

5. Grey Owl cooperated with the Department regarding the matters addressed in this Order

### **VIOLATION**

6. By engaging in the acts and conduct set forth in paragraph 4 above, Grey Owl failed to register as an investment advisor in Pennsylvania in violation of Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c).

### **RELIEF**

7. Grey Owl shall pay the Department an administrative assessment in the amount of \$7,500. The payment shall be made by ACH or wire transfer, or if ACH or wire transfer is unavailable by certified check or money order made 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. The assessment shall be paid as follows:

- a. \$2,000 on or before December 15, 2025;
- b. \$2,000 on or before March 15, 2026;
- c. \$2,000 on or before June 15, 2026; and
- d. \$1,500 on or before September 15, 2026.

8. Grey Owl is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c).

9. Should Grey Owl fail to pay the assessment as set forth in paragraph 7 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 Grey Owl the option of either paying the assessment or being indefinitely subject to the sanctions.

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

### **FURTHER PROVISIONS**

11. Consent. Grey Owl 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. Grey Owl, 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.

12. Entire Agreement. This Order contains the entire agreement between the Department and Grey Owl. 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 Grey Owl.

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

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

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

16. 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 Grey Owl in the future regarding all matters not resolved by this Order.

(b) Grey Owl 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.

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

18. Counterparts. This Order may be executed in separate counterparts, by facsimile and/or by PDF.

19. 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.

20. 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 Grey Owl Capital Management, 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 Pistilli, Deputy Secretary for Securities

Date: 10/15/2025



FOR GREY OWL CAPITAL MANAGEMENT, LLC

Redacted

(Signature)

C. Eric Brugel

(Print Officer Name)

Date: 10/15/2025