

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF: RYAN C. GOLD)
_____))
_____)

FILE NO. 1200040

CONSENT ORDER OF DISMISSAL

TO THE RESPONDENT: Ryan C. Gold (CRD#: 5509109)
35 Maple Avenue
Rye, New York 10580

Ryan C. Gold (CRD#: 5509109)
C/o J.H Darbie & Co., Inc.
99 Wall Street 20th Floor
New York, New York 10005

WHEREAS, Respondent on the 19th day of April, 2012 executed a certain Stipulation to Enter Consent Order of Dismissal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated February 23, 2012, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Dismissal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That on February 3, 2012, J.H. Darbie & Co., Inc., a registered dealer, filed a Form U-4 application for registration of the Respondent as a salesperson in the State of Illinois pursuant to Section 8 of the Act.

Consent Order of Dismissal

2

2. That on August 1, 2011 FINRA entered a Letter of Acceptance, Waiver And Consent (AWC) submitted by the Respondent regarding File No. 2009018050801 Which sanctioned the Respondent as follows:

- a. fined \$5,000; and
- b. suspension from associating with any FINRA member in any and all capacities for a period of forty-five (45) calendar days.

3. That the AWC found:

Between March 11, 2008 and February 2, 2010, while the Respondent was associated with Credit Suisse, he engaged in an outside business activity without providing prior written notice to the firm. Specifically, in and around April 2007, prior to joining Credit Suisse, the Respondent entered into an Advisory Board Member Agreement with American Private Equity ("APE") to provide advisory services for a period of three years, and which permitted APE, a company that seeded hedge funds, to publicly disclose that the Respondent was a member of the advisory board.

Upon his association with Credit Suisse, the Respondent disclosed his ownership interest in a hedge fund seeded by APE, and another unaffiliated company. However, the Respondent failed to provide written notice concerning his ongoing affiliation with APE and continued providing APE with advisory services through in or around January 2009. The Respondent terminated the agreement in and around February 2010. Because the Respondent terminated the agreement prior to April 2010, he did not receive compensation from APE for his work while he was associated with Credit Suisse.

By reason of the foregoing, the Respondent violated NASD Conduct Rules 3030 and 2110 and FINRA Rule 2010.

4. That Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be denied if the Secretary of State finds that such Salesperson has been suspended by any self-regulatory organization Registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self regulatory Organization.

5. That FINRA is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

Consent Order of Dismissal

3

6. That the NASD is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondent's registration as a salesperson **in the State** of Illinois is subject to revocation pursuant to Section 8.E(1)(j) of the Act.

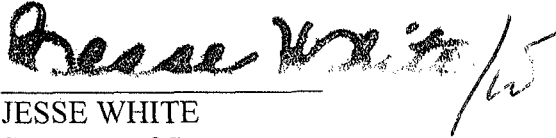
WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he has executed a certain Affidavit, which contains undertakings that he will adhere to upon entry of this Consent Order. Said Affidavit is incorporated herein and made a part hereof.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Notice of Hearing dated February 23, 1012 is dismissed.
2. The Respondent shall comply with all of the terms and conditions contained in his accompanying Affidavit, which has been made a part of this Order.
3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED- This 24th day of April 2012.



JESSE WHITE
Secretary of State
State of Illinois