

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 88155 / February 7, 2020

ADMINISTRATIVE PROCEEDING
File No. 3-19697

In the Matter of

RANDALL GOULDING, Esq.

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
AND IMPOSING TEMPORARY
SUSPENSION PURSUANT TO RULE
102(e)(3)(i)(A) and (B) OF THE
COMMISSION'S RULES OF PRACTICE**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Randall Goulding (“Respondent” or “Goulding”) pursuant to Rule 102(e)(3)(i)(A) and (B)¹ of the Commission’s Rules of Practice (17 C.F.R. § 201.102(e)(3)(i)(A), (B)).

II.

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, temporarily suspend from appearing or practicing before it any attorney . . . who has been by name: (A) [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder; or (B) [f]ound by any court of competent jurisdiction in an action brought by the Commission to which he or she is a party . . . to have violated (unless the violation was found not to have been willful) or aided and abetted the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

The Commission finds that:

A. RESPONDENT

1. Randall Goulding, Esq. is an attorney licensed in the State of Illinois.

B. THE CIVIL FINDINGS AND INJUNCTION AGAINST GOULDING

2. On March 25, 2009, the Commission filed a complaint in the United States District Court for the Northern District of Illinois against Goulding, the investment adviser he controlled, The Nutmeg Group, LLC (“Nutmeg”), other defendants, and relief defendants, *Securities and Exchange Commission v. The Nutmeg Group, LLC et al.*, Civil Action No. 09-cv-01775 (the “case”). The complaint alleged that Goulding and the defendants violated various provisions of the Investment Advisers Act of 1940 (“Advisers Act”) and the Rules thereunder. The Commission filed an amended complaint in the case alleging, among other things, that Goulding and Nutmeg misappropriated client investments, assessed inflated management and performance fees, misrepresented account values to investors, and failed to maintain required books and records. The amended complaint further alleged that Goulding violated Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder.

3. On November 12, 2019, the United States District Court for the Northern District of Illinois entered final judgment against Goulding after finding that he engaged in the above-described conduct and thereby violated Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder. The court did not find that Goulding’s violations were not willful. The court also permanently enjoined Goulding from future violations, direct or indirect, of Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder.

III.

Based on the foregoing, the Commission finds that Goulding has been found by a court of competent jurisdiction, in an action brought by the Commission, to have violated provisions of the federal securities laws, within the meaning of Rule 102(e)(3)(i)(B) of the Commission’s Rules of Practice. The Commission further finds that a court of competent jurisdiction has permanently enjoined Goulding from violating the federal securities laws within the meaning of Rule 102(e)(3)(i)(A) of the Commission’s Rules of Practice. In view of these findings, the Commission deems it appropriate and in the public interest that Goulding be temporarily suspended from appearing or practicing before the Commission as an attorney. Accordingly,

IT IS HEREBY ORDERED that Goulding be, and hereby is, temporarily suspended from appearing or practicing before the Commission as an attorney. This Order will be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Goulding may, within thirty days after service of this Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or schedule the matter for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Goulding personally or by certified mail at his last known address.

By the Commission.

Vanessa A. Countryman
Secretary