

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 101984 / December 19, 2024**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21211**

**In the Matter of**

**RICHARD GREGORY  
TILFORD,**

**Respondent.**

**ORDER PURSUANT TO SECTION 15(b)  
OF THE SECURITIES EXCHANGE ACT  
OF 1934, MAKING FINDINGS, AND  
IMPOSING REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”), on October 19, 2022, instituted the above-captioned public administrative proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Richard Gregory Tilford (“Respondent”).

**II.**

In connection with these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraph III.2 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

**III.**

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. From at least July 2015 through December 2016, Respondent was a salesperson for Texas First Financial, LLC (“Texas First”), a Frisco, Texas-based investment management company owned by Bobby Guess. During that time, and continuing into 2017 – after Bobby Guess was arrested for securities fraud, Respondent sold unregistered securities in the form of short-term, high-yield promissory notes purportedly backed by real estate development projects undertaken by

North Forty Development, LLC (“North Forty”) and its owner, Phillip Carter. On June 20, 2021, Respondent was sentenced to 40 years in prison for violations of Texas state securities laws including violations stemming from the conduct described herein. Respondent is 63 years old and resides in the Louis C. Powledge Unit of the Texas Department of Criminal Justice.

2. On September 29, 2022, after entry of summary judgment against Respondent, a final judgment was entered against Respondent, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933 (“Securities Act”), Sections 15(a) and 10(b) of the Exchange Act and Rule 10b-5 thereunder as set forth in the judgment entered in the civil action entitled Securities and Exchange Commission v. Phillip Michael Carter, et al., Civil Action Number 4:19-CV-00100, in the United States District Court for the Eastern District of Texas.

3. The Commission’s complaint alleged, among other things, that, in connection with the sale of securities in the form of short-term, high-yield promissory notes, Respondent and others made materially false and misleading statements to investors, including that the investments were backed by hard real-estate assets when they were not, while omitting Carter’s misuse of investor funds to pay a personal tax debt. Respondent and others also used shell companies with intentionally misleading names to confuse investors about the identity of the issuer(s) of the promissory notes, and they failed to disclose material regulatory actions and criminal investigations. The complaint also alleged that Respondent sold unregistered securities and engaged in the business of effecting securities transactions for the accounts of others without being registered as a broker or dealer.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Tilford’s Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondent Tilford be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Tilford be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any application for reentry by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, compliance with the Commission’s order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award

related to the conduct that served as the basis for the Commission order; (d) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission

Vanessa A. Countryman  
Secretary