

SECURITIES AND EXCHANGE COMMISSION

(Release No. 5110; File No. 801-99358)

February 12, 2019

Ajenifuja Investments, LLC; Order Cancelling Registration Pursuant to Section 203(h) of the Investment Advisers Act of 1940

I. Introduction

Ajenifuja Investments, LLC (the “Registrant”) is registered with the Securities and Exchange Commission (“Commission”) in reliance on rule 203A-2(e) (the “Internet adviser exemption”) under the Investment Advisers Act of 1940 (the “Act,” or “Advisers Act”). An investment adviser must register with the Commission unless it is prohibited from doing so under section 203A of the Advisers Act or is exempt from registration under section 203 of the Act.¹ Rule 203A-2 provides exemptions from the prohibition on Commission registration in section 203A of the Act, including the “Internet adviser exemption.” An adviser is eligible for registration under the Internet adviser exemption if the adviser provides investment advice to all of its clients exclusively through the adviser’s interactive website, except that the adviser may advise fewer than 15 clients through other means during the preceding 12 months.² Registrant

¹ Section 203A of the Advisers Act generally prohibits an investment adviser regulated by the state in which it maintains its principal office and place of business from registering with the Commission unless it has a certain amount of assets under management. *See* 5 U.S.C. 80b-3a. In order to register with the Commission an adviser generally has to have at least \$100 million of assets under management. *See* Rules Implementing Amendments to the Investment Advisers Act of 1940, Investment Advisers Act Release No. 3221 (June 22, 2011) (the “Dodd-Frank Adopting Release”), at Section II.A.

² 17 CFR 275.203A-2(e) (the prohibition of section 203A(a) of the Act does not apply to “... An investment adviser that: (i) Provides investment advice to all of its clients exclusively through an interactive website, except that the investment adviser may provide investment advice to fewer than 15 clients through other means during the preceding twelve months; (ii) Maintains, in an easily accessible place, for a period of not less than five years from the filing of a Form ADV that includes a representation that the adviser is eligible to register with the Commission under paragraph (e) of this section, a record demonstrating that it provides investment advice to its clients exclusively through an interactive website in accordance with the limits in paragraph (e)(1)(i) of this section; and (iii) Does not control, is not controlled by, and is not under common control with, another investment adviser that registers with the Commission under paragraph (b) of this section solely in reliance on the adviser registered under paragraph (e) of this section as its registered adviser.” The rule defines an interactive website as “a website in which computer software-based models or applications provide investment advice to clients based on personal information each client supplies through the website.”).

Advisers that qualify for the Internet adviser exemption are herein referred to as “Internet advisers” or “Internet Investment Advisers.”

has not met the conditions of the Internet adviser exemption, as Registrant has not had an interactive website for the more than three years during which it has been registered as an Internet adviser, and Registrant has not otherwise been engaged in business as an investment adviser.

Section 203(h) of the Advisers Act permits the Commission to cancel the registration of an adviser that is prohibited from registering with it or is not engaged in business as an investment adviser. Having provided notice to Registrant of the intended cancellation and granted Registrant's request for a hearing, the Commission has determined to cancel Registrant's registration with the Commission pursuant to section 203(h) of the Act. The Commission finds that Registrant may not claim eligibility pursuant to the Internet adviser exemption to forestall deregistration.

II. Regulatory Background

A. Relevant Rules Governing Registration with the Commission and Internet Adviser Exemption

An investment adviser must register with the Commission unless it is prohibited from registering under section 203A of the Advisers Act or is exempt from registration under section 203 of the Advisers Act. Section 203A of the Advisers Act generally prohibits an investment adviser regulated by the state in which it maintains its principal office and place of business from registering with the Commission unless it has a certain amount of assets under management.³

Additionally, Congress gave the Commission the authority in section 203A(c) of the Advisers Act to exempt from the prohibition on Commission registration, by rule or order, investment advisers that do not meet the threshold amount of assets under management, in cases in which the prohibition otherwise would be "unfair, a burden on interstate commerce, or otherwise inconsistent with the purposes" of section 203A.⁴ Rule 203A-2 provides exemptions from the prohibition on Commission registration in section 203A of the Act. Rule 203A-2(e), the "Internet adviser exemption," exempts from the prohibition on Commission registration certain investment advisers that provide advisory services through the Internet.⁵

³ See *supra* note 1.

⁴ See Exemption for Certain Investment Advisers Operating Through the Internet, Investment Advisers Act Release No. 2091 (December 12, 2002) (the "Internet Adviser Adopting Release"), at Section I.

⁵ 17 CFR 275.203A-2(e). See *supra* note 2. See also Internet Adviser Adopting Release, *id.* Effective September 19, 2011, rule 203A-2(f) was renumbered as rule 203A-2(e). See Dodd-Frank Adopting Release, *supra* note 1, at note 118. Unless otherwise noted, when we refer to rule 203A-2(e), we are also referring to rule 203A-2(f) before the amendments were effective.

Generally speaking, the Internet adviser exemption is available for advisers that provide investment advice to their Internet clients “exclusively” through their interactive websites: except for the *de minimis* exception discussed below, an adviser relying on the exemption may not use its advisory personnel to elaborate or expand upon the investment advice provided by its interactive website, or otherwise provide investment advice to its Internet clients.⁶ The rule also contains a *de minimis* exception that permits an adviser relying on the rule to advise clients through means other than its interactive website, *e.g.*, in person or telephonic advice, so long as the adviser had fewer than 15 of these non-Internet clients during the preceding 12 months.⁷

Also relevant to this proceeding are two other exemptions – rule 203A-2(d), the “multi-state adviser exemption,” and rule 203A-2(c), the exemption for an “investment adviser expecting to be eligible for Commission registration within 120 days.” The multi-state adviser exemption permits an adviser who is required to register as an investment adviser with 15 or more states to register with the Commission.⁸ The exemption for an investment adviser expecting to be eligible

⁶ See Internet Adviser Adopting Release, *supra* note 4, at Section II. See also *supra* note 2 (defining “interactive website”).

⁷ *Id.*

⁸ See 17 CFR 275.203A-2(d) (the prohibition of section 203A(a) of the Act does not apply to... “An investment adviser that: “(1) Upon submission of its application for registration with the Commission, is required by the laws of 15 or more States to register as an investment adviser with the state securities authority in the respective States, and thereafter would, but for this section, be required by the laws of at least 15 States to register as an investment adviser with the state securities authority in the respective States; (2) Elects to rely on paragraph (d) of this section by: (i) Indicating on Schedule D of its Form ADV that the investment adviser has reviewed the applicable State and federal laws and has concluded that, in the case of an application for registration with the Commission, it is required by the laws of 15 or more States to register as an investment adviser with the state securities authorities in the respective States or, in the case of an amendment to Form ADV, it would be required by the laws of at least 15 States to register as an investment adviser with the state securities authorities in the respective States, within 90 days prior to the date of filing Form ADV; and (ii) Undertaking on Schedule D of its Form ADV to withdraw from registration with the Commission if the adviser indicates on an annual updating amendment to Form ADV that the investment adviser would be required by the laws of fewer than 15 States to register as an investment adviser with the state securities authority in the respective States, and that the investment adviser would be prohibited by section 203A(a) of the Act (15 U.S.C. 80b-3a(a)) from registering with the Commission, by filing a completed Form ADV-W within 180 days of the adviser's fiscal year end (unless the adviser then is eligible for SEC registration); and (3) Maintains in an easily accessible place a record of the States in which the investment adviser has determined it would, but for the exemption, be required to register for a period of not less than five years from the filing of a Form ADV that includes a representation that is based on such record.”)

At the time of the Internet Adviser Adopting Release the “multi-state adviser exemption” permitted an investment adviser who was required to register as an investment adviser with 30 or more states to register with the Commission. Effective September 19, 2011, the Commission amended the multi-state adviser exemption to permit Commission registration for advisers

for Commission registration within 120 days permits an investment adviser to register with the Commission if it is not yet eligible for Commission registration if it has a reasonable expectation that it will be eligible to register with the Commission within 120 days after the date the investment adviser's registration with the Commission becomes effective.⁹ The exemption for an investment adviser expecting to be eligible for Commission registration within 120 days can work in conjunction with other exemptions. Thus, an Internet adviser that does not yet have an operational interactive website, may register with the Commission pursuant to the exemption for an investment adviser expecting to be eligible for Commission registration within 120 days. An adviser relying on such exemption must indicate on its investment adviser registration form – Form ADV (Uniform Application for Investment Adviser Registration) – that it will withdraw from registration with the Commission if, on the 120th day after the date its registration with the Commission becomes effective, it is not eligible for Commission registration (*e.g.*, it does not have \$100 million in assets under management).¹⁰

In the release adopting the Internet adviser exemption, the Commission noted that, absent the Internet adviser exemption, Internet advisers would not typically be eligible for SEC

otherwise obligated to register in at least 15 states, rather than 30 states, and renumbered the multi-state adviser exemption rule 203A-2(e) as rule 203A-2(d). *See* Dodd-Frank Adopting Release, *supra* note 1, at Section II.A.5.c and note 118.

⁹ 17 CFR 275.203A-2(c) (the prohibition of section 203A(a) of the Act does not apply to... “An investment adviser that: (1) Immediately before it registers with the Commission, is not registered or required to be registered with the Commission or a state securities authority of any State and has a reasonable expectation that it would be eligible to register with the Commission within 120 days after the date the investment adviser's registration with the Commission becomes effective; (2) Indicates on Schedule D of its Form ADV (17 CFR 279.1) that it will withdraw from registration with the Commission if, on the 120th day after the date the investment adviser's registration with the Commission becomes effective, the investment adviser would be prohibited by section 203A(a) of the Act (15 U.S.C. 80b-3a(a)) from registering with the Commission; and (3) Notwithstanding §275.203A-1(b)(2) of this chapter, files a completed Form ADV-W (17 CFR 279.2) withdrawing from registration with the Commission within 120 days after the date the investment adviser's registration with the Commission becomes effective.”)

See also Rules Implementing Amendments to the Investment Advisers Act of 1940, Investment Advisers Act Release No. 1633 (May 22, 1997) (“1997 Release”), at Section II.D.4. Effective September 19, 2011, the Commission renumbered the rule 203A-2(d) exemption for an investment adviser expecting to be eligible for Commission registration within 120 days as rule 203A-2(c). *See* Dodd-Frank Adopting Release, *supra* note 1, at note 118.

¹⁰ 17 CFR 275.203A-2(c)(2). *See* Section 2.A.(9) of Schedule D of Form ADV, Part 1A. *See also* 1997 Release, *supra* note 9, at Section II.D. Advisers use Form ADV to apply for registration with the Commission (Part 1A) or with state securities authorities (Part 1B), and must keep Form ADV current by filing periodic amendments as long as they are registered. Form ADV requires applicants to, among other things, identify the types of clients and advisory service provided.

registration and would be required as a practical matter to register in every state.¹¹ As the Commission explained, by using an interactive website to provide investment advice, the adviser's clients can come from any state, at any time, which would generally trigger state requirements for them to register.¹²

The Commission also explained in the release adopting the Internet adviser exemption that without the exemption, existing rules exempting advisers from the prohibition on Commission registration, specifically the multi-state adviser exemption and the exemption for an investment adviser expecting to be eligible for Commission registration within 120 days, would not work well for Internet advisers.¹³ The Commission noted the practical difficulty of an Internet adviser relying on the multi-state exemption in combination with the exemption for an investment adviser expecting to be eligible for Commission registration within 120 days, because the 120-day grace period of the latter exemption would not be enough time to “carry [Internet advisers] through an initial period of operation without state registration in anticipation of eligibility under the multi-state exemption.”¹⁴ The Commission explained that an Internet adviser would not be eligible for the multi-state adviser exemption until it would be required to register in a certain number of states (at that time, at least 30).¹⁵ Since an Internet adviser's clients can come from any state at any time, as a practical matter, Internet advisers would need to register in every state and wait until they encounter the specified number of registration obligations under the multi-state exemption before registering with the Commission under that exemption and then canceling their state registrations.¹⁶ Therefore, the Commission adopted the Internet adviser exemption to provide relief to Internet advisers who, unlike state-registered

¹¹ Internet Adviser Adopting Release, *supra* note 4, at Sections I and IV. Internet advisers do not manage the assets of their Internet clients, and consequently would not meet the statutory monetary threshold for registration with the Commission. *Id.*, at Section I. *See also, supra* note 1. In determining the amount of regulatory assets under management for purposes of applying for registration with the Commission and reporting to the Commission on Part 1A of Form ADV, advisers include the securities portfolios for which they provide continuous and regular supervisory or management services. *See* Form ADV: General Instructions, Instruction to Item 5.F. Internet advisers typically do not have discretionary authority over the client account and do not provide continuous and regular supervisory or management services.

¹² Internet Adviser Adopting Release, *supra* note 4, at Sections I and IV.

¹³ *Id.*

¹⁴ Internet Adviser Adopting Release, *supra* note 4, at Section IV.A.

¹⁵ *Id.* State registration obligations of Internet advisers depend on the residences of their clients, and their clients can come from any state at any time. *Id.* *See also supra* note 8 (discussing the multi-state adviser exemption).

¹⁶ Internet Adviser Adopting Release, *supra* note 4, at Sections I and IV.

advisers, have no local presence and whose advisory activities are not limited to one or a few states.¹⁷

B. Regulatory Background on Cancellation of Adviser Registrations

Section 203(h) of the Advisers Act permits the Commission to cancel the registration of an adviser that is prohibited from registering with the Commission or is not engaged in business as an investment adviser. Section 203(h) provides, in pertinent part, that if the Commission finds that any person registered under section 203, or who has pending an application for registration filed under that section, is no longer in existence, is not engaged in business as an investment adviser, or is prohibited from registering as an investment adviser under section 203A (and related rules), the Commission shall by order cancel the registration of such person.¹⁸ Generally, the Commission's cancellation of an adviser's registration under section 203A of the Act is without prejudice, and an adviser may re-apply for registration with the Commission by submitting a new application for registration on Form ADV.

Prior to cancelling an adviser's registration, the Commission, or staff on behalf of the Commission, issues a notice of the initiation of the proceeding, stating that any interested person may, within the period of time specified therein, submit to the Commission in writing a request for a hearing including any facts bearing upon the desirability of a hearing, the reasons for the request, and the nature of the person's interest in the matter.¹⁹ The Commission will order a hearing on any matter, upon the request of an "interested person" or upon its own motion, if it appears to be "necessary or appropriate in the public interest or for the protection of investors."²⁰ If the Commission finds that an adviser is prohibited from registering with it or is

¹⁷ *Id.*

¹⁸ Section 203(h) provides, in full: "Any person registered under this section may, upon such terms and conditions as the Commission finds necessary in the public interest or for the protection of investors, withdraw from registration by filing a written notice of withdrawal with the Commission. If the Commission finds that any person registered under this section, or who has pending an application for registration filed under this section, is no longer in existence, is not engaged in business as an investment adviser, or is prohibited from registering as an investment adviser under section 203A, the Commission shall by order cancel the registration of such person."

Pursuant to rule 30-5 under the Commission's Organization and Program Management rules, the Commission delegated authority for performing this function to the Director of the Division of Investment Management or the Director's designee. 17 CFR 200.30-5(e)(2). *See also* Delegation of Authority to Cancel Registration of Certain Investment Advisers, Investment Advisers Act Release No. 1804 (June 22, 1999). This cancellation determination is being made by the Commission.

¹⁹ 17 CFR 275.0-5.

²⁰ 17 CFR 275.0-5(c).

not engaged in business as an investment adviser, the Commission will cancel the adviser's registration by order.²¹

III. Factual and Procedural History

Registrant – which is wholly owned and operated by Mr. Kevin Ajenifuja – registered with the Commission by filing Form ADV on May 28, 2015, representing that it was eligible for Commission registration pursuant to the Internet adviser exemption.²² Since then, Registrant has relied solely on the Internet adviser exemption as its basis for registration with the Commission.²³ As of the date of this Order, Registrant has not filed its 2017 or 2018 annual updating amendments.²⁴

Based on certain information available to the Commission, on September 27, 2016, staff of the Commission's Division of Investment Management (the "Division") sent an initial letter to Registrant stating that the Division staff believed Registrant may not be eligible for registration with the Commission as an Internet adviser.²⁵ The letter included instructions for Registrant to either withdraw its registration with the Commission or deliver a written response to the Commission within 30 days following the date of the letter, setting forth the reasons why Registrant believed it is eligible for registration with the Commission as an Internet adviser.

Shortly thereafter, Mr. Ajenifuja contacted Division staff over the phone and explained that he was still developing Registrant's interactive website. Division staff stated that Registrant should nevertheless withdraw its registration, and Mr. Ajenifuja stated that Registrant would do

²¹ See text accompanying *supra* note 18 (discussing section 203(h)).

²² See Registrant's initial Form ADV filed with the Commission on May 28, 2015. Registrant's registration was effective beginning on July 28, 2015. Registrant stated on its initial Form ADV that, in addition to relying on the Internet adviser exemption, it was also eligible to register with the SEC because it was a multi-state adviser that was required to register in 15 or more states. *Id.* Shortly thereafter, Registrant amended its Form ADV to remove its reliance on the multi-state adviser exemption. See Registrant's amended Form ADV, filed on June 3, 2015. Registrant did not indicate in any Form ADV filing that it was also relying on the exemption for an investment adviser expecting to be eligible for Commission registration within 120 days. See also *supra* note 10 for a general description of Form ADV.

²³ See *id.* See also Registrant's annual updating amendment to its Form ADV, filed on March 31, 2016.

²⁴ An adviser registered with the Commission is required to file annual amendments pursuant to rule 204-1.

²⁵ Letter from Division staff to Registrant, dated September 16, 2016 (the "Division Staff Letter"). The Division Staff Letter did not reach Mr. Ajenifuja because of an unspecified USPS error, and was returned to the Division staff by the USPS months later. The Division staff also sent an email to Mr. Ajenifuja on September 27, 2016 attaching the Division Staff Letter.

so within 30 days of the date of the Division staff's letter, but did not do so.²⁶ The Division, pursuant to delegated authority, issued a notice of intention to cancel Registrant's registration under section 203(h) of the Act (the "Notice") on November 29, 2016.²⁷ The Notice included a preliminary determination that Registrant did not, at the time of its Form ADV filings and thereafter, advise clients through an interactive website, and that the registrant was therefore prohibited from registering as an investment adviser under section 203A of the Act.²⁸ The Notice provided interested persons an opportunity to request a hearing.²⁹

On December 28, 2016, Registrant submitted a request for an in-person hearing before the Commission to offer evidence of why the interactive website was delayed (the "Hearing Request").³⁰ Registrant confirmed in the Hearing Request that it did not, at the time of the Form ADV filings and thereafter, advise clients through an interactive website, and outlined reasons why the interactive website had been delayed for over eighteen months since Registrant's registration with the Commission as an Internet adviser. Registrant also requested that the Commission allow Registrant to remain registered without an interactive website for an undetermined period of time until the website would be ready for its first client. Finally, Registrant asserted that it was "in compliance" with the Internet Adviser Adopting Release, which Registrant claimed contemplated a grace period for an adviser to be registered as an Internet adviser while developing its interactive website.

On April 2, 2018, the Commission issued an order granting the Registrant's request for a hearing and establishing that Registrant could file an additional written statement regarding the potential cancellation of its registration (the "Hearing Order").³¹ The Hearing Order also

²⁶ In this conversation, Division staff also discussed that if an adviser does not withdraw its registration, the Commission typically follows up at least 30 days after a Division staff letter with a public notice of intention to cancel the adviser's registration, which provides interested persons the opportunity to request a hearing.

²⁷ In the Matter of Ajenifuja Investments, LLC, Investment Advisers Act Release No. 4576 (November 29, 2016), available at <https://www.sec.gov/rules/other/2016/ia-4576.pdf>. The Notice was also published in the Federal Register [81 FR 87606 (December 5, 2016)].

²⁸ *Id.*

²⁹ *Id.*

³⁰ Registrant submitted the hearing request via email to Division staff.

³¹ See *In the Matter of Ajenifuja Investments, LLC*, Investment Advisers Act Release No. 4873 (April 2, 2018), available at <https://www.sec.gov/rules/other/2018/ia-4873.pdf>. The Commission found that an in-person hearing was not necessary as the presentation of facts and legal arguments would not be significantly aided by oral argument.

expressly noted that any arguments related to the cancellation of Registrant's registration not discussed in the additional written statement would be deemed waived.³²

IV. Registrant's Response

Registrant submitted its response to the Hearing Order on April 23, 2018 (the "Response"). The Response states that Registrant is engaged in business as an investment adviser and is registered with the Commission in reliance on the Internet adviser exemption. In its Response, Registrant confirms that it has not provided any investment advice to any clients through an interactive website for any of the nearly three years during which it has been registered with the Commission.³³

Nonetheless, Registrant asserts in its Response that it properly relies on the Internet adviser exemption pursuant to certain statements in the release adopting the Internet adviser exemption. Registrant asserts in its Response that in the adopting release for the Internet adviser exemption, the Commission "recognized the need for internet investment advisers to register with the Commission early in their development and testing phase in order to obtain venture capital."³⁴ Registrant further asserts in its Response that in the adopting release the Commission "also recognized that many of these advisers may not even be fully operational 120 days after the registration has been granted."

Registrant states in its Response that when it registered with the Commission on July 28, 2015 in reliance on the Internet adviser exemption, it expected that its interactive website would be functional by December 31, 2015. But Registrant states in its Response that due to extraordinary events (many of a personal nature that do not relate directly to Registrant's business operations) and the complexity of the financial products that the registrant plans to bring to market, it was unable to do so and asserts that the Commission should allow the

³² *Id.* In granting the hearing, the Commission found that Registrant raised a material issue of law relevant to issues the Commission must consider in deciding to cancel the registration pursuant to rule 0-5 under the Act – specifically, whether an adviser may rely on rule 203A-2(e) to be registered with the Commission without having an operational interactive website or engaging in business as an investment adviser. *Id.*

³³ Registrant confirms in the Response that it did not, at the time of the Form ADV filings and thereafter, advise clients through an interactive website. In addition, the website address disclosed in Registrant's most recent Form ADV (which was filed on March 31, 2016) is not an interactive website. Registered investment advisers are required to update their Form ADV annually and upon certain changes, including any change to an adviser's website address. *See generally* Form ADV: General Instructions, Instruction 4 ("When am I required to update my Form ADV?").

³⁴ *See* Internet Adviser Adopting Release, *supra* note 4, at Section IV.A. (stating that Internet advisers "must typically register early in their development and testing phase in order to obtain venture capital, and many may not even be fully operational 120 days later.").

registrant to remain registered as an Internet adviser for an unspecified period of time “to repair its reputation and raise the funds necessary to finance its interactive website.”

V. Analysis

A. Registrant Does Not Meet the Requirements of the Internet Adviser Exemption

The Commission finds that Registrant does not meet the Internet adviser exemption’s requirement that an Internet adviser provide investment advice to all of its clients exclusively through an interactive website, because Registrant has not provided any investment advice to clients through an interactive website for more than three years during which it has been registered with the Commission as an Internet adviser. Registrant has also not provided any investment advice to clients through means other than an interactive website, as discussed below.

Notwithstanding the language in the adopting release cited by the registrant suggesting that an Internet adviser might not be operational within 120 days after its registration, neither the text of the rule nor the language in the rule’s adopting release create a grace period beyond the separate 120-day grace period of the exemption for an investment adviser expecting to be eligible for Commission registration within 120 days. The Commission recognizes that, depending on the facts and circumstances there might be a benefit to not commencing deregistration proceedings of an Internet adviser that does not have an operational interactive website 120 days after its registration. This could be the case, for example, if the adviser reasonably expects to have a fully functional interactive website within a relatively short period of time thereafter, and if the adviser can provide evidence of substantial efforts and progress toward developing an interactive website. Such short-term flexibility for such newly-registered advisers could reduce administrative burdens on both such adviser and the Commission by permitting the adviser to maintain its current registration documents without having to withdraw its registration and re-register a short time later.

However, even if the Commission in its discretion might delay deregistration proceedings for an Internet adviser to allow additional time to comply with rule’s requirements, we find that the facts here are not a situation that qualifies for the exercise of such discretion. Over three years have now passed since the Registrant registered with the Commission, and Registrant does not have an interactive website. As a result, we find that any potential grace period beyond 120 days that we might afford in our discretion has long since been exceeded and that it would not be reasonable to continue to allow the Registrant to avoid deregistration. The more than three years that have already elapsed are well over any reasonable grace period for newly-registered advisers.³⁵ Accordingly, the Commission finds that the registrant is not eligible to remain registered with the Commission pursuant to the Internet adviser exemption.

³⁵ See *In the Matter of RETIREHUB, Inc. and Sunil K. Bhatia*, Investment Advisers Act Release No. 3337 (December 15, 2011) (settled order), at 3 (the Commission alleged that an adviser did not meet the definition of an Internet adviser where the adviser was not providing investment advice to users through an interactive website for approximately four years).

B. Registrant is Not Otherwise Eligible for Registration as an Investment Adviser

The Commission also finds that Registrant is not otherwise engaged in business as an investment adviser and therefore is not eligible for registration with the Commission. Registrant asserts in its Response that it is engaged in business as an investment adviser but fails to provide support for this contention. Registrant has not provided any other evidence that it has acted as an investment adviser while registered with the Commission. The record demonstrates that Registrant never had any clients or assets under management since its registration with the Commission and therefore does not meet the requirements of section 203A. Registrant also does not assert compliance with any of the other exemptions in rule 203A-2. Accordingly, the Commission finds cause to cancel Registrant's registration with the Commission pursuant to section 203(h) of the Advisers Act.

VI. Conclusion and Order

On the basis of the foregoing, the matter having been considered, the Commission finds that Registrant is not eligible to be registered as an investment adviser under section 203A because Registrant does not provide investment advice to its clients through an interactive website, and that Registrant has not demonstrated any other basis for eligibility to register with the Commission.

Accordingly, IT IS ORDERED, pursuant to section 203(h) of the Act, that the registration of Ajenifuja Investments, LLC be, and hereby is, cancelled.³⁶

By the Commission.

Eduardo A. Aleman
Deputy Secretary

³⁶ The Commission's finding that Registrant is prohibited from registering as an investment adviser under section 203A of the Advisers Act is without prejudice. If and when Registrant meets the relevant criteria, Registrant may re-apply for registration as an Internet adviser with the Commission by submitting a new application for registration on Form ADV.