THE NORTH CAROLINA SECURITIES DIVISION,	)	
Petitioner,	)	
vs.	)	**FINAL ORDER**
D. TRENT GOURLEY; G&G, LLC; GOURLEY & GOURLEY, LLC; and GOURLEY & ASSOCIATES, INC.,	)	
Respondents.	)	**FILE NO. 07-SEC-027**

THIS CAUSE coming on to be heard and being heard before the Secretary of State of the State of North Carolina (the "Secretary of State"), as Administrator of the North Carolina Securities Act; and

IT APPEARING to the Administrator that the undersigned Respondents are the subjects of the above-captioned contested case proceeding and that they desire to resolve the contentions of the Securities Division arising from the application of North Carolina law to their business activities, without further controversy or the full use of the procedural rights available to them under North Carolina law, and that Respondents, by their written consent to this Final Order, do

not object to the making of Findings of Fact and Conclusions of Law and the entry of a Final Order in conformity therewith in this proceeding;

FINDINGS OF FACT

(1) Without admitting or denying the various factual matters and legal conclusions relevant to this controversy, the undersigned Respondents do not contest, do waive any and all objections to, and do waive and release any and all rights of appeal from, or judicial review of, the making of Findings of Fact and Conclusions of Law, as set forth herein, and the entry of this Final Order in conformity therewith in this proceeding. By execution of the Consent to Entry of Final Order attached hereto, each of the undersigned Respondents expressly waives any right to Notice of Rights and Opportunity for Hearing, a Notice of Hearing, a hearing, the making of findings of fact and conclusions of law, and all further proceedings before the Administrator to which each may be entitled by law and any and all rights to seek judicial review or otherwise challenge the validity of this Final Order.

(2) D. Trent Gourley, hereinafter Respondent Gourley, is a natural person whose primary place of residence and business is located in McLean, Virginia. Respondent Gourley substantially controls and directs the remaining entity respondents.

(3) G&G, LLC, Gourley & Gourley, LLC, and Gourley & Associates, Inc., are all legal entities created and domiciled in the Commonwealth of Virginia. The LLC's are limited liability companies under Virginia law while Gourley & Associates, Inc., is a corporation under Virginia law. These entities are hereinafter collectively described as "the Gourley entity respondents."

(4) Beginning in January 2002, Respondent Gourley caused Respondent G&G, LLC, to adopt a new business model which was implemented under an Amended Operating Agreement (AOA). Existing members of G&G, LLC, had to accept the AOA in order to remain as members

of G&G, LLC, and persons desiring to become members of G&G, LLC, had to accept the terms of the AOA. Respondent Gourley & Gourley, LLC, was then, and remains now, the Managing Member of Respondent G&G, LLC. Respondent Gourley & Associates, Inc. is the Managing Member of Respondent Gourley & Gourley, LLC.

(5) The new business model of the Respondents was primarily to invest money by making loans secured by deeds of trust on real estate and to purchase equity interests in real estate development ventures. The original 2006 draft audited financial statement for Respondent G&G, LLC, revealed that Respondents also had other investment and commercial activities but that in excess of seventy-five per cent of the G&G, LLC, loan portfolio was in land acquisition and development loans and land under development. G&G, LLC, also held equity interests in numerous entities engaged in land acquisition and development that were also borrowers from G&G, LLC. Respondents also had other investment and commercial activities.

(6) Respondent Gourley and the Gourley entity Respondents solicited money from investors who would sign the AOA and become a member of G&G, LLC (described as a "member mortgage banker" or "MMB"). A MMB would make a deposit of funds with Respondent G&G, LLC, which funds were treated as a capital contribution. Respondents promised the MMB a guaranteed rate of return on the amount deposited. Earnings could be withdrawn or "rolled" into the capital account to increase the amount of capital invested and thus the interest earned. MMB's could deposit additional capital or withdraw funds under the terms of the AOA. Respondents described their business as "private banking" and issued monthly statements showing the amount of money a MMB had on deposit, the interest earned, interest retained, any additional deposits made by the MMB, and any funds disbursed to the MMB.

(7) Respondents solicited new MMB's and sold memberships in G&G, LLC through an Internet domain and through referrals of potential new MMB's from existing MMB's. At least 70 of the MMB's are residents of the State of North Carolina.

(8) A membership in Respondent G&G, LLC is a security as defined in N.C.G.S. 78A-2 (11). When Respondents accepted money from an investor in North Carolina who then signed the AOA and became a MMB with a capital account in G&G, LLC, Respondents engaged in a sale of a security as defined in N.C.G.S. 78A-2 (8).

(9) None of the Respondents ever registered the G&G, LLC security with the Administrator.

(10) The solicitation and sale of memberships in Respondent G&G, LLC by the Respondents to persons in North Carolina between January 1, 2002 and mid-2007 constituted sales of securities without registration or exemption in violation of N.C.G.S. 78A-24.

(11) The conduct described above of each of the undersigned Respondents is within the subject matter jurisdiction of the Administrator and each Respondent is personally subject to the jurisdiction of the Administrator, to the extent that persons in North Carolina responded to their offers to sell and sales of securities as described herein.

(12) This Final Order contains the entire settlement agreement between the undersigned, there being no agreement of any kind, verbal or otherwise, which varies, alters, or adds to this Final Order. Respondents affirmatively state that they have freely agreed to the signing of this Final Order, and that no threats, promises or offers of any kind, other than as stated in this document, have been made by the Securities Administrator, Deputy Securities Administrator, any member of the staff of the Securities Division, or any agent or employee of the Department of the Secretary of State in connection with the signing of this Final Order.

(13) The acceptance and entry of this Final Order will be in the public interest.

(14) The undersigned Respondents agree that the presentation of this Final Order to the Administrator without the undersigned Respondents or counsel for Respondents being present shall not constitute an improper *ex parte* communication between the Administrator and Petitioner or counsel for Petitioner. This Final Order shall be effective only after approval and execution by the Administrator.

BASED UPON THE FOREGOING Findings of Fact, the Administrator makes the following:

CONCLUSIONS OF LAW

(1) The acceptance and entry of this Final Order is in the public interest and for the protection of investors as required by N.C.G.S. §78A-49(b).

(2) The memberships in G&G, LLC after the adoption of the Amended Operating Agreement, effective January 1, 2002 are securities under North Carolina law, N.C.G.S. §78A-2 (11).

(3) Sale of memberships in G&G, LLC, by each of the Respondents to persons in North Carolina between January 1, 2002 and mid-2007 were sales of securities under North Carolina law, N.C.G.S. §78A-2 (8).

(4) Sales of G&G, LLC memberships to persons in North Carolina between January 1, 2002 and mid-2007 were in violation of N.C.G.S. §78A-24.

(5) The Administrator has jurisdiction of the subject matter of the securities transactions with persons in North Carolina and the person of each of the Respondents to the extent that purchasers of memberships in North Carolina responded to their offers to sell and sales of securities, N.C.G.S. §78A-47.

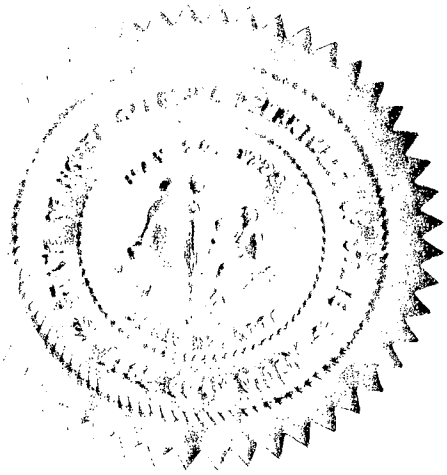
NOW, THEREFORE, the Administrator, acting through her duly appointed Deputy Securities Administrator, pursuant to and under all authority granted by the North Carolina Securities Act, upon the foregoing Findings of Fact and Conclusions of Law does hereby enter the following:

ORDER

IT IS HEREBY ORDERED that Respondents shall immediately cease and desist from offering to sell or selling securities of any kind in the State of North Carolina, including, but not limited to, memberships in G&G, LLC or any other entity, to persons residing or located in the State of North Carolina, without first complying with Chapter 78A, N.C.G.S., the North Carolina Securities Act.

This **ORDER** shall become final upon entry.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of Secretary of State, this the 22nd day of May, 2008.



ELAINE F. MARSHALL
SECRETARY OF THE STATE OF
NORTH CAROLINA and
SECURITIES ADMINISTRATOR

By:
DAVID S. MASSEY
DEPUTY SECURITIES ADMINISTRATOR

CONSENT TO ENTRY OF FINAL ORDER BY D.TRENT GOURLEY

D. Trent Gourley hereby acknowledges that he has read and understands the foregoing **FINAL ORDER**, and, while neither admitting nor denying the Findings of Fact and Conclusions of Law, he does not object to their making or the entry of the foregoing **FINAL ORDER** and acknowledges his waiver of all further substantive and procedural rights in contesting this matter.

Dated this the 14 day of May, 2008.

By: D. Trent Gourley

D. Trent Gourley

SUBSCRIBED AND SWORN TO before me this 14th day of May, 2008.

M. Dyer

Notary Public

My Commission expires: 8-31-2010

MICHAEL B. DYER NOTARY PUBLIC REG # 7067399 MY COMMISSION EXPIRES 8/31/2010 COMMONWEALTH OF VIRGINIA

CONSENT TO ENTRY OF FINAL ORDER BY G&G, LLC

G&G, LLC, hereby acknowledges that it has read and understands the foregoing **FINAL ORDER**, and, while neither admitting nor denying the Findings of Fact and Conclusions of Law, it does not object to their making or the entry of the foregoing **FINAL ORDER** and acknowledges its waiver of all further substantive and procedural rights in contesting this matter.

Dated this the 14th day of May, 2008.

G&G, LLC

By: D. Trent Gourley

Title: D. TRENT GOURLEY, PRESIDENT of GOURLEY & ASSOCIATES, INC., MANAGING MBR of GOURLEY & GOURLEY, LLC, MANAGER of G&G, LLC

SUBSCRIBED AND SWORN TO before me this 14th day of May, 2008.

M. Dyer

Notary Public

My Commission expires: 8-31-2010

MICHAEL B. DYER NOTARY PUBLIC REG # 7067399 MY COMMISSION EXPIRES 8/31/2010 COMMONWEALTH OF VIRGINIA

CONSENT TO ENTRY OF FINAL ORDER BY GOURLEY & GOURLEY, LLC

Gourley & Gourley, LLC, hereby acknowledges that it has read and understands the foregoing **FINAL ORDER**, and, while neither admitting nor denying the Findings of Fact and Conclusions of Law, it does not object to their making or the entry of the foregoing **FINAL ORDER** and acknowledges its waiver of all further substantive and procedural rights in contesting this matter.

Dated this the 14th day of MAY, 2008.

Gourley & Gourley, LLC

By: _____

Title: D. Trent Gourley, President of Gourley & Associates, INC., Manager of Gourley & Gourley, LLC

SUBSCRIBED AND SWORN TO before me this 14th day of May, 2008.

_____
Notary Public

My Commission expires: 8-31-2010

MICHAEL B. DYER NOTARY PUBLIC REG # 7067399 MY COMMISSION EXPIRES 8/31/2010 COMMONWEALTH OF VIRGINIA

CONSENT TO ENTRY OF FINAL ORDER BY GOURLEY & ASSOCIATES, INC.

Gourley & Associates, Inc. hereby acknowledges that it has read and understands the foregoing **FINAL ORDER**, and, while neither admitting nor denying the Findings of Fact and Conclusions of Law, it does not object to their making or the entry of the foregoing **FINAL ORDER** and acknowledges its waiver of all further substantive and procedural rights in contesting this matter.

Dated this the 14th day of MAY, 2008.

Gourley & Associates, Inc.

By: _____

Title: D. Trent Gourley, President

SUBSCRIBED AND SWORN TO before me this 14th day of May, 2008.

_____
Notary Public

My Commission expires: 8-31-2010

MICHAEL B. DYER NOTARY PUBLIC REG # 7067399 MY COMMISSION EXPIRES 8/31/2010 COMMONWEALTH OF VIRGINIA

CONSENT TO ENTRY OF CONSENT ORDER BY COUNSEL FOR RESPONDENTS

The undersigned counsel for Respondents, on behalf of Respondents, hereby consents to the submission of this **FINAL ORDER** to the Administrator for acceptance and entry as a final administrative order in this matter.

Dated this the 14th day of May, 2008.

McGuire Woods LLP
Counsel for Respondents

By: _____

Attorney at Law