



**Susana Martinez**  
GOVERNOR

**Robert "Mike" Unthank**  
SUPERINTENDENT

**David Jablonski**  
DEPUTY  
SUPERINTENDENT/  
ACTING SECURITIES  
DIRECTOR

**Diana Martwick**  
GENERAL COUNSEL

**Claudia Armijo**  
DEPUTY GENERAL  
COUNSEL

**Alcohol and Gaming Division**  
(505) 476-4875

**Boards and Commissions Division**  
(505) 476-4600

**Construction Industries Division**  
(505) 476-4700

**Financial Institutions Division**  
(505) 476-4885

**Manufactured Housing Division**  
(505) 476-4770

**Securities Division**  
(505) 476-4580

**Administrative Services Division**  
(505) 476-4800

**New Mexico Regulation and Licensing Department**  
**SECURITIES DIVISION**

Toney Anaya Building • 2550 Cerrillos Road • Santa Fe, New Mexico 87505 - P.O. Box 25101 •  
Santa Fe, New Mexico 87504  
(505) 476-4580 • Fax (505) 476-7704 • Toll free in New Mexico (800) 704-5533

May 16, 2016

**VIA ELECTRONIC MAIL ONLY**

Jay B. Cassidy  
Jay, LLC  
[cassidy1025@hotmail.com](mailto:cassidy1025@hotmail.com)

**RE: No-Action Letter Request for New Line Capital, LLC and David Nagler**

Dear Ms. Cassidy:

The New Mexico Securities Division (the "Division") is in receipt of your request and all supplemental documentation, made on behalf of David Nagler (CRD #1190128) and New Line Capital, LLC (CRD #143677) ("New Line"), Mr. Nagler being the principal of New Line (collectively, "Mr. Nagler" or "New Line"). Your letter requests that the Division take no action against Nagler for potential violations of laws and rules enumerated under the New Mexico Uniform Securities Act (the "Act"), referenced below. Specifically, you request the Division take no action against Mr. Nagler for failing to register as an investment advisor as required in NMSA 1978, Section 58-13C-403, between 2012 and 2014. The Division renders its opinion after careful consideration of documents obtained through its own research and documents obtained during the examination(s) made of New Line, LLC, as they pertain to the relevant time period.

For the relevant time period, Mr. Nagler operated primarily out of Santa Fe, New Mexico, with a physical address of 64 County Road 67-F, Santa Fe, NM 87505. Mr. Nagler was under the misapprehension that he qualified as a federally covered investment advisor under NMSA 1978, Section 58-13C-405C. Due to that misapprehension, Mr. Nagler merely provided notice filings to the Division, as required by NMAC Rule 12.11.5.11 for those qualified. It has been discovered and confirmed, however, that Mr. Nagler did not qualify for any exemption to the registration requirements that are enumerated in NMSA 1978, Section 58-13C-403B. Thus, the notice filings submitted by Mr. Nagler for the pertinent time period were insufficient. Based on all documents and records being considered by the Division, we have concluded that Mr. Nagler's registration with the SEC was inappropriate. For that time period, Mr. Nagler must've been registered in New Mexico. It is for Mr. Nagler's failure to appropriately register as a local investment advisor that you request no action be taken.

Since the relevant time period, Mr. Nagler has maintained proper registration with the Division as a New Mexico investment advisor. Giving

consideration to the aforementioned circumstances and all other documents referenced in this letter, and considering that a repayment was duly tendered to the Division for each year of the relevant time period, the Division will not pursue an enforcement action against Mr. Nagler or New Line.

Therefore, pursuant to NMSA 1978, Section 58-13C-605D, of the Act, the Division will take no enforcement action against Mr. Nagler for failing to properly register as a New Mexico investment advisor. This decision is made in consideration of the information contained or referenced in this letter and the adoption of the facts and analysis contained in the referenced documents, only. This decision does not reflect a legal conclusion regarding the outlined conduct of the Mr. Nagler or New Line. Moreover, this decision should not be construed as setting forth any position the Division would take regarding the anti-fraud provisions of the Act, as they would apply to the conduct discussed above. Different facts and circumstances may cause the Division to reach a different conclusion. The relief in this letter strictly applies only to the parties identified and the circumstances described in this letter.

Sincerely,

 for

Alexis Lotero, Deputy Director  
New Mexico Securities Division

AL/bt