

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER
CASE NO. S-25-0031
ORDER NO. S-25-0031-25-OR01**

**IN THE MATTER OF:
Rockstar Capital Group, LLC**

RESPONDENT

Consent Order

This Consent Order is entered pursuant to the Arkansas Securities Act ("Act"), Ark. Code Ann. §§ 23-42-101 through 23-42-509, the Rules of the Arkansas Securities Commissioner ("Rules"), 23 CAR §§ 300-101 through 300-609, and the Arkansas Administrative Procedures Act, Ark. Code Ann. §§ 25-15-101 through 25-15-221, in accordance with an agreement by and between the staff of the Arkansas Securities Department ("Staff") and Respondent, Rockstar Capital Group, LLC ("Rockstar Capital"), in full and final settlement of all claims that could be brought against Rockstar Capital on the basis of the facts set forth herein.

Rockstar Capital admits the jurisdiction of the Act, Rules, and the Arkansas Securities Commissioner ("Commissioner"), waives the right to a formal hearing and appeal, consents to the entry of this Consent Order, and agrees to abide by its terms.

FINDINGS OF FACT

1. Rockstar Capital made a notice filing for an offering of securities exempt under Tier 2 of federal Regulation A of the Securities Act of 1933 with the Arkansas Securities Department ("Department") on April 25, 2023. Pursuant to Ark. Code Ann. § 23-42-509(e)(2)(A), Rockstar Capital's filing was effective for twelve (12) months.
2. Pursuant to Ark. Code Ann. § 23-42-509(e)(2)(B), Rockstar Capital was required to renew its notice filing on or before its April 25 anniversary date or the notice filing would be terminated.

3. Rockstar Capital did not take the appropriate steps to renew its notice filing on or before its April 25, 2024, anniversary date. The Department did not receive the appropriate forms, documents, and fee required to renew a notice filing pursuant to Ark. Code Ann. § 23-42-509(e)(2)(C).
4. After it failed to renew its notice filing, Rockstar Capital continued to sell securities to Arkansas investors under its Regulation A – Tier 2 offering. Since April 2024, Rockstar has sold securities to seven (7) Arkansas investors.
5. The Staff became aware of the sales made by Rockstar Capital in June 2025 and subsequently opened an investigation.
6. Rockstar Capital has fully cooperated with the Staff during the Staff's investigation of this matter.

APPLICABLE LAW

7. Ark. Code Ann. § 23-42-509(e)(2)(B) states that a notice filing for a covered securities offering under Ark. Code Ann. § 23-42-509(e)(1) shall be renewed on or before the anniversary date of the initial notice filing, or the notice filing shall terminate.
8. 23 CAR § 300-509(a)(3)(B) states that for each additional twelve-month period in which the same offering is continued, an issuer conducting a Tier 2 offering under federal Regulation A may renew the unsold portion of its notice filing by submitting to the Commissioner on or before the expiration of the notice filing the required forms, documents, and fee.
9. Ark. Code Ann. § 23-42-209(c) provides that matters may be resolved by consent order in lieu of formal proceedings.

CONCLUSIONS OF LAW

10. Rockstar Capital violated Ark. Code Ann. § 23-42-509(e)(2)(B) and 23 CAR § 300-509(a)(3)(B) by failing to timely renew its Regulation A – Tier 2 notice filing with the Department before it continued to offer and sell securities to Arkansas investors.
11. This Consent Order is not intended to indicate that Rockstar Capital should be subject to any statutory disqualification set forth in (a) the federal securities laws or regulations promulgated thereunder, (b) the rules and regulations of any self-regulatory organizations, or (c) various states' securities laws, including any disqualifications from relying upon exemptions from registration or associated safe harbor provisions. The Staff and the Commissioner confirm that disqualification under 17 C.F.R. § 230.506(d)(1)(iii)(B) should not arise as a consequence of this Consent Order.

UNDERTAKING

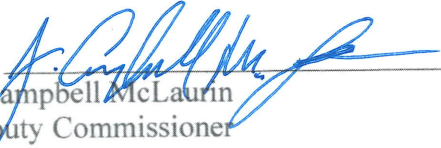
In settlement of this matter, Rockstar Capital agrees to pay a fine in the amount of \$1,000.00.

ORDER

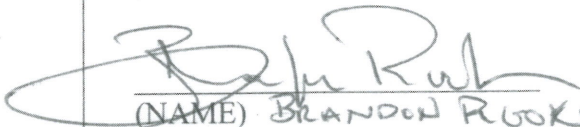
IT IS THEREFORE ORDERED that Rockstar Capital shall pay a fine in the amount of \$1,000.00 to the Department upon entry of this Order.

WITNESS MY HAND this the 23rd day of July, 2025.

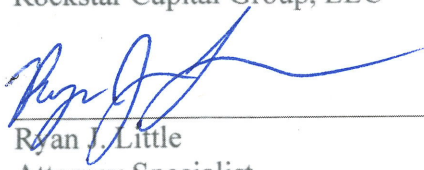
SUSANNAH T. MARSHALL
ARKANSAS SECURITIES COMMISSIONER

By: 
J. Campbell McLaurin
Deputy Commissioner
Arkansas Securities Department
1 Commerce Way, Suite 402
Little Rock, Arkansas 72202

Approved as to Form and Content:


(NAME) BRANDON ROOKS
(TITLE) MANAGER
Rockstar Capital Group, LLC

7.21.2025
Date


Ryan J. Little
Attorney Specialist
Arkansas Securities Department

7.23.2025
Date