STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

	)	
	)	**CEASE AND DESIST ORDER,**
In the Matter of Ireland & Sando, LLC,	)	**NOTICE OF AND ORDER FOR CIVIL**
a North Dakota limited liability company,	)	**PENALTIES, ORDER FOR**
and Michael J. Rydell, a/k/a Mike Rydell,	)	**RESCISSION AND**
	)	**NOTICE OF RIGHT TO**
Respondents.	)	**REQUEST A HEARING**

THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO: IRELAND & SANDO, LLC, a North Dakota limited liability company, and MICHAEL J. RYDELL, a/k/a MIKE RYDELL, RESPONDENTS.

The North Dakota Securities Commissioner (hereinafter, "Securities Commissioner") has a reasonable basis to believe that the Respondents have engaged in, are engaging in, or are about to engage in, acts, practices or transactions, as more fully described below, which are prohibited under Chapter 10-04 of the North Dakota Century Code (N.D.C.C.). It is necessary and appropriate in the public interest and for the protection of investors to restrain these acts, practices, or transactions of the Respondents.

1. Respondent, Ireland & Sando, LLC, (hereinafter, "Ireland") is a North Dakota limited liability company operated and controlled by Respondent, Michael J. Rydell, a/k/a Mike Rydell, (hereinafter, "Rydell") with its principal office described as 3608 Fairway Road North, Fargo, North Dakota 58102. Ireland is not now and has never been registered as a broker-dealer or issuer-dealer with the North Dakota Securities Department (hereinafter, "Department").

2. Respondent Rydell is a resident of Fargo, North Dakota, who, for all times relevant to this matter, operated and controlled Ireland as its principal officer. Rydell is listed as the founder of Ireland according to his LinkedIn profile. According to records provided to the Office of the North Dakota Secretary of State, the initial filing by Ireland was filed on July 23, 2019, with the business purpose listed as business consulting and management. Rydell is not now and has never been registered as an agent with the Department.
3. From at least June 15, 2018 to December 20, 2020, Rydell acted as an agent or investment adviser representative, effecting transactions in securities, specifically membership interests in at least two private funds organized and controlled by Jeremy L. Carlson (hereinafter, "Carlson") and Carlson's Investment Adviser firm, Jamieson Capital Financial, LLC (hereinafter, "Jamieson"), and received compensation from the sale of the private fund membership interests that Rydell solicited on behalf of Carlson and Jamieson. The agent commissions were commonly at 3% of the amount of the securities sold and totaled at least $54,250.
4. Specifically, Rydell received a total of $25,400 from Jamieson CAPEX Real Estate Fund LLC (hereinafter, "CAPEX") checking account through the following checks: $5,000 from the CAPEX account for an investment adviser consulting fee on June 15, 2018, with the memo line "RIA Consulting" [1]; $8,400 on March 15, 2019, with the memo line "Williams"; $4,500 on October 4, 2019, with the memo line "Margheim 150k"[2]; and $7,500 on December 7, 2020, with the memo line "Christianson 3% 1031".

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[1] On June 15, 2018, Rydell did not have any registration with Jamieson Capital Financial at the time the apparent investment adviser fee was paid to him. Rydell was still registered with Schwan Financial Advisors, LLC, where he was registered from January 1, 2014 until March 5, 2019. Rydell did not register with Jamieson Capital Financial, LLC until March 1, 2019, after this transaction took place.
[2] This commission was based on an investment into the JNR fund, but the commission was paid by a CAPEX fund account.

5. Additionally, Rydell received a total of $33,850 from the Jamieson Natural Resources Fund LLC (hereinafter, "JNR") checking account through the following checks: $1,050 on February 25, 2019 from a cashier's check; $750 on March 29, 2019; $15,000 on April 30, 2019, with the memo line "Marjkrzak 3%"; $1,500 on June 21, 2019, with the memo line "Dettmann 3%"; $2,500 on July 12, 2019, with the memo line "Cathy & Chuck 3%"; $2,500 on November 22, 2019, with the memo line "Chuck Rydell SIF"; $3,800 on December 3, 2019 with the memo line "Chuck Rydell Loan"[3]; $750 on January 24, 2020 with the memo line "Rob Margheim Realty"; and $6,000 on February 11, 2020 with the memo line "Cathy Rydell 3% SIF"[4].
6. The membership interests offered for sale and sold by Respondents in North Dakota as described are "securities" as defined in N.D.C.C. § 10-04-02(19). N.D.C.C. §10-04-04 requires that securities offered for sale or sold in North Dakota be registered or exempt from registration.
7. According to the Department and the Securities and Exchange Commission (SEC) EDGAR records, all private funds organized by Carlson and sold by and through Carlson and Jamieson relied on federal registration exemption Reg D, Rule 506(b) and N.D.C.C. § 10-04-08.4(2)(b). In pertinent part, N.D.C.C. § 10-04-08.4(2)(b) states that "[n]o security may be offered or sold under this subsection, except through or by a broker-dealer and agent registered in accordance with section 10-04-10, unless it is offered and

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[3] Charles (Chuck) Rydell signed a subscription agreement with the Secure Income Fund LLC on November 13, 2019. The $210,000 of invested funds were deposited into a Secure Income Fund LLC account, from an Entrust Group account on January 6, 2020. Prior to the funds being deposited, proceeds from a "bridge loan" to Carlson were deposited into the Secure Income Fund LLC account on November 20, 2019. The "bridge loan" was paid off on January 6, 2020, the same day the Chuck Rydell Entrust Group check was deposited. The following day on November 21, 2019, $40,000 was transferred to the CAPEX account and $160,000 was transferred to the JNR account.

[4] This commission was based on an investment into the Secure Income Fund LLC but the commission was paid from a JNR fund account.

sold through an officer, director, governor, or partner of the issuer and **no commission or other renumeration is paid, either directly or indirectly.**" (emphasis added).

8. A Central Records Depository search of Rydell indicates that Rydell was registered as an investment adviser representative for Jamieson from March 12, 2019 until April 19, 2022. The search did not produce any records to indicate that he currently has or had registrations as an agent to conduct activity as an agent during that time period.
9. Respondent Rydell was not registered as an agent with the Department at the times of the transactions referenced above. N.D.C.C. § 10-04-10(2) states it is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this chapter as an agent or is exempt from registration. Rydell engaged in at least twelve violations of N.D.C.C. § 10-04-10(2).
10. Respondent Rydell was not registered as an investment adviser representative with Jamieson when he received the consulting fee on June 15, 2018. N.D.C.C. § 10-04-10(5) states it is unlawful for an individual to transact business in this state as an investment adviser representative unless the individual is registered under this chapter as an investment advisor representative or is exempt from registration. Rydell engaged in at least one violation of N.D.C.C. § 10-04-10(5).
11. On or about April 1, 2020, Respondents Ireland and Rydell engaged in the offer for sale and sale of an unregistered promissory note issued by Ireland and signed by Rydell in the principal amount of $200,000.00, together with interest at a fixed rate of 6.0%, to Secure Income Fund, LLC, a private fund entity operated and controlled by Carlson, in Fargo, North Dakota. Upon information and belief, all principal and interest accrued and owed to Secure Income Fund, LLC remains unpaid by Ireland and Rydell.

12. The promissory note offered for sale and sold by Respondents in North Dakota as described is a "security" as defined in N.D.C.C. § 10-04-02(19). N.D.C.C. § 10-04-04 requires that securities offered for sale or sold in North Dakota be registered or exempt from registration.
13. The promissory note offered for sale and sold by Respondents in North Dakota as described has not been registered with the Securities Department under N.D.C.C. §§ 10-04-07, 10-04-07.1, 10-04-07.2, 10-04-08, or 10-04-08.1; is not an exempt security under N.D.C.C. § 10-04-05; and has not been offered for sale or sold in an exempt transaction under N.D.C.C. § 10-04-06; and is not a federal covered security or has not properly been filed as a federal covered security under N.D.C.C. § 10-04-08.4. The offer and sale of the subject security was made in violation of N.D.C.C. § 10-04-04. Respondents Ireland and Rydell each engaged in one violation of N.D.C.C. § 10-04-04.
14. The transaction referenced above was conducted at a time when Ireland was not registered as an issuer-dealer or broker-dealer with the Securities Department. Ireland engaged in one violation of N.D.C.C. § 10-04-10(1).
15. Respondent Rydell was not registered as an agent with the Securities Department at the time of the transactions referenced above. Rydell engaged in one additional violation of N.D.C.C. § 10-04-10(2).
16. Pursuant to N.D.C.C. § 10-04-16(1), the Securities Commissioner has the authority to Order that a person Cease and Desist from violations of the Securities Act, to require the rescission of transactions made in violation of the Securities Act, and to assess civil penalties in an amount not to exceed $10,000 for each violation of the Securities Act or

a total of $170,000 based on the violations described above. The violations described above are sufficient grounds for the Securities Commissioner to assess civil penalties against the Respondents pursuant to N.D.C.C. § 10-04-16(1).

17. This Order is issued in the public interest, and for the protection of investors.

NOW, THEREFORE, IT IS ORDERED, pursuant to N.D.C.C. § 10-04-16, that the Respondents shall immediately **CEASE AND DESIST:**

1. From offering for sale or selling in North Dakota the subject securities, or any other securities however denominated, unless and until such securities have been registered with the Department or are exempt from registration under N.D.C.C. Chapter 10-04.
2. From offering for sale or selling securities, or effecting transactions in securities, in North Dakota unless and until they have registered with the Department as issuer-dealers, broker-dealers or agents or are exempt from registration under N.D.C.C. Chapter 10-04.

NOTICE OF AND ORDER FOR CIVIL PENALTIES

YOU ARE NOTIFIED that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to N.D.C.C. § 10-04-16(1), in an amount not to exceed $10,000 for each violation. **IT IS ORDERED,** that Respondents Rydell and Ireland are jointly and severally liable for and shall pay a civil penalty by way of disgorgement of unlawful compensation paid and received totaling $59,250. The civil penalties assessed herein are due and payable immediately upon the entry of this Order, except to the extent that a hearing has been timely requested by the Respondents. If a hearing is requested, the Securities Commissioner expressly reserves the authority to modify this provision and to assess civil

penalties, not to exceed $10,000 per violation, regarding the violations outlined above, any other violations subsequently discovered, or any future securities violations or violations of this order. The Commissioner reserves the authority to direct any penalties to the North Dakota Investor Restitution Fund, for the purpose of repaying aggrieved investors, specifically, the individual member investors of the Jamieson CAPEX Real Estate Fund and the Jamieson Natural Resources Fund.

ORDER FOR RESCISSION

The Securities Commissioner further Orders that the Respondents Rydell and Ireland are jointly and severally liable and shall rescind the securities transaction involving the unregistered sale of a promissory note in the amount of $200,000 described herein, and any additional unregistered transactions subsequently discovered, within thirty days of the date of this Order, for the full amount paid for the securities, plus interest, and less any amounts previously repaid, pursuant to the provisions of N.D.C.C. §§ 10-04-16(1) and 10-04-17, by paying said sum into the North Dakota Investor Restitution Fund maintained and administered by the Securities Commissioner under Chapter 10-04 of the North Dakota Century Code, for the purpose of repaying aggrieved investors, as appropriate. Specifically, the member investors of the Secure Income Fund, LLC, a private fund entity operated and controlled by Carlson, are the intended third party beneficiaries of this Order and may seek to enforce their interests hereunder, pending further Order of the Securities Commissioner.

NOTICE OF RESERVATION OF COMMISSIONER'S AUTHORITY TO AMEND ORDER

YOU ARE HEREBY NOTIFIED that the above-cited violations are sufficient grounds for the relief imposed in this Order. The Department's investigation of the Respondents continues and the Commissioner expressly reserves the authority to Order additional relief

under N.D.C.C. Chapter 10-04, regarding the violations outlined above, any other violations subsequently discovered, or any future securities violations or violations of this order, in the public interest and for the protection of investors.

NOTICE OF RIGHT TO REQUEST A HEARING

YOU ARE NOTIFIED that pursuant to N.D.C.C. § 10-04-12 you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN FIFTEEN (15) DAYS AFTER THE RECEIPT OF THIS ORDER. The Respondents have the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 25th day of July, 2023.



(SEAL)

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