

BEFORE THE SECURITIES COMMISSIONER  
OF THE STATE OF KANSAS



In the Matter of:

Randy L. Kufahl,

Docket No. 24E014

KSC No. 2021-6706

Respondent.

\_\_\_\_\_  
Pursuant to K.S.A. 17-12a604

**CONSENT ORDER**

1. The Staff of the Office of the Kansas Securities Commissioner (“KSC Staff”) alleges that Randy L. Kufahl (“Kufahl”) engaged in conduct constituting violations of the Kansas Uniform Securities Act, K.S.A. 17-12a101 *et seq.* (“the KUSA”), and that Kufahl is subject to administrative sanctions and remedies under K.S.A. 17-12a604.

2. Kufahl and KSC Staff desire to settle the matters raised by KSC Staff relating to Kufahl’s alleged violations.

3. This Consent Order is issued contemporaneously and in conjunction with consent orders to be issued against Kufahl in the following other matters: Docket No. 24E015 (regarding *Premier Global Corp., et al.*) and Docket No. 24E013 (regarding *Shah-HI, LLC*).

**CONSENTS AND WAIVERS**

4. Kufahl and KSC Staff stipulate and agree that, under the KUSA, the Securities Commissioner of Kansas (“the Commissioner”) has jurisdiction over Kufahl and this matter.

5. Kufahl and KSC Staff stipulate and agree that the Commissioner has authority to enter this Order under K.S.A. 17-12a604.

6. Kufahl waives his right to a hearing with respect to these matters.

7. Kufahl waives any rights that he may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order.

8. Kufahl and KSC Staff agree to the issuance of this Order without further proceedings in this matter and agree to be fully bound by the terms and conditions specified herein.

9. Kufahl acknowledges and understands that he may consult with an attorney of his own choosing regarding this Order and its contents and acknowledges that his decision to agree to the issuance of this Order is knowing and voluntary.

10. Without admitting or denying the allegations made by the KSC Staff as reflected in the Findings of Fact and Conclusions of Law set forth below, Kufahl agrees to the issuance of this Order on the basis of such Findings of Fact and Conclusions of Law solely and only for the purposes of this proceeding and any proceeding that may be brought to enforce the terms of this specific Order.

#### FINDINGS OF FACT

11. Kufahl is an individual with a last-known address of Wheaton, KS . Kufahl has never been registered under the KUSA in any capacity.

12. In October 2018, Kufahl acted as an agent of AllTrades Industrial Development, LLC (“AllTrades”) in effecting the sale of a *Promissory Note* to one Kansas resident, for which Kufahl received transaction-based compensation.

13. The *Promissory Note* sold by Kufahl was not registered as a security under the KUSA as required. Additionally, Kufahl was not registered as an agent under the KUSA as required.

#### *AllTrades Investments*

14. AllTrades is a Texas limited liability company with its principal place of business in Lewisville, Texas. AllTrades was organized on April 12, 2018, by its Managing Member, Bruce Hall, a resident of Coppell, Texas.

15. AllTrades develops secured light industrial real estate designed for small and mid-size contractors, sub-contractors, and other service trades. Once developed, AllTrades leases the real estate as secured shop and office space, including fenced yards to house supplies and equipment, to tenants such as plumbers, electricians, mechanical contractors, roofers, landscaping companies, and auto repair shops.

16. Commencing in approximately July 2018, AllTrades issued and sold *Promissory Notes* to investors to finance its real estate development venture. The *Promissory Notes* promised to pay investors ten percent (10%) interest per annum and matured in 18 months. Investors could elect to receive their interest payments monthly, quarterly, or semi-annually. Upon the *Promissory Notes*’ maturity, AllTrades could extend or renew the *Promissory Notes* for an additional 18-month period unless the

investors provided AllTrades with a written “redemption notice” 90 days before the *Promissory Notes* matured.

17. Several *Promissory Note* investors learned about AllTrades through individuals, including Kufahl (altogether “Agents”), who were retained by DDI Advisory Group, LLC (“DDI Advisory”) to solicit potential investors to purchase the *Promissory Notes*.

18. DDI Advisory is a Kansas limited liability company with its principal place of business in Plano, Texas. DDI was organized in 2015 by its owner and President Richard “Dickie” Dean (“Dean”), a resident of Plano, Texas. AllTrades contracted with Dean and DDI Advisory to raise capital for AllTrades by selling *Promissory Notes* to investors.

19. Dean provided the Agents with verbal information and written documentation (“Offering Documents”) regarding AllTrades including a PowerPoint presentation, a Term Sheet, and a Subscription Agreement, to be used by the Agents in soliciting potential investors to purchase the *Promissory Notes*.

20. For each *Promissory Notes* sold, DDI Advisory paid the Agents transaction-based compensation equal to a percentage of the amount invested, usually 3% per annum. The Agents received their compensation periodically at the same time and intervals in which the investors received their periodic interest payments.

21. In approximately March 2022, AllTrades became a publicly traded company listed on the Toronto Stock Exchange. Shortly thereafter, AllTrades repaid the

*Promissory Note* investors all outstanding principal and interest owed under the *Promissory Notes*.

*Kufahl's sale of a Promissory Note*

22. Kufahl initially learned of AllTrades in approximately 2018 when he visited Dean in Plano, Texas. At that time, Kufahl and Dean met with two individuals from AllTrades who explained AllTrades' business venture and the *Promissory Notes*. Before selling the AllTrades *Promissory Note* described herein, Kufahl also had individual conversations with Dean about AllTrades' business venture and the *Promissory Notes*.

23. In October 2018, Kufahl sold one *Promissory Note* issued by AllTrades to one Kansas resident, S.B., for \$115,000.00.

24. For his role in selling the *Promissory Note* to S.B., Kufahl received transaction-based compensation from DDI Advisory totaling at least \$10,925.

25. At no time were the *Promissory Notes* registered under the KUSA.

26. At no time was Kufahl registered under the KUSA as an agent of AllTrades.

27. When AllTrades became a publicly traded company listed on the Toronto Stock Exchange in early 2022, AllTrades paid S.B. all outstanding principal and interest owed under her *Promissory Note*.

CONCLUSIONS OF LAW

28. The Commissioner has jurisdiction over Kufahl and this matter.

29. The *Promissory Note* described herein is a security as that term is defined in K.S.A. 17-12a102(28).

30. The *Promissory Note* was not a federal covered security, as that term is defined in K.S.A. 17-12a102(7) and was not exempt from registration under K.S.A. 17-12a201 through 17-12a203.

31. Kufahl violated K.S.A. 17-12a301 by offering and selling the *Promissory Note* to S.B.

32. In effecting the sale of the *Promissory Note* to S.B., Kufahl was an agent, as that term is defined in K.S.A. 17-12a102(2), of AllTrades, and was not exempt from registration under K.S.A. 17-12a402(b).

33. Kufahl violated K.S.A. 17-12a402 by transacting business in this state as an agent when Kufahl was neither registered under the KUSA nor exempt from registration.

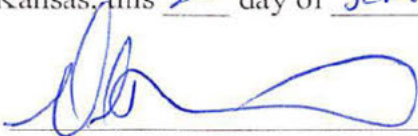
#### ORDERS

**IT IS THEREFORE ORDERED** that Kufahl shall pay a civil penalty in the amount of \$1,500. Payment shall be made payable to the “Office of the Kansas Securities Commissioner,” and delivered to Jack Clayton Johnson, Assistant General Counsel, at 1300 SW Arrowhead Road, Topeka, KS 66604. Such payment shall be made within 30 days of the issuance of this Order.

IT IS SO ORDERED BY THE COMMISSIONER.

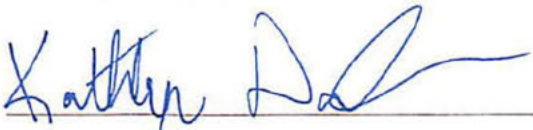
Entered at Topeka, Kansas, this 22<sup>nd</sup> day of September, 2023,





Daniel J. Klucas  
*Kansas Securities Commissioner*

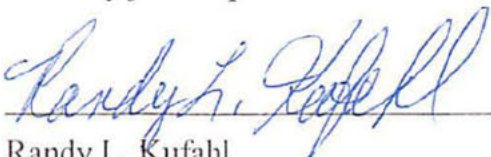
CONSENTED TO BY:



Kathlyn W. Daniels, Kansas Bar No. 28090  
Senior Staff Attorney  
OFFICE OF THE KANSAS SECURITIES COMMISSIONER  
*Attorney for KSC Staff*



Anthony L. Gosserand, Kansas Bar No. 15676  
VAN OSDOL PC  
*Attorney for Respondent*



Randy L. Kufahl  
*Respondent*

## **NOTICE**

- (1) A party to this action may petition the Commissioner for reconsideration within 15 days after service of a final order, following the procedures in K.S.A. 77-529. Under K.S.A. 77-528, a party may petition for a stay of effectiveness of this order until the time at which a petition for judicial review would no longer be timely.
  
- (2) This order may be subject to judicial review. The agency officer to receive service of a petition for judicial review on behalf of the Office of the Securities Commissioner is Jack Clayton Johnson, Assistant General Counsel, at 1300 SW Arrowhead Road, Topeka, Kansas 66604.