

1 **STATE OF WASHINGTON**
2 **DEPARTMENT OF FINANCIAL INSTITUTIONS**
3 **SECURITIES DIVISION**

4 IN THE MATTER OF DETERMINING)
5 Whether there has been a violation of the)
6 Securities Act of Washington by:)
7)
8 New NRG, Inc., formerly known as Chemical)
9 Consortium Holdings, Inc., and formerly known as)
10 China Gateway Holdings, Inc., and Jason Allen)
11 Greig, a.k.a. Jason A. Greig, a.k.a. Jason Greig and)
12 a.k.a. Jay Greig;)
13 Respondents.)

Order No. S-09-357-14-CO01

CONSENT ORDER

9 **INTRODUCTION**

10 Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division of the Department of
11 Financial Institutions and Respondents, New NRG, Inc., formerly known as Chemical Consortium Holdings, Inc., and
12 formerly known as China Gateway Holdings, Inc., and Jason Allen Greig, a.k.a. Jason A. Greig, a.k.a. Jason Greig,
13 and a.k.a. Jay Greig do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents,
14 New NRG, Inc. and Jason Allen Greig neither admit nor deny the Findings of Fact or Conclusions of Law as stated
15 below.

15 **FINDINGS OF FACT**

16 Respondents

- 17 1. New NRG, Inc., formerly named Chemical Consortium Holdings, Inc., and formerly named China Gateway
18 Holdings, Inc., was a Delaware corporation with its principal place of business in Bellingham, Washington.
19 2. Jason Allen Greig was the former Chairman, Chief Strategic Officer (“CSO”) and majority shareholder of
20 NRG, Inc.

21 Nature of the Offering

- 22 3. In 2006, Respondents offered and sold approximately \$273,000 in New NRG, Inc./Chemical Consortium
23 Holdings, Inc. stock and warrants to approximately 33 Washington residents. Respondents solicited potential investors
24 primarily through referrals from one or more investors. Respondents told investors that New NRG, Inc./Chemical
25 Consortium Holdings, Inc. was developing a biodiesel facility in the state of Washington.
4. Jason Allen Greig offered stock and warrants by telephone, email and through individual and group meetings.
Jason Allen Greig held multiple meetings at several local restaurants in Whatcom, King and Snohomish counties to

1 solicit potential New NRG, Inc./Chemical Consortium Holdings, Inc. securities investors. Jason Allen Greig told
2 investors that the money raised was to be used for the development of a biofuel production facility in Longview,
3 Washington. Jason Allen Greig showed some prospective investors a PowerPoint presentation regarding the
4 prospective Chemical Consortium Holdings, Inc. investment. Jason Allen Greig provided some prospective investors
5 with a document titled "Data Sheet Diesel Refinery." In this document, Jason Allen Greig represented, among other
6 things, that the estimated project cost for a refinery in Washington State would be \$71.3 million and that the
7 construction and completion time of the project would be 12 months. Jason Allen Greig represented that the return on
8 investment would be recovered in 1.8 years and that the equity profit for the first two years would be \$1.84 million.
9 Jason Allen Greig provided some prospective investors with a subscription agreement and a "Common Stock Unit
10 Purchase Agreement (Unit Agreement)." The total Unit Agreement offering comprised of the offer of 33,333 shares
11 of common stock with an equal number of warrants to be sold at \$10,000 per Unit. The exercise price of the warrants
12 was \$3.00 per share. Respondents did not develop a biofuel production facility or refinery. New NRG, Inc./Chemical
13 Consortium Holdings, Inc. has been inactive since 2008 through the present. Respondents have not returned the
14 Investors' investments.

11 Misrepresentations and Omissions

12 5. In 2006, Jason Allen Greig and New NRG, Inc./Chemical Consortium Holdings, Inc. gave several prospective
13 investors a document titled "Data Sheet Diesel Refinery" in which Respondents said investments would be recovered
14 in within 1.8 years and made projections about how much the investment could return without providing investors
15 with a reasonable basis for such claims.

16 6. Jason Allen Greig and New NRG, Inc./Chemical Consortium Holdings, Inc. failed to disclose to investors that,
17 in 2000, Jason Allen Greig was the subject of a Securities and Exchange ("SEC") injunction to cease and desist from
18 violations of the Securities Act of 1933 and ordered to pay a civil penalty of \$35,000. The SEC had previously charged
19 Jason Allen Greig with distributing information regarding certain microcap companies on the Internet without
20 disclosing compensation that he received from those companies.

21 7. Jason Allen Greig and New NRG, Inc./Chemical Consortium Holdings, Inc. failed to disclose to investors that
22 Jason Allen Greig had filed for Chapter 7 bankruptcy in 2000 and was discharged in 2001.

23 8. In 2006, Jason Allen Greig and New NRG, Inc./Chemical Consortium Holdings, Inc. told several investors
24 that New NRG, Inc./Chemical Consortium Holdings, Inc. stock purchased could trade as high as \$40 without
25 providing investors with a reasonable basis for such claims.

9. Jason Allen Greig and New NRG, Inc./Chemical Consortium Holdings, Inc. failed to adequately disclose to
investors the risk of failing to raise adequate funding to complete the construction of a biofuel production facility or
refinery and the minimum amount of funding necessary to complete such a project.

10. Jason Allen Greig and New NRG, Inc./Chemical Consortium Holdings, Inc. failed to provide some investors with material information about New NRG, Inc./Chemical Consortium Holdings, Inc.'s financial condition such as current or recent financial statements, the specific risks of the offering such as the inability to obtain additional financing, and Greig's prior business experience.

11. Jason Allen Greig introduced himself to prospective investors as Dr. Jason Greig, PhD. Greig failed to disclose that he has not received a degree from an accredited college or university. Greig held himself out as having a PhD in International Banking and Finance, as well as having a Bachelor's Degree and a Masters Degree in Finance through "Oxford International Studies." Greig's purported credential as a doctor of philosophy (PhD) is based on a "diploma" obtained from "Oxford International Studies." Greig failed to disclose to investors that "Oxford International Studies" is not associated with Oxford University in Cambridge, England. "Oxford International Studies" is not accredited by any agency recognized by the U.S. Council on Higher Education Accreditation.

Registration Status

12. New NRG, Inc. is not currently registered to sell securities in the state of Washington and has not previously been so registered, nor has it filed a claim of exemption from registration.

13. Jason Allen Greig is not currently registered as a broker-dealer or as a securities salesperson in the state of Washington and has not previously been so registered.

Based upon the above Findings of Fact, the following Conclusions of Law are made:

CONCLUSIONS OF LAW

I.

The offer and/or sale of stock and warrants described above constitute the offer and/or sale of a security as defined in RCW 21.20.005(14) and (17).

II.

The offer and/or sale of said securities is in violation of RCW 21.20.140 because no registration for such offer and/or sale is on file with the Securities Administrator.

III.

Jason Allen Greig has violated RCW 21.20.040 by offering and/or selling said securities while not being registered as a securities broker-dealer or salesperson in the state of Washington.

IV.

The offer and/or sale of said securities was made in violation of RCW 21.20.010 because Respondents failed to have a reasonable basis for claims made to investors and omitted material facts such as the business history and background of Respondents, the litigation and bankruptcy history of Jason Allen Greig; the specific risks of the

1 offering and financial information about New NRG, Inc./ Chemical Consortium Holdings, Inc. and information
2 relating to Greig's academic qualifications.

3 **CONSENT ORDER**

4 Based upon the foregoing and finding it in the public interest:

5 IT IS AGREED AND ORDERED that Respondents New NRG, Inc. and Jason Allen Greig, their agents and
6 employees, each shall cease and desist from violating RCW 21.20.140, the securities registration section of the
7 Securities Act of Washington.

8 IT IS AGREED AND ORDERED that Respondent Jason Allen Greig, his agents and employees, each shall
9 cease and desist from violating RCW 21.20.040, the securities salesperson and broker-dealer registration section of
10 the Securities Act of Washington.

11 IT IS AGREED AND ORDERED that Respondents New NRG, Inc. and Jason Allen Greig, their agents and
12 employees, each shall cease and desist from violating RCW 21.20.010, the anti-fraud section of the Securities Act of
13 Washington.

14 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

15 IT IS FURTHER AGREED that Respondents New NRG, Inc. and Jason Allen Greig each enters into this
16 Consent Order freely and voluntarily and with full understanding of its terms and significance.

17 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents New NRG, Inc. and Jason
18 Allen Greig, each waives their right to a hearing and to judicial review of this matter.

19 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

20 Signed this 29th day of October, 2014.

21 New NRG, Inc. by

22 /s/

23 Jason Allen Greig, principal

24 /s/

25 Jason Allen Greig, an individual

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Signed and Entered this 3rd day of November,

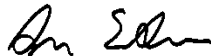
2014.



William M. Beatty
Securities Administrator

Approved by:

Presented by:



Suzanne Sarason
Chief of Enforcement



Martin Cordell,
Financial Legal Examiner

Reviewed by:



Jack McClellan
Financial Legal Examiner Supervisor