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**STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING ) Order No.: S-15-1770-16-CO01  
whether there has been a violation of the )  
Securities Act of Washington by: )  
 )  
Katana Capital, LLC; Robert Kevin Niewijk; and ) CONSENT ORDER AS TO  
Charles Maximillian Songhurst, )  
 )  
Respondents. ) Katana Capital, LLC;  
 ) Robert Kevin Niewijk; and  
 ) Charles Maximillian Songhurst  
 )

**INTRODUCTION**

On August 28, 2015, the Securities Administrator of the Securities Division of the Department of Financial Institutions (Securities Division”) issued a Statement of Charges and Notice of Intent to Enter Order to Cease and Desist, to Deny Future Registrations, to Impose Fines, and to Charge Costs (“Statement of Charges”), Order Number S-15-1770-15-SC01, against Respondents Katana Capital, LLC, Robert Kevin Niewijk, and Charles Maximillian Songhurst. Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division and Respondents Katana Capital, LLC, Robert Kevin Niewijk, and Charles Maximillian Songhurst do hereby enter into this CONSENT ORDER in settlement of the matters set forth in the Statement of Charges and as alleged below. Respondents Katana Capital, LLC, Robert Kevin Niewijk, and Charles Maximillian Songhurst neither admit nor deny the Findings of Fact and Conclusions of Law as stated below.

**FINDINGS OF FACT**

Respondents

1. Katana Capital, LLC (“Katana Capital”) is an Illinois Limited Liability Company formed on March 30, 2007. Its principal office and place of business is located at 539 South Euclid Avenue, Oak Park, IL 60304. Katana Capital was previously registered with the Washington State Securities Division (“Securities Division”) as an investment adviser from January 2, 2008 to July 22, 2015. Katana Capital’s Investment Adviser Registration Depository (“IARD”) number is 144882. Katana Capital manages one private fund, Katana Capital Partners, L.P. (“Katana Fund”), and does not manage individual client accounts.

2. Robert Kevin Niewijk (“Niewijk”) is an individual residing in Illinois. Niewijk is not currently registered with the Washington State Securities Division in any capacity. He was previously registered with the Securities Division as an investment adviser representative for Katana Capital from January 4, 2008 to July 22, 2015. Niewijk is a managing member and 50% owner of Katana Capital. Niewijk’s Central Registration Depository (“CRD”) number is 5397775.

1 3. Charles Maximillian Songhurst (“Songhurst”) currently resides in the United Kingdom. Songhurst is not  
2 currently registered with the Securities Division in any capacity. He was previously registered with the Washington  
3 State Securities Division as an investment adviser representative for Katana Capital from January 4, 2008 to July 22,  
4 2015. Songhurst is a managing member and 50% owner of Katana Capital. Songhurst’s CRD number is 5397778.

5 Nature of the Conduct

6 *Books and Records*

7 4. Katana Capital, when it was a registered investment adviser in Washington State, was required to keep  
8 financial statements prepared in accordance with generally accepted accounting principles.

9 5. From 2009-2014, Katana Capital’s financial statements failed to conform to generally accepted accounting  
10 principles. Specifically, Katana Capital omitted disclosure of Katana Fund’s investments that exceeded 5% of the  
11 partners’ capital required in the condensed schedule of investments.

12 **CONCLUSIONS OF LAW**

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

14 1. Katana Capital, LLC violated WAC 460-24A-200(1) when it did not satisfy the requirement under WAC 460-  
15 24A-200(1) to have audited financials of its pooled investment vehicle comply with generally accepted accounting  
16 principles. Such conduct is grounds to impose a fine pursuant to RCW 21.20.110(1) and RCW 21.20.395, and to  
17 charge costs pursuant to RCW 21.20.110(7) and RCW 21.20.390.

18 2. Pursuant to RCW 21.20.110(6), Robert Kevin Niewijk, as a person who controls Katana Capital, LLC, is  
19 responsible for Katana Capital, LLC’s violations of WAC 460-24A-200(1). Such conduct is grounds to impose a fine  
20 pursuant to RCW 21.20.110(1) and RCW 21.20.395, and to charge costs pursuant to RCW 21.20.110(7) and RCW  
21 21.20.390.

22 3. Pursuant to RCW 21.20.110(6), Charles Maximillian Songhurst, as a person who controls Katana Capital,  
23 LLC, is responsible for Katana Capital, LLC’s violations of WAC 460-24A-200(1). Such conduct is grounds to  
24 impose a fine pursuant to RCW 21.20.110(1) and RCW 21.20.395, and to charge costs pursuant to RCW 21.20.110(7)  
25 and RCW 21.20.390.

**CONSENT ORDER**

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

IT IS AGREED AND ORDERED that Respondents Katana Capital, LLC, Robert Kevin Niewijk, Charles Maximillian Songhurst, and their agents and employees each shall cease and desist from violating WAC 460-24A-200(1).

IT IS FURTHER AGREED AND ORDERED that Respondents Katana Capital, LLC, Robert Kevin Niewijk, and Charles Maximillian Songhurst shall be jointly liable for and shall pay a fine in the amount of \$10,000 prior to the entry of this order.

1 IT IS FURTHER AGREED AND ORDERED that Respondents Katana Capital, LLC, Robert Kevin Niewijk,  
2 and Charles Maximillian Songhurst shall be jointly liable for and shall pay investigative costs of \$1,000 prior to the  
3 entry of this order.

4 IT IS FURTHER AGREED that because this Consent Order does not include findings of fact or conclusions  
5 of law of fraudulent, manipulative, or deceptive conduct, the Securities Division does not intend disqualification  
6 under rules 506(d) of Regulation D or rule 262(a) of Regulation A of the Securities Act of 1933 to arise as a  
7 consequence of this Order.

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

9 IT IS FURTHER AGREED that Respondents Katana Capital, LLC, Robert Kevin Niewijk, and Charles  
10 Maximillian Songhurst entered into this Consent Order freely and voluntarily and with a full understanding of its  
11 terms and significance.

12 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents Katana Capital, LLC, Robert  
13 Kevin Niewijk, and Charles Maximillian Songhurst, waive their right to a hearing and to judicial review of this matter  
14 pursuant to RCW 21.20.440 and Chapter 34.05 RCW.

15 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

16 Signed this 18 day of March 2016.

17 Signed by:  
18 Katana Capital, LLC

19 /s/  
20 Robert Kevin Niewijk, Managing Member

21 Signed by:  
22 /s/  
23 Robert Kevin Niewijk, Individually

24 Signed by:  
25 /s/  
Charles Maximillian Songhurst, Individually

Signed by:  
/s/  
Roger Mellem, Attorney for Respondents  
WSBA # 14917

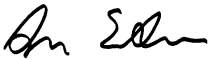
SIGNED and ENTERED this 19th day of April 2016.



William M. Beatty  
Securities Administrator

Approved by:

Presented by:



Suzanne Sarason  
Chief of Enforcement

Brian J. Guerard  
Financial Legal Examiner

Reviewed by:



Jack McClellan  
Financial Legal Examiner Supervisor