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8 Attorneys for Complainant

9  
10 BEFORE THE DEPARTMENT OF BUSINESS OVERSIGHT  
11 OF THE STATE OF CALIFORNIA

12 In the Matter of ) CRD NO. 166561  
 )  
13 THE COMMISSIONER OF BUSINESS ) CONSENT ORDER  
14 OVERSIGHT, )  
 )  
15 Complainant, )  
16 v. )  
 )  
17 Rama Capital Partners, LLC, )  
18 )  
19 Respondent. )  
\_\_\_\_\_ )

20  
21 I. CONSENT ORDER

22 This CONSENT ORDER ("Order") is entered into by and between the Complainant,  
23 California Department of Business Oversight ("Department"), by and through the California  
24 Commissioner of Business Oversight ("Commissioner") and the Respondent, Rama Capital Partners,  
25 LLC, (hereinafter collectively the "Parties").

26 II. RECITALS

27 This Order is made with reference to the following facts:

28 A. Rama is a California limited liability company, formed June 18, 2008, with its principal

1 place of business at 26901 Agoura Road, Suite 250, Calabasas, California 91301.

2 B. On October 22, 2013, the Department issued orders to Rama to: (a) desist and refrain  
3 from unlicensed investment adviser activities, and (b) pay a penalty of thirty-five thousand  
4 dollars (\$35,000.00) to the Department. Rama obtained a license on October 31, 2013.

5 C. However, on or about April 28, 2016, Rama filed an application for an investment  
6 adviser certificate with the Department. The application revealed that Rama again was engaged  
7 in unlicensed investment adviser activities.

8 D. On its application, Rama admitted that it was currently providing investment advice for  
9 a fee. The application disclosed that Rama advises the Rama Fund, LLC and manages the  
10 assets of this fund.

11 E. When the Department inquired about Rama's investment adviser activities, Rama fully  
12 cooperated. Rama indicated that its counsel intended to file a full withdrawal (Form ADV-W)  
13 to return to state registration and instead mistakenly withdrew from both the SEC and state  
14 registration, thereby causing Rama to be unlicensed at the State level for a five (5) month  
15 period.

16 F. The Department finds, based upon the information provided by Rama, that Rama was  
17 engaged in unlicensed investment adviser activity through the date hereof, in violation of CSL  
18 section 25230(a).

19 NOW, THEREFORE, for good and valuable consideration, and the terms and conditions set  
20 forth herein, the Parties agree as follows:

21 III. TERMS AND CONDITIONS

22 1. **Purpose:** The purpose of this Order is to settle and resolve the issues between the Parties  
23 hereto, for judicial economy and expediency, and to avoid the expense of a hearing, and possible  
24 further court proceedings.

25 2. **Waiver of Hearing Rights:** Rama acknowledges the right to a hearing under the Corporate  
26 Securities Law of 1968 in connection with this Order and the application for an investment adviser  
27 certificate and hereby waives that right to a hearing, and to any reconsideration, appeal, or other  
28 right to review which may be afforded pursuant to the Corporate Securities Law of 1968, the

1 California Administrative Procedure Act, the California Code of Civil Procedure, or any other  
2 provision of law, and by waiving such rights, consent to the penalties becoming final.

3 3. **Acknowledgement:** Rama stipulates to the issuance of the Order and acknowledges that  
4 this action can be used in future proceedings that may be initiated by or brought before the  
5 Department. The Parties agree that this Order and any acknowledgements hereunder shall not be  
6 admissible or binding against Rama in any action(s) brought against Rama by third parties that are  
7 not signatories to this Order or in any other proceedings except as expressly permitted by this  
8 paragraph 3 before the Department.

9 4. **Certification:** Rama stipulates to undertake all appropriate steps designed to assure full  
10 compliance with the laws of California in connection with the licensing of Rama’s business as an  
11 investment adviser. Rama acknowledges that failure to comply under this Order shall be a breach of  
12 this Order and shall be cause for the Commissioner to immediately revoke any licenses held by,  
13 and/or deny any pending application(s) of Rama, its successors and assigns, by whatever names they  
14 might be known. Rama hereby waives any notice and hearing rights to contest such revocations  
15 and/or denial(s) which may be afforded under the Corporate Securities Law of 1968, the California  
16 Administrative Procedure Act, the California Code of Civil Procedure, or any other provision of law  
17 in connection with this action.

18 5. **Desist and Refrain Order:** The Department finds that Rama has conducted business as an  
19 investment adviser in this state without first securing from the Commissioner a certificate, then in  
20 effect, in violation of Corporations Code section 25230, subdivision (a). Accordingly, Rama is  
21 hereby ordered to desist and refrain from acting as an investment adviser in the State of California  
22 unless and until it has first applied for and secured from the Commissioner a certificate authorizing it  
23 to act as an investment adviser, or unless exempt. This Order is necessary, in the public interest, for  
24 the protection of investors, and consistent with the purpose, policies and provisions of the Corporate  
25 Securities Law of 1968.

26 6. **Administrative Penalties:** Rama (or its counsel on Rama’s behalf) agrees to pay to the  
27 Commissioner penalties totaling, in the aggregate, ten thousand dollars (\$10,000.00) (“Penalties”).  
28 Such Penalties shall be paid by Rama within thirty (30) days of the date of the Order. The check

1 shall be made payable to “The Department of Business Oversight,” and shall be sent by Rama to the  
2 following address:

3 Timothy L. Le Bas, Senior Corporations Counsel  
4 Department of Business Oversight  
5 1515 K St., Suite 200  
6 Sacramento, CA 95814

7 In the event the payment due date falls on a weekend or holiday, the payment shall be due the next  
8 business day. Rama acknowledges that failure to timely pay the Penalties in this Order shall be a  
9 breach of this Order and shall be cause for the Commissioner to immediately revoke any licenses  
10 held by, and/or deny any pending application(s) of Rama, its successors and assigns, by whatever  
11 names they might be known. Rama hereby waives any notice and hearing rights to contest such  
12 revocations and/or denial(s) which may be afforded under the Corporate Securities Law of 1968, the  
13 California Administrative Procedure Act, the California Code of Civil Procedure, or any other  
14 provision of law in connection therewith.

15 7. **Future Actions by the Commissioner:** Other than as to the matters resolved herein, the  
16 Commissioner reserves the right to bring any future action(s) against Rama and/or any of the  
17 officers, directors, shareholders, or employees of Rama for any and all unknown or future violations  
18 of the Corporate Securities Act of 1968. Other than as to the matters resolved herein, this Order  
19 shall not serve to exculpate Rama or any of the officers, directors, shareholders, or employees of  
20 Rama from liability for any and all unknown or future violations of the Corporate Securities Act of  
21 1968.

22 8. **Effective Date:** This Order shall not become effective until signed and dated by each of the  
23 parties hereto.

24 9. **Order Coverage:** The Parties hereby acknowledge and agree that this Order is intended to  
25 constitute a full, final, and complete resolution of this matter (including, but not limited to, any and  
26 all assertions by the Department that Rama has allegedly engaged in unlicensed investment adviser  
27 activity through the effective date of this Order). The Parties further acknowledge and agree, except  
28 as provided in paragraph 3, above, that nothing contained in this Order shall operate to limit the  
Commissioner's ability to cooperate with any other agency, county, state or federal, with any

1 prosecution, administrative, civil or criminal, brought by any such agency against Rama based upon  
2 any of the activities alleged in this matter or otherwise.

3 10. **Independent Legal Advice:** Each of the Parties represents, warrants, and agrees that it has  
4 received or been advised to seek independent legal advice from its attorneys with respect to the  
5 advisability of executing this Order.

6 11. **No Other Representation:** Each of the parties represents, warrants, and agrees that in  
7 executing this Order it has relied solely on the statements set forth herein and the advice of its own  
8 counsel. Each of the parties further represents, warrants, and agrees that in executing this Order it  
9 has placed no reliance on any statement, representation, or promise of any other party, or any other  
10 person or entity not expressly set forth herein, or upon the failure of any party or any other person or  
11 entity to make any statement, representation or disclosure of anything whatsoever. The parties have  
12 included this clause: (1) to preclude any claim that any party was in any way fraudulently induced to  
13 execute this Order; and (2) to preclude the introduction of parol evidence to vary, interpret,  
14 supplement, or contradict the terms of this Order.

15 12. **Modifications and Qualified Integration:** No amendment, change or modification of this  
16 Order shall be valid or binding to any extent unless it is in writing and signed by all of the parties  
17 affected by it.

18 13. **Full Integration:** This Order is the final written expression and the complete and exclusive  
19 statement of all the agreements, conditions, promises, representations, and covenants between the  
20 parties with respect to the subject matter hereof, and supersedes all discussions between and among  
21 the parties, their respective representatives, and any other person or entity, with respect to the subject  
22 matter covered hereby.

23 14. **No Presumption From Drafting:** In that the parties have had the opportunity to draft,  
24 review and edit the language of this Order, no presumption for or against any party arising out of  
25 drafting all or any part of this Order will be applied in any action relating to, connected to, or  
26 involving this Order. Accordingly, the parties waive the benefit of Civil Code section 1654 and any  
27 successor or amended statute, providing that in cases of uncertainty, language of a contract should be  
28 interpreted most strongly against the party who caused the uncertainty to exist.

1 15. **Counterparts:** This Order may be executed in any number of counter-parts by the Parties,  
2 and when each party has signed and delivered at least one such counterpart to the other party, each  
3 counterpart shall be deemed an original and taken together shall constitute one and the same Order.  
4 This Order may be executed via original signatures exchanged by facsimile or electronic means.

5 16. **Headings and Governing Law:** The headings to the paragraphs of this Order are inserted  
6 for convenience only and will not be deemed a part hereof or affect the construction or interpretation  
7 of the provisions hereof. This Order shall be construed and enforced in accordance with, and  
8 governed by, the laws of the State of California.

9 17. **Authority For Settlement:** Each party warrants and represents that such party is fully  
10 entitled and duly authorized to enter into and deliver this Order. In particular, and without limiting  
11 the generality of the foregoing, each party warrants and represents that it is fully entitled to enter into  
12 the covenants, and undertake the obligations set forth herein.

13 18. **Public Record:** Rama hereby acknowledges that this enforcement action and Order will be a  
14 matter of public record.

15 19. **Voluntary Agreement:** The Parties each represent and acknowledge that he, she, or it is  
16 executing this Order completely voluntarily and without any duress or undue influence of any kind  
17 from any source.

18 IN WITNESS WHEREOF, the Parties hereto have approved and executed this Order on the  
19 dates set forth opposite their respective signatures.

20 Dated: 10/18/16 Commissioner of Business Oversight

21  
22 By \_\_\_\_\_  
23 MARY ANN SMITH  
24 Deputy Commissioner  
Enforcement Division

25 Dated: 10/13/16 Rama Capital Partners, LLC

26  
27 By \_\_\_\_\_  
28 ALIM KASSAM, Chief Executive Officer  
Rama Capital Partners, LLC

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Approved as to Form and Content

Dated: 10/14/16

By \_\_\_\_\_  
KEVIN KIM  
Attorney on Behalf of  
Rama Capital Partners, LLC