

1 PRESTON DuFAUCHARD
California Corporations Commissioner
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Deputy Commissioner
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Senior Corporations Counsel
4 DEPARTMENT OF CORPORATIONS
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7 Attorneys for Complainant

8 BEFORE THE DEPARTMENT OF CORPORATIONS
9 OF THE STATE OF CALIFORNIA
10

11 In the Matter of	)	CASE NO. OAH# 2011030171
)	
12 THE CALIFORNIA CORPORATIONS	)	FILE NO. CRD# 2214419
13 COMMISSIONER,)	
	)	STIPULATION TO ORDERS:
14 Complainant,)	
15 v.	)	1. DENYING THE INVESTMENT
	)	ADVISER CERTIFICATE
16 WANDA PITTMAN SEARS,	)	APPLICATION OF
	)	WANDA PITTMAN SEARS
17 Respondent.)	
	)	2. BARRING WANDA PITTMAN SEARS
	)	FROM ANY POSITION OF
	)	EMPLOYMENT, MANAGMENT
	)	OR CONTROL OF ANY
	)	INVESTMENT ADVISER, BROKER-
	)	DEALER OR COMMODITY ADVISER
)	

21 This Stipulation is entered into between Wanda Pittman Sears ("Sears") and the California
22 Corporations Commissioner ("Commissioner") and is made with respect to the following facts:
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24 **RECITALS**

25 A. On or about March 15, 2010, Sears electronically filed an application on the Form ADV for
26 investment adviser registration in the State of California.
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1 B. At the time that Sears filed her application with the Commissioner, she was subject to two
2 six-month regulatory suspensions imposed by the Financial Industry Regulatory Authority, Inc.,
3 which were to be served concurrently beginning December 7, 2009 and ending June 6, 2010.

4 C. On June 25, 2008, Sears entered into a settlement agreement with the Securities and Retail
5 Franchise division of the Virginia State Corporations Commission to resolve an enforcement action
6 brought against her for multiple violations of the state securities laws.

7 D. On December 29, 2010, the Commissioner issued a Statement Of Issues and Accusation in
8 Support of Notice Of Intention to Issue Orders Denying the Investment Adviser Certificate
9 Application of Wanda Pittman Sears and Barring Wanda Pittman Sears from Any Position of
10 Employment, Management or Control of Any Investment Adviser, Broker-Dealer or Commodity
11 Adviser based upon the following:
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- 13 1. Sears has been subject to the order of an “administrator, association, or exchange . . .
14 which is or has been necessary for the protection of any investor” within the meaning
15 of Corporations Code section 25232, subdivision (d)(3);
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- 17 2. Sears failed to disclose required material facts in an application filed with the
18 Commissioner within the meaning of Corporations Code section 25232, subdivision
19 (a);
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- 21 3. Sears has violated the provisions of a similar regulatory scheme of a foreign
22 jurisdiction within the meaning of Corporations Code section 25232, subdivision (h),
23 and it is in the public interest to deny Respondent’s application; and,
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- 25 4. Sears is subject to “an order specified in subdivision (d) of [s]ection 25232” by virtue
26 of the June 2008 order issued by the Virginia securities regulator barring Sears from
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any association or employment with any registered broker-dealer or investment adviser, or any federally covered investment adviser for a five-year period.

E. Sears timely requested an administrative hearing which was set for August 31, 2011.

F. It is the intention and desire of the parties to resolve the issues without the necessity of a hearing and/or other litigation.

NOW, THEREFORE, in consideration of the foregoing, and the terms and conditions set forth herein, the parties agree as follows:

TERMS AND CONDITIONS

1. Sears hereby agrees to the immediate issuance by the Commissioner of an Order denying her investment adviser certificate application pursuant to Corporations Code section 25232 and barring Sears from any position of employment, management or control of any investment adviser, broker-dealer or commodity adviser pursuant to Corporations Code section 25232.1. A copy of this Order is attached and incorporated as Exhibit A.

2. Sears does not admit or deny the allegations contained in the Order.

3. Sears waives her right to a hearing, and to any reconsideration, appeal, or other rights that may be afforded pursuant to the California Corporate Securities Law and the California Administrative Procedure Act, or any other provision of law in connection with this matter herein.

4. The parties hereby acknowledge and agree that this Stipulation is intended to constitute a full, final and complete resolution of this matter. The parties further acknowledge and agree that nothing contained in this Stipulation shall operate to limit the Commissioner's ability to assist any other agency (county, state or federal) with any prosecution, administrative, civil or criminal, brought by any such agency against Sears based upon any of the activities alleged in this matter or otherwise.

1 5. Each of the parties represents, warrants, and agrees that it has received independent
2 advice from its attorney(s) and/or representatives with respect to the advisability of executing this
3 Stipulation.

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

13 7. This Stipulation is the final written expression and the complete and exclusive
14 statement of all the agreements, conditions, promises, representations, and covenants between the
15 parties with respect to the subject matter hereof, and supersedes all prior or contemporaneous
16 agreements, negotiations, representations, understandings, and discussions between and among the
17 parties, their respective representatives, and any other person or entity, with respect to the subject
18 matter covered hereby.

19 8. In that the parties have had the opportunity to draft, review and edit the language of this
20 Stipulation, no presumption for or against any party arising out of drafting all or any part of this
21 Stipulation will be applied in any action relating to, connected, to, or involving this Stipulation.
22 Accordingly, the parties waive the benefit of California Civil Code § 1654 and any successor or
23 amended statute, providing that in cases of uncertainty, language of a contract should be interpreted
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most strongly against the party who caused the uncertainty to exist.

9. This Stipulation may be executed in one or more counterparts, each of which shall be an original but all of which, together, shall be deemed to constitute a single document.

10. Each signator hereto covenants that he/she possesses all necessary capacity and authority to sign and enter into this Stipulation.

Dated: 4/11/2011

PRESTON DUFAUCHARD
California Corporations Commissioner

By _____
ALAN S. WEINGER
Deputy Commissioner

Dated: 4-1-11

By _____
WANDA PITMAN SEARS

Approved as to form on
4-1, 2011:

By _____
KENT G. SNYDER, ESQ.
Attorney for Wanda Pittman Sears