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10 Attorneys for Complainant

11 BEFORE THE DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION
12 OF THE STATE OF CALIFORNIA

13 In the Matter of:) CFL LICENSE NO.: 60DBO-49692
14 THE COMMISSIONER OF FINANCIAL) CONSENT ORDER
15 PROTECTION AND INNOVATION,)
16 Complainant,)
17 v.)
18 LIBERTY CAPITAL GROUP, INC.,)
19 Respondent.)
20)
21)

22 This Consent Order is entered into between the Commissioner of Financial Protection and
23 Innovation (Commissioner) and Liberty Capital Group, Inc. (Respondent) and is made with respect
24 to the following facts:

25 **I.**

26 **RECITALS**

27 A. The Commissioner has jurisdiction over the licensing and regulation of persons and
28 entities engaged in the business of finance lending or brokering under the California Financing Law
(CFL) (Fin. Code, § 22000 et seq.).

1 B. Respondent is a corporation with a principal place of business at 1011 Camino Del
2 Rio South, Suite 440, San Diego, California 92108.

3 C. Respondent is licensed as a finance broker and lender under the CFL with main
4 license number 60DBO-49692.

5 D. Respondent operates no branch office in California.

6 E. In accordance with Financial Code section 22159, CFL licensees must file an annual
7 report with the Commissioner by March 15 of each year (Annual Report).

8 F. On January 5, 2022, the Commissioner again notified CFL licensees of the March 15,
9 2022 deadline to file their Annual Reports by sending notice to the email address each CFL licensee
10 must establish for communications from the Commissioner pursuant to the Commissioner's Order
11 on Electronic Communications, dated November 22, 2013. The notification again warned that the
12 Commissioner could assess monetary penalties for untimely filing or failing to file pursuant to
13 Financial Code section 22715(b).

14 G. On February 17, 2022, the Commissioner again notified CFL licensees of the March
15 15, 2022 deadline to file their Annual Reports by sending notice to the email address each CFL
16 licensee established pursuant to the Commissioner's Order on Electronic Communications, dated
17 November 22, 2013. The notification warned that the Commissioner could assess penalties and
18 summarily revoke licenses for untimely filing or failing to file pursuant to Financial Code section
19 22715.

20 H. On March 2, 2022, the Commissioner again notified CFL licensees of the March 15,
21 2022 deadline to file their Annual Reports by sending notice to the email address each CFL licensee
22 established pursuant to the Commissioner's Order on Electronic Communications, dated November
23 22, 2013. The notification warned that the Commissioner could assess penalties and summarily
24 revoke licenses for untimely filing or failing to file pursuant to Financial Code section 22715.

25 I. As of March 15, 2022, Respondent had not filed its Annual Report with the
26 Commissioner. As a result, the Commissioner issued a notice on March 18, 2022 to Respondent to
27 Respondent's email address established pursuant to the Commissioner's Order on Electronic
28 Communications, dated November 22, 2013, advising Respondent that it should file its Annual

1 Report by or before March 30, 2022 or else its license would be summarily revoked pursuant to
2 Financial Code section 22715.

3 J. As of March 30, 2022, Respondent had not filed its Annual Report with the
4 Commissioner as directed in the March 18, 2022 notice. As a result, on April 19, 2022, the
5 Commissioner issued an Order Summarily Revoking California Finance Lender and/or Broker
6 License(s) pursuant to Financial Code Section 22715 for CFL License Number 60DBO-49692
7 (Summary Revocation Order).

8 K. Upon receiving the Summary Revocation Order, Respondent timely notified the
9 Commissioner that Respondent was requesting a hearing on the Summary Revocation Order.

10 L. On May 5, 2022, Respondent submitted its Annual Report, which was due on March
11 15, 2022, 36 business days late. Pursuant to Financial Code Section 22715, the maximum penalty
12 that may be imposed for filing 36 business days late is \$16,000.00 (\$100 per business day for the
13 first five business days and \$500 per business day thereafter up to a maximum of \$25,000).

14 M. In connection with these proceedings, Respondent represented to the Commissioner
15 that it had taken no new applications under its license.

16 N. The Commissioner finds that entering into this Consent Order is in the public interest
17 and consistent with the purposes fairly intended by the policies and provisions of the CFL.

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

20 **II.**

21 **TERMS AND CONDITIONS**

22 1. Purpose. The parties intend to resolve this matter for the purpose of judicial economy
23 and expediency and without the uncertainty and expense of a hearing or other litigation.

24 2. Order Rescinding the Summary Revocation Order. The Commissioner hereby
25 rescinds the Summary Revocation Order which had been issued on April 19, 2022 (Summary
26 Revocation Order).

27 3. Administrative Penalty. Respondent shall pay an administrative penalty of
28 \$12,000.00 no later than 30 days after the effective date of this Consent Order as defined in

1 paragraph 25. The penalty must be made payable in the form of a cashier’s check or Automated
2 Clearing House deposit to the Department of Financial Protection and Innovation and transmitted to
3 the attention of Accounting – Litigation, Department of Financial Protection and Innovation, 2101
4 Arena Boulevard, Sacramento, California 95834. Notice of the payment must be concurrently sent
5 to Quincy Vien, Counsel, Department of Financial Protection and Innovation, 320 West 4th Street,
6 Suite 750, Los Angeles, California 90013.

7 4. Failure to Pay Administrative Penalty. If Respondent fails to comply with paragraph
8 3, the Commissioner may summarily suspend Respondent from engaging in business under its
9 license until it provides evidence of compliance to the Commissioner’s satisfaction. Respondent
10 hereby waives any notice or hearing rights afforded under the Administrative Procedure Act,
11 including Government Code section 11415.60, subdivision (b); Code of Civil Procedure; or any
12 other provision of law to contest the summary suspension contemplated by this paragraph.

13 5. Waiver of Hearing Rights. Respondent acknowledges the Commissioner is ready,
14 willing, and able to proceed with a hearing on the Summary Revocation Order on the charges
15 contained in this Consent Order. Respondent hereby waives the right to any hearings, and to any
16 reconsideration, appeal, or other right to review which may be afforded pursuant to the CFL, the
17 California Administrative Procedure Act, the California Code of Civil Procedure, or any other
18 provision of law. Respondent further expressly waives any requirement for the filing of an
19 Accusation pursuant to Government section 11415.60, subdivision (b). By waiving such rights,
20 Respondent effectively consents to this Consent Order and the Order Rescinding the Summary
21 Revocation Order becoming final.

22 6. Full and Final Resolution. The parties hereby acknowledge and agree that this
23 Consent Order is intended to constitute a full and final resolution of the violations described herein,
24 and that no further proceedings or actions will be brought by the Commissioner in connection with
25 these matters except under the CFL or any other provision of law, or excepting therefrom any
26 proceeding to enforce compliance with the terms of this Consent Order.

27 7. Failure to Comply with Consent Order. Respondent agrees that if it fails to comply
28 with the terms of this Consent Order, the Commissioner may, in addition to all other available

1 remedies it may invoke under the CFL, summarily suspend/revoke the CFL license of Respondent
2 until Respondent is in compliance. Respondent waives any notice and hearing rights to contest such
3 summary suspensions/revocations which may be afforded under the CFL, the California
4 Administrative Procedure Act, the California Code of Civil Procedure, or any other provision of law
5 in connection therewith.

6 8. Information Willfully Withheld or Misrepresented. This Consent Order may be
7 revoked, and the Commissioner may pursue any and all remedies available under law against
8 Respondent if the Commissioner discovers that Respondent knowingly or willfully withheld or
9 misrepresented information used for and relied upon in this Consent Order.

10 9. Future Actions by Commissioner. If Respondent fails to comply with the terms of the
11 Consent Order, the Commissioner may institute proceedings for any and all violations otherwise
12 resolved under this Consent Order. The Commissioner reserves the right to bring any future actions
13 against Respondent, or any of its partners, owners, officers, shareholders, directors, employees or
14 successors for any and all unknown violations of the CFL.

15 10. Assisting Other Agencies. Nothing in this Consent Order limits the
16 Commissioner's ability to assist any other government agency (city, county, state or federal) with
17 any prosecution, administrative, civil or criminal action brought by that agency against Respondent
18 or any other person based on any of the activities alleged in this matter or otherwise.

19 11. No Presumption Against Drafter. Each party acknowledges that it has had the
20 opportunity to draft, review, and edit the language of this Consent Order. Accordingly, the parties
21 intend no presumption for or against the drafting party will apply in construing any part of this
22 Consent Order. The parties waive the benefit of Civil Code section 1654 as amended or
23 corresponding provisions of any successor statute, which provide that in cases of uncertainty,
24 language of a contract should be interpreted most strongly against the party who caused the
25 uncertainty to exist.

26 12. Independent Legal Advice. Each of the parties represents, warrants, and agrees that it
27 has had the opportunity to receive independent advice from an attorney(s) and/or representatives
28 with respect to the advisability of executing this Consent Order.

1 13. Headings. The headings to the paragraphs of this Consent Order are inserted for
2 convenience only and will not be deemed a part hereof or affect the construction or interpretation of
3 the provisions hereof.

4 14. Binding. This Consent Order is binding on all heirs, assigns, and/or successors in
5 interest.

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

15 16. Waiver, Amendments, and Modifications. No waiver, amendment, or modification of
16 this Consent Order will be valid or binding unless it is in writing and signed by each of the parties.
17 The waiver of any provision of this Consent Order will not be deemed a waiver of any other
18 provision. No waiver by either party of any breach of, or of compliance with, any condition or
19 provision of this Consent Order by the other party will be considered a waiver of any other condition
20 or provision or of the same condition or provision at another time.

21 17. Full Integration. This Consent Order is the final written expression and the complete
22 and exclusive statement of all the agreements, conditions, promises, representations, and covenants
23 between the parties with respect to the subject matter hereof, and supersedes all prior or
24 contemporaneous agreements, negotiations, representations, understandings, and discussions
25 between and among the parties, their respective representatives, and any other person or entity, with
26 respect to the subject matter covered hereby.

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1 18. Governing Law. This Consent Order will be governed by and construed in
2 accordance with California law. Each of the parties hereto consents to the jurisdiction of such court
3 and thereby irrevocably waives, to the fullest extent permitted by law, the defense of an inconvenient
4 forum to the maintenance of such action or proceeding in such court.

5 19. Counterparts. This Consent Order may be executed in one or more separate
6 counterparts, each of which when so executed, shall be deemed an original. Such counterparts shall
7 together constitute a single document.

8 20. Effect Upon Future Proceedings. If Respondent applies for any license, permit or
9 qualification under the Commissioner’s current jurisdiction, or are the subject of any future action by
10 the Commissioner to enforce this Consent Order, then the subject matter hereof shall be admitted for
11 the purpose of such application(s) or enforcement proceeding(s).

12 21. Voluntary Agreement. Respondent hereby enters into this Consent Order voluntarily
13 and without coercion and acknowledges that no promises, threats, or assurances have been made by
14 the Commissioner or any officer, or agent thereof, about this Consent Order. The parties each
15 represent and acknowledge that he, she or it is executing this Consent Order completely voluntarily
16 and without any duress or undue influence of any kind from any source.

17 22. Notice. Any notice required under this Consent Order shall be provided to each party
18 at the following addresses:

19 To Respondent: Liberty Capital Group, Inc.
20 c/o Jules Adrian Dalsey, President
21 1011 Camino Del Rio South, Suite 440
22 San Diego, California 92108
adrian@libertycapitalgroup.com

23 To the Commissioner: Quincy Vien, Counsel
24 Department of Financial Protection and Innovation
25 320 West 4th Street, Suite 750
Los Angeles, California 90013
Quincy.Vien@dfpi.ca.gov

26 23. Signatures. A fax or electronic mail signature shall be deemed the same as an
27 original signature.

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24. Public Record. Respondent hereby acknowledges that the Consent Order is and will be a matter of public record.

25. Effective Date. This Consent Order shall become final and effective when signed by all parties and delivered by the Commissioner’s agent via e-mail to Respondent at the following email address: adrian@libertycapitalgroup.com.

26. Authority to Sign. Each signatory hereto covenants that he/she possesses all necessary capacity and authority to sign and enter into this Consent Order and undertake the obligations set forth herein.

Dated: May 31, 2022

CLOTHILDE V. HEWLETT
Commissioner of Financial Protection and Innovation



By: _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division

Dated: May 27, 2022

LIBERTY CAPITAL GROUP, INC.

By: _____
JULES ADRIAN DALSEY
President
(On Behalf of Liberty Capital Group, Inc.)