

1 MARY ANN SMITH
Deputy Commissioner
2 JOANNE ROSS (State Bar No. 202338)
Senior Counsel
3 VANESSA LU (State Bar No. 295217)
Senior Counsel
4 TAYLOR HERRLINGER (State Bar No. 314791)
Counsel
5 RYAN CASSIDY (State Bar No. 340274)
Counsel
6
7 Department of Financial Protection and Innovation
2101 Arena Boulevard
8 Sacramento, California 95834
9 Telephone: (916) 936-7908
Facsimile: (916) 928-7929
10

11 Attorneys for Complainant

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

14 In the Matter of:) CRD NO.: 281300
15 THE COMMISSIONER OF FINANCIAL)
PROTECTION AND INNOVATION,) Consent Order
16)
17 Complainant,)
18 v.)
19 RC WEALTH MANAGEMENT LLC,)
20 Respondent.)
21)

22 The Commissioner of Financial Protection and Innovation (Commissioner) and RC Wealth
23 Management, LLC (RC Wealth Management) (collectively, the Parties), enter into this Consent Order
24 with respect to the following facts:

25 **I.**
26 **Recitals**

27 A. The Commissioner is authorized to administer and enforce the provisions of the
28 Corporate Securities Law of 1968 (Corp. Code, § 25000 et seq.) (CSL) and the regulations

1 promulgated thereunder at title 10 of the California Code of Regulations, which include the licensure,
2 examination, and regulation of investment advisers and broker-dealers.

3 B. RC Wealth Management is a California limited liability company with its principal
4 place of business at 1555 Lakeside Drive 80, Oakland California 94612.

5 C. On April 7, 2016, the Commissioner issued an investment adviser certificate to RC
6 Wealth Management pursuant to Corporations Code section 25230, Central Registration Depository
7 (CRD) Number 311418.

8 D. Cassandra Ralene Cummings (CRD NO. 5106659) is the managing members and
9 investment adviser representatives of RC Wealth Management.

10 E. On June 30, 2022, the Commissioner instructed RC Wealth Management to file an
11 annual amendment to its Form ADV in Investment Adviser Registration Depository (IARD) no later
12 than 30 days after June 30, 2022, the date of the letter.

13 F. According to IARD, the investment adviser failed to timely file an annual updating
14 amendment to its Form ADV for Fiscal Year 2021. Pursuant to California Code of Regulations, title
15 10, section 260.241.4, subdivision (e), a licensed investment adviser shall file an annual updating
16 amendment, in accordance with the instructions in Form ADV, with IARD in accordance with its
17 procedures for transmission to the Commissioner within ninety (90) days of the end of the investment
18 adviser's fiscal year.

19 G. As a result of the foregoing, on or about September 8, 2022, the Commissioner issued
20 an Order to Discontinue Violation against RC Wealth Management pursuant to Corporations Code
21 section 25249 for violations of Corporations Code section 25241 and California Code of Regulations,
22 title 10, section 260.241.4, subdivision (e).

23 H. After the Order to Discontinue became final, RC Wealth Management still did not file
24 an annual updating amendment. On or about November 28, 2022, the Commissioned issued a
25 Suspension Order against RC Wealth Management for the continuing failure to file an annual
26 updating amendment and for violation of the Order to Discontinue Violation.

27 I. On or about January 19, 2022, RC Wealth Management submitted its 2021 annual
28 updating amendment to Form ADV, with IARD.

1 J. RC Wealth Management admits to the jurisdiction of the Department of Financial
2 Protection and Innovation (Department) and it is the intention of the Parties to resolve this matter
3 without the necessity of a hearing and/or other litigation.

4 K. The Commissioner finds this action is appropriate, in the public interest, is necessary
5 for the protection of investors, and is consistent with the purposes fairly intended by the policies and
6 procedures of the CSL.

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

9 **II.**
10 **Terms**

11 1. Purpose: This Consent Order resolves the issues before the Commissioner described
12 paragraphs A-K above in a manner that avoids the expense of a hearing and other possible court
13 proceedings, protects consumers, is in the public interest, and is consistent with the purposes and
14 provisions of the CSL.

15 2. Rescission Order: The Suspension Order issued against RC Wealth Management on
16 November 28, 2022, pursuant to Corporations Code section 25242 is hereby rescinded. The Parties
17 agree that the Rescission Order shall immediately rescind the outstanding Suspension Order.

18 3. Penalties: Pursuant to Corporations Code section 25252, RC Wealth Management agrees
19 to pay \$1,000.00 in penalties to the Commissioner within 30 days of the Effective Date of this
20 Consent Order. The penalty must be made payable in the form of a cashier's check or Automated
21 Clearing House deposit to the Department of Financial Protection and Innovation and transmitted to
22 the attention of Accounting – Litigation, at the Department of Financial Protection and Innovation,
23 2101 Arena Boulevard, Sacramento, California 95834. Notice of the payment must be concurrently
24 sent to Alla Karpuk, Financial Institutions Manager, Broker-Dealer Investment Adviser Unit via
25 email at alla.karpuk@dfpi.ca.gov.

26 ///

27 ///

28

1 4. Filings: RC Wealth Management understands and agrees that the Commissioner will file a
2 Form U6 on IARD that describes the terms of this Consent Order and identify this as a regulatory
3 action.

4 5. Waiver of Hearing Rights: RC Wealth Management acknowledges that the Commissioner
5 is ready, willing, and able to proceed with an administrative enforcement action on the charges
6 contained in this Consent Order. RC Wealth Management hereby waives the right to any hearings,
7 and to any reconsideration, appeal, or other right to review which may be afforded pursuant to the
8 CSL, the California Administrative Procedure Act, the California Code of Civil Procedure, or any
9 other provision of law. RC Wealth Management further expressly waive any requirement for the
10 filing of an Accusation pursuant to Government Code section 11415.60, subdivision (b). By waiving
11 such rights, RC Wealth Management effectively consents to this Consent Order and Rescission Order
12 becoming final.

13 6. Failure to Comply with Consent Order: RC Wealth Management agrees that if it fails to
14 meet any requirement of this Consent Order, the Commissioner may, in addition to all other remedies
15 available that she may invoke under the CSL, immediately suspend or revoke the license of RC
16 Wealth Management. RC Wealth Management hereby waives any notice and hearing rights to contest
17 the immediate suspension or revocation which may be afforded under the CSL, the California
18 Administrative Procedure Act, the California Code of Civil Procedure, or any other provision of law
19 in connection therewith.

20 7. Information Willfully Withheld or Misrepresented: This Consent Order may be revoked
21 and the Commissioner may pursue any and all remedies available under law against RC Wealth
22 Management if the Commissioner discovers that RC Wealth Management knowingly or willfully
23 withheld or misrepresented information used for and relied upon in this Consent Order.

24 8. Future Actions by the Commissioner: If RC Wealth Management fails to comply with
25 any terms of this Consent Order, the Commissioner may institute proceedings for any and all
26 violations otherwise resolved under this Consent Order. The Commissioner reserves the right to bring
27 any future actions against RC Wealth Management, or any of its partners, owners, officers,
28

1 shareholders, directors, affiliates, employees, or successors for any and all violations of the CSL not
2 addressed herein.

3 9. Assisting Other Agencies: Nothing in this Consent Order limits the Commissioner's
4 ability to assist any other government agency (whether city, county, state, or federal) with any
5 administrative, civil, or criminal action brought by that agency against RC Wealth Management or
6 any other person based upon the activities described herein or otherwise.

7 10. Headings: The headings to the paragraphs of this Consent Order are inserted for
8 convenience only and will not be deemed a part hereof or affect the construction or interpretation of
9 the provisions herein.

10 11. Binding: This Consent Order is binding on all heirs, assigns, and/or successors in interest.

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

20 13. Waiver, Amendments, and Modification: No waiver, amendment, or modification of this
21 Consent Order will be valid or binding unless it is in writing and signed by each of the Parties. The
22 waiver of any provision of this Consent Order will not be deemed a waiver of any other provision.
23 No waiver by either Party of any breach of, or of compliance with, any condition or provision of this
24 Consent Order by the other Party will be considered a waiver of any other condition or provision or
25 of the same condition or provision at another time.

26 14. Full Integration: This Consent Order is the final written expression and the complete and
27 exclusive statement of all the agreements, conditions, promises, representations, and covenant
28 between the Parties with respect to the subject matter hereof, and supersedes all prior or

1 contemporaneous agreements, negotiations, representations, understandings, and discussions between
2 and among the Parties, their respective representatives, and any other person or entity, with respect to
3 the subject matter covered hereby.

4 15. Governing Law: This Consent Order will be governed by and construed in accordance
5 with California law. Each of the Parties hereto consents to the jurisdiction of such court, and hereby
6 irrevocably waives, to the fullest extent permitted by law, the defense of an inconvenient forum to the
7 maintenance of such action or proceeding in such court.

8 16. Counterparts: This Consent Order may be executed in one or more separate counterparts,
9 each of which when so executed, shall be deemed an original. Such counterparts shall together
10 constitute a single document.

11 17. Effect Upon Future Proceedings: If RC Wealth Management applies for any license,
12 permit or qualification under the Commissioner's current or future jurisdiction, or are the subject of
13 any future action by the Commissioner to enforce this Consent Order, then the subject matter hereof
14 shall be admitted for the purpose of such application(s) or enforcement proceedings(s).

15 18. Voluntary Agreement: RC Wealth Management enters into this Consent Order voluntarily
16 and without coercion and acknowledges that no promises, threats, or assurances have been made by
17 the Commissioner or any officer, or agent thereof, about this Consent Order. The Parties each
18 represent and acknowledge that he, she, or it is executing this Consent Order completely voluntarily
19 and without any duress or undue influence of any kind from any source.

20 19. Independent Legal Advice: Each of the Parties represents, warrants, and agrees that it has
21 had the opportunity to seek independent legal advice from its attorneys with respect to the
22 advisability of executing this Consent Order.

23 20. No Presumption Against Drafting Party: Each Party acknowledges that it has had the
24 opportunity to draft, review, and edit the language of this Consent Order. Accordingly, the Parties
25 intend that no presumption for or against the drafting Party will apply in construing any part of this
26 Consent Order. The Parties waive the benefit of Civil Code section 1654 as amended or
27 corresponding provisions of any successor statute, which provide that in cases of uncertainty,
28

1 language of a contract should be interpreted most strongly against the Party that caused the
2 uncertainty to exist.

3 21. Notice: Any notice required under this Consent Order shall be provided to each Party at
4 the following addresses:

5 To RC Wealth Management, LLC:

6 Cassandra Cummings
7 1555 Lakeside Drive 80
8 Oakland, California 94612
cassandra4c@gmail.com

9 To the Commissioner:

10 Alla Karpuk
11 Financial Institutions Manager
12 Broker-Dealer Investment Adviser Unit
13 Department of Financial Protection and Innovation
2101 Arena Boulevard
14 Sacramento, California 95834
alla.karpuk@dfpi.ca.gov

15 22. Signatures: A fax or electronic mail signature shall be deemed the same as an original
16 signature.

17 23. Public Record: RC Wealth Management hereby acknowledges that this Consent Order
18 will be a matter of public record.

19 24. Effective Date: This Consent Order shall become final and effective when signed by all
20 Parties and delivered by the Commissioner's agent by email to RC Wealth Management.

21 ///
22 ///
23 ///
24 ///
25 ///
26 ///
27 ///
28 ///

1 25. Authority to Sign: Each signator hereto covenants that he/she possesses all necessary
2 capacity and authority to sign and enter into this Consent Order and undertake the obligations set
3 forth herein.

4 Dated: _____, 2023

CLOTHILDE V. HEWLETT
Commissioner of Financial Protection and Innovation



6 By _____
7 BALBIRO KAZLA
8 Deputy Commissioner
9 Broker-Dealer Investment Adviser Division

12 Dated: _____, 2023

13 By _____
14 CASSANDRA RALENE CUMMINGS
15 Chief Compliance Officer
16 RC Wealth Management, LLC