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Deputy Commissioner
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8 Attorneys for Complainant
9

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

13 In the Matter of:)
)
14 THE COMMISSIONER OF FINANCIAL)
15 PROTECTION AND INNOVATION,) ORDER BARRING SEAN LOWELL KELLY
) f/k/a SHADE L. KELLY-JOHNSON
16 Complainant.) FROM ANY POSITION OF EMPLOYMENT,
) MANAGEMENT OR CONTROL OF ANY
17 v.) INVESTMENT ADVISER, BROKER-
) DEALER OR COMMODITY ADVISER
18 SEAN LOWELL KELLY f/k/a SHADE L.) PURSUANT TO CORPORATIONS CODE
19 KELLY-JOHNSON,) SECTION 25232.1
)
20 Respondent.)
)
21)
22)

23 The Commissioner (Commissioner) of the Department of Financial Protection and
24 Innovation (DFPI) finds that:

- 25 1. The Commissioner has jurisdiction over the licensing and regulation of investment
26 advisers in California under the Corporate Securities Law of 1968 (CSL) (Cal. Corp. Code, §§ 25000
27 – 25707)
28 2. Sean L. Kelly f/k/a Shade L. Kelly-Johnson (Kelly) was the majority owner and sole

1 manager of Red Rock Secured, LLC (Red Rock).

2 3. On May 15, 2023, the DFPI, U.S. Commodity Futures Trading Commission, and
3 State of Hawaii Department of Commerce and Consumer Affairs, Securities Enforcement Branch
4 (collectively, Plaintiffs) filed a civil complaint in federal court against Red Rock, Kelly and Anthony
5 Spencer. The Complaint sought injunctive and other equitable relief, and the imposition of civil
6 penalties, for violations of the federal Commodity Exchange Act, 7 U.S.C. § 9(1) and CFTC
7 Regulation 180.1, 17 C.F.R. § 180.1 as well as violations of state laws, including California
8 Corporations Code sections 25230, 25235, and 29536.

9 4. On April 7, 2024, Kelly and Red Rock consented to entry of a Consent Order of
10 Permanent Injunction and Other Statutory and Equitable Relief Against Defendants (Consent Order)
11 to settle the matters alleged in the Complaint, and all amendments to the Complaint, without a trial
12 on the merits. The court approved the Consent Order on April 23, 2024.

13 5. Pursuant to the terms of the Consent Order, Kelly and Red Rock consented to the
14 entry of this order barring Kelly. In signing the Consent Order, Kelly waived the filing of an
15 accusation pursuant to Government Code sections 11415.40 and 11415.60, as well as the right to a
16 hearing, any reconsideration, appeal, or other right to review provided by the CSL, the California
17 Administrative Procedure Act, the California Code of Civil Procedure, or any other provision of law.

18 NOW THEREFORE, GOOD CAUSE SHOWING, IT IS ORDERED that:

19 Sean Lowell Kelly f/k/a Shade L. Kelly-Johnson is barred in the State of California from any
20 position of employment, management or control of any investment adviser, broker-dealer, or
21 commodity adviser pursuant to California Corporations Code section 25232.1.

22 This Order is effective as of the date hereof.

23 Dated: April 25, 2024
24 Los Angeles, California

CLOTHILDE V. HEWLETT
Commissioner of Financial Protection and Innovation



25 By

26 _____
27 MARY ANN SMITH
28 Deputy Commissioner
Enforcement Division