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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING

PA DEPT OF BANKING

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| COMMONWEALTH OF PENNSYLVANIA | : | Docket No. 09 | <u>0045</u> | (ENF-CO) |
| DEPARTMENT OF BANKING, BUREAU | : | | | |
| OF COMPLIANCE, INVESTIGATION | : | | | |
| AND LICENSING, | : | | | |
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| | : | | | |
| DELANA ENTERPRISES LLC, | : | | | |
| DIANA SERIANI, individually, and | : | | | |
| BRIAN HARRIS, individually. | : | | | |

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking (the "Department"), Bureau of Compliance, Investigation and Licensing (the "Bureau") has conducted an investigation into the license application of Delana Enterprises LLC ("Delana Enterprises"). Diana Seriani and Brian Harris pursuant to the Check Cashier Licensing Act (the "CCLA"), 63 P.S. § 2301 et seq. The parties to the above captioned matter, in lieu of litigation, hereby stipulate that the following statements are true and correct in the settlement of the above-captioned matter and, intending to be legally bound, hereby agree to the terms of this Consent Agreement and Order (the "Order").

BACKGROUND

1. The Department of Banking (the "Department") is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the CCLA.

2. The Bureau of Compliance, Investigation and Licensing (the "Bureau") is primarily responsible for administering and enforcing the CCLA for the Department.

3. On or before November 12, 2008, Delana Enterprises submitted an application for a license as a check casher pursuant to the CCLA (the "Application").

4. The Application, at that time, listed Diana Seriani and Brian Harris as the managers/owners of Delana Enterprises.

5. The Bureau contends that it conducted a routine investigation of Delana Enterprises, Diana Seriani and Brian Harris pursuant to the Bureau's authority in Section 2313(a) of the CCLA (the "Investigation"). 63 P.S. § 2313(a).

6. The investigation allegedly involved information regarding Mortgage Savings Group, a former first mortgage broker licensed pursuant to the Mortgage Bankers and Brokers and Consumer Equity Protection Act, 63 P.S. § 456.101 et seq.

7. Brian Harris was alleged to be a 50% owner of Mortgage Savings Group.

8. Mortgage Savings Group did not renew its license which expired effective July 1, 2006.

9. The Bureau alleges that it had some concerns regarding information received during the investigation.

10. On or about February 18, 2009, Mr. Harris sold his ownership interest in Delana Enterprises and withdrew as an officer and director of that business, thereby making Diana Seriani the sole owner, officer and director of Delana Enterprises.

11. The Bureau has the authority to issue orders for the administration and enforcement of the CCLA. 63 P.S. § 2304(1).

12. Section 2327 of the CCLA provides the Bureau with the authority to issue civil penalties. 63 P.S. § 2327.

13. Section 6138(a)(4) of the Mortgage Act grants the Bureau the authority to issue orders as may be necessary for the proper conduct of the mortgage loan business and for the enforcement of the Mortgage Act. 7 Pa.C.S. § 6138(a)(4).

14. This Order is being entered into without an admission of wrongdoing on the part of Delana Enterprises, Diana Seriani and/or Brian Harris but is being entered into as a compromise of a disputed claim and to avoid the cost and uncertainty of litigation.

15. Delana Enterprises, Diana Seriani and Brian Harris specifically deny any wrongdoing at any time, and particularly in connection with Mortgage Savings Group and/or Delana Enterprises' application herein.

RELIEF

16. Upon the Effective Date of this Order the Bureau shall issue Delana Enterprises its check casher license with Diana Seriani as the sole owner of Delana Enterprises.

17. Brian Harris agrees that he will not be an owner, officer, director or Branch Manager of Delana Enterprises for a period of one year commencing upon the Effective Date of this Order.

~~18. Brian Harris shall be permitted to be employed as a W-2 employee of Delana Enterprises. He will not share in the profits nor act as the Branch Manager of Delana Enterprises for a period of one year commencing upon the Effective Date of this Order.~~

19. Brian Harris voluntarily and without an admission of wrongdoing agrees to a 5 year prohibition from being a State licensed mortgage broker as regulated by 7 Pa.C.S. § 6101 et seq. (the "Mortgage Act") commencing upon the Effective Date of this Order. The Department

lacks the jurisdiction and authority to regulate the mortgage business as it is exclusively regulated by federal agencies and therefore, the Department shall not deem it a breach of this Order for Brian Harris to hold Federally licensed positions in the mortgage industry that are not regulated by the Department.

20. Within thirty (30) days of the Effective Date of this Order Delana Enterprises' internal supervision and operating plan for all employees shall be to have an anti-money laundering manual, comply with federal Bank Secrecy Act requirements, designate a compliance officer (that is not Brian Harris), and to have an anti-money laundering employee training program. A BSA audit will be conducted annually as required by the Bank Secrecy Act.

21. After one year from the Effective Date of this Order, Brian Harris may apply to be an owner, officer and/or Branch Manager of Delana Enterprises. The investigation and any of the underlying information that formed the basis of the Investigation shall not be used in the decision of granting or denying Mr. Harris' application(s) or as the basis of any further action against Delana Enterprises, Diana Seriani and/or Brian Harris. The Bureau may, however, use information received during the one year period commencing upon the Effective Date of this Order to the extent that it is a final adjudication of violations of the CCLA, of Criminal Fraud, of the BSA/AML, and/or other final adjudications of state or federal law. No action shall be taken against Delana Enterprises, Brian Harris and/or Diana Seriani individually without a final adjudication following the provision of noncompliance and due process procedures, including those required by Section 2321(b) of the CCLA. 63 P.S. § 2321(b).

22. Brian Harris shall notify the Bureau if he obtains employment at any other business regulated by the Department within the one year period commencing on the Effective Date of this Order.

23. Within thirty (30) days of the Effective Date of this Order, Brian Harris shall pay a civil penalty of \$1,000 made payable to the Pennsylvania Department of Banking and directed to the attention of the Bureau of Compliance, Investigation and Licensing, 17 N. Second Street, Suite 1300, Harrisburg, PA 17101.

24. The Department accepts this Order in full closure of all Investigations of Mortgage Savings Group, Delana Enterprises, Brian Harris and/or Diana Seriani conducted prior to the entry of this Order. Moreover, the Department agrees that it shall deem all such matters concluded and no further action will be taken regarding the investigation or regarding the information underlying the investigation. This Order shall not bar Delana Enterprises, Brian Harris and/or Diana Seriani from future licensure with the Department.

25. The terms of this Order may be enforced, if necessary, by either of the parties in accordance with Pennsylvania law. A party against which this Order is enforced by legal process has the full right to contest and defend against such enforcement if that party truly believes that the sought enforcement is inconsistent with the terms of this Order.

FURTHER PROVISIONS

26. Consent. Delana Enterprises, Diana Seriani and Brian Harris hereby knowingly, willingly, voluntarily and irrevocably consent to the entry of this Order pursuant to the Bureau's order authority pursuant to the CCLA and agree that they understand all of the terms and conditions contained therein. Delana Enterprises, Diana Seriani and Brian Harris, by voluntarily entering into this Order, waive any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

27. Publication. The Department will publish this Order pursuant to its authority in Section 302.A.(5) of the Department of Banking Code, 71 P.S. § 733-302.A.(5).

28. Entire Agreement. This Order contains the whole agreement between the parties. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Bureau, Delana Enterprises, Diana Seriani and Brian Harris.

29. Binding Nature. The Department, Delana Enterprises, Diana Seriani and Brian Harris intend to be and are legally bound by the terms of this Order.

30. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

31. Effectiveness. Delana Enterprises, Diana Seriani and Brian Harris hereby stipulate and agree that the Order shall become effective on the date that the Bureau executes the Order (the "Effective Date").

32. Other Enforcement Action.

a. The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Delana Enterprises, Diana Seriani and Brian Harris in the future regarding all matters not resolved by this Order.

b. Delana Enterprises, Diana Seriani and Brian Harris acknowledge and agree that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

33. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

34. Counterparts. This Order may be executed in separate counterparts and by facsimile.

35. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Department, Delana Enterprises, Diana Seriani and Brian Harris intending to be legally bound, do hereby execute this Consent Agreement and Order.

FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING, BUREAU OF COMPLIANCE,
INVESTIGATION AND LICENSING

[Redacted Signature]

Timothy Siwy, Director
Bureau of Compliance,
Investigation and Licensing
Department of Banking

Date: 3/25/2009

FOR DELANA ENTERPRISES LLC

[Redacted Signature]

(Officer Signature)

DIANA SERIANI
(Print Officer Name)

PRESIDENT
(Title)

Date: MARCH 25, 2009

FOR DIANA SERIANI

[Redacted Signature]

(Print Name) DIANA SERIANI

Date: MARCH 25, 2009

FOR BRIAN HARRIS

[Redacted Signature]

(Print Name) BRIAN HARRIS

Date: MARCH 25, 2009