

2. The Bureau is primarily responsible for administering and enforcing the 1972 Act and its regulations for the Department.

3. ECWM (CRD #146957), was at all times material herein, an entity with a business address at 927 Eastwind Drive, Suite 101, Westerville, Ohio 43081.

4. From on or about May 14, 2008, through July 27, 2012, ECWM was registered as an investment adviser with the United States Securities and Exchange Commission under Section 203(c) of the Investment Advisers Act of 1940 and was a federally covered adviser as defined under section 102(f.1) of the 1972 Act, 70 P.S. §1-102(f.1) and was also notice filed in Pennsylvania as an investment adviser pursuant to Section 301(f) of the 1972 Act, 70 P.S. §1-301(f).

5. From on or about July 17, 2012, through the present, ECWM has been registered in Ohio as an investment adviser.

6. From on or about December 6, 2017, through the present, ECWM transacted business in Pennsylvania as an investment adviser while neither registered nor exempt from registration.

VIOLATION

7. By engaging in the acts and conduct set forth in paragraph 6 above, ECWM transacted business as an investment adviser in violation of Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c).

AUTHORITY

8. Because ECWM transacted business as an unregistered investment adviser in violation of Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c), the Department has the authority to

impose sanctions on ECWM

9. Because ECWM transacted business as an unregistered investment adviser in violation of Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c), the Department has the authority to impose an administrative assessment of up to \$100,000 for each act or omission that constitutes a violation and also order ECWM to pay the costs of the investigation, *see* 70 P.S. § 1-602.1(c)(1)(i) and 70 P.S. § 1-602.1(b).

RELIEF

10. ECWM shall pay the Department an administrative assessment in the amount of \$3,675.00 within 30 days of the Effective Date of this Order, as defined below. Payment shall be made by certified check or money order made payable to the "Department of Banking and Securities" and shall be mailed or delivered in person to the Bureau of Securities Compliance and Examinations located at 17N. Second Street, Suite 1300, Harrisburg, Pennsylvania 17101.

11. ECWM is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department and in particular, Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c).

12. Should ECWM fail to pay the assessment as set forth in paragraph 10 above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording ECWM the option of either paying the assessment or being indefinitely subject to the sanctions

13. Should ECWM fail to comply with any and/or all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to ECWM's right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

14. Consent. ECWM hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that it understands all of the terms and conditions contained herein. ECWM, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions, and/or penalties set forth in this Order.

15. Entire Agreement. This Order contains the entire agreement between the Department and ECWM. There are no other claims, 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 Department and ECWM.

16. Binding Nature. The Department, ECWM, and all officers, owners, directors, employees, heirs and assigns of ECWM intend to be and are legally bound by the terms of this Order.

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

18. Effectiveness. ECWM hereby stipulates and agrees that the Order shall become effective on the date the Bureau executes the Order ("Effective Date").

19. Other Enforcement Action.

(a) The Department reserves all of its legal rights, duties, and authority to enforce all statutes, rules, and regulations under its jurisdiction against ECWM in the future regarding all matters not resolved by this Order.

(b) ECMW acknowledges and agrees 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.

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

21. Counterparts. This Order may be executed in separate counterparts, by facsimile and/or by PDF.

22. 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.

23. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Compliance and Examinations and Eastwind Capital, LLC d/b/a Eastwind Capital Wealth Management, intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES,
BUREAU OF SECURITIES COMPLIANCE AND EXAMINATIONS**

Redacted

Joseph J. Minisi
Deputy Secretary of Securities

Date:

7/25/18

**EASTWIND CAPITAL, LLC
d/b/a EASTWIND CAPITAL WEALTH
MANAGEMENT**

Redacted

(Signature)

P. Michael Valley, II
(Print Name)

President
(Title)

Date:

7-17-18

