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PA DEPARTMENT OF BANKING AND SECURITIES

COMMONWEALTH OF PENNSYLVANIA
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND
SECURITIES, BUREAU OF SECURITIES
COMPLIANCE AND EXAMINATIONS

Docket No. : 19 004 (SEC-CAO)

v.

RWM ASSET MANAGEMENT, LLC

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Compliance and Examinations ("Bureau"), has conducted an investigation of the business practices of RWM Asset Management, LLC ("RWM"). Based on the results of its investigation, the Bureau has concluded that RWM has operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 *et seq.* ("1972 Act"). RWM, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agrees to the terms of this Consent Agreement and Order ("Order").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.
2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.
3. At all times material herein, RWM (CRD # 130468) was a Pennsylvania limited liability company with an address at 17 East Main Street, New Bloomfield, Pennsylvania 17068.

4. From in or about March 2004 until the present, RWM has been registered pursuant to Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c), as an investment adviser

5. From in or about May 2017 until August 2017, RWM did not maintain a reasonable system for applying and enforcing written procedures pertaining to their sales of complex products.

VIOLATION

6. By engaging in the acts and conduct set forth in paragraphs 3 through 5 above, RWM has failed to reasonably supervise its investment adviser representatives, which acts and conduct form a basis to deny, suspend, revoke, or condition the registration of RWM, or to censure RWM pursuant to Section 305(a)(vii) of the 1972 Act, 70 P.S. § 1-305(a)(vii).

RELIEF

7. RWM shall pay the Department an administrative assessment in the amount of \$20,000.00. 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 17 North Second Street, Suite 1300, Harrisburg, Pennsylvania 17101.

8. The administrative assessment shall be paid as follows:
- a. \$5,000.00 within 30 days of the Effective Date of this Order, as defined in paragraph 16,
 - b. \$5,000.00 on or before May 10, 2019;
 - c. \$5,000.00 on or before September 10, 2019; and
 - d. \$5,000.00 on or before January 10, 2020.

9. RWM is ORDERED to comply with the 1972 Act and Regulations adopted by the Department, and in particular Section 305(a)(vii) of the 1972 Act, 70 P.S. § 1-305(a)(vii).

10. Should RWM fail to pay the assessment as set forth in paragraphs 7 and 8 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 RWM the option of either paying the assessment or being indefinitely subject to the sanctions.

11. Should RWM 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 RWM's right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

12. Consent. RWM 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. RWM, 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.

13. Entire Agreement. This Order contains the entire agreement between the Department and RWM. 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 Department and RWM

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

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

16. Effectiveness. RWM hereby stipulates and agrees that the Order shall become effective on the date the Bureau executes the Order (“Effective Date”).

17. 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 RWM in the future regarding all matters not resolved by this Order.

(b) RWM 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.

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

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

20. 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.

21. 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.

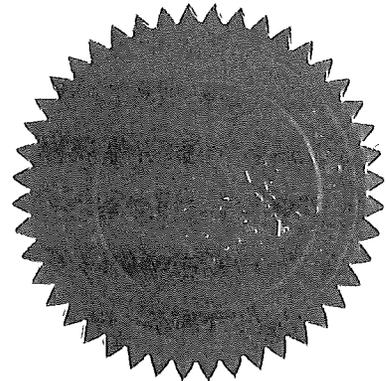
WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Compliance and Examinations and RWM Asset Management, LLC, intending to be legally bound, do hereby execute this Consent Agreement and Order.

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

Redacted

Joseph J. Minisi, Deputy Secretary for Securities

Date: 1/17/2019



FOR RWM ASSET MANAGEMENT, LLC

Redacted

(Signature)

Robert W Morris III

(Print Officer Name)

President

(Title)

Date: 1/14/2019