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4 CALIFORNIA DEPARTMENT OF BUSINESS OVERSIGHT  
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10 **BEFORE THE DEPARTMENT OF BUSINESS OVERSIGHT**  
11 **OF THE STATE OF CALIFORNIA**

13 In the Matter of Case No.:  
14 CWS CAPITAL PARTNERS, LLC **CONSENT DECISION AND ORDER**

17 To: CWS Capital Partners, LLC  
18 14 Corporate Plaza, Suite 210  
19 Newport Beach, CA 92660

20 Jan Lynn Owen, the California Commissioner of Business Oversight (“Commissioner”) of  
21 the Department of Business Oversight (“Department”), finds that:

22 **I. FINDINGS**

23 1. CWS Capital Partners, LLC, a Delaware limited liability company formed on January  
24 9, 1998, maintains a business address at 14 Corporate Plaza, Suite 210, Newport Beach, California  
25 92660.

26 2. Beginning in 2010, CWS Capital Partners, LLC began providing investment advice  
27 for a fee to private investment funds. These private funds include Strategic Apartment Fund  
28 (“SAF”), SAF Fund II, SAF Fund III, SAF Fund IV and SAF Fund V.



1           WHEREAS, CWS Capital Partners, LLC admits the jurisdiction of the Commissioner over  
2 its person and over the subject matter of this Consent Decision and Order;

3           WHEREAS, CWS Capital Partners, LLC stipulates and elects to permanently waive any  
4 right to a hearing, any reconsideration, appeal, or other rights which may be afforded pursuant to the  
5 Corporate Securities Law of 1968 (Corp. Code, § 25000 et seq.) (hereinafter “CSL”) sections 25532  
6 and 25609, the California Administrative Procedure Act (Gov. Code, § 11370 et seq.), the Code of  
7 Civil Procedure, or any other provision of law with respect to this matter;

8           WHEREAS, all terms used, but not defined herein, shall have the meaning assigned to them  
9 by the CSL;

10           WHEREAS, CWS Capital Partners, LLC represents that no promises of any kind or nature  
11 whatsoever were made to induce CWS Capital Partners, LLC to enter into this Consent Decision and  
12 Order, and that this Consent Decision and Order is a voluntary act on the part of CWS Capital  
13 Partners, LLC;

14           WHEREAS, CWS Capital Partners, LLC agrees and acknowledges that nothing in this  
15 Consent Decision and Order shall preclude the Commissioner or her agents, officers, or employees,  
16 to the extent authorized by law, from referring any evidence or information regarding this matter to  
17 any other state or federal law enforcement official, or from assisting, cooperating, or co-prosecuting  
18 with regard to any investigation and/or action;

19           WHEREAS, CWS Capital Partners, LLC stipulates and agrees to the finality of this Consent  
20 Decision and Order. CWS Capital Partners, LLC further understands and agrees that the Consent  
21 Decision and Order remains in effect and is public, and that CWS Capital Partners, LLC shall not  
22 make any statement or representation that is inconsistent with this Consent Decision and Order.  
23 CWS Capital Partners, LLC further understands that the Commissioner reserves the right to bring  
24 any future action(s) against CWS Capital Partners, LLC and/or any of the officers, directors,  
25 shareholders, or employees of CWS Capital, Partners, LLC for any and all unknown or future  
26 violations of the Corporate Securities Act of 1968. This Consent Decision and Order shall not serve  
27 to exculpate CWS Capital Partners, LLC or any of the officers, directors, shareholders, or employees  
28 of CWS Capital Partners, LLC from liability for any and all unknown or future violations of the

1 Corporate Securities Act of 1968;

2 WHEREAS, this Consent Decision and Order may be executed in one or more counterparts,  
3 each of which shall be an original but all of which, together, shall be deemed to constitute a single  
4 document. A fax signature shall be deemed the same as an original signature; and

5 WHEREAS, CWS Capital Partners, LLC stipulates and agrees that this Consent Decision  
6 and Order becomes final when executed and can be converted into and enforced as a civil judgment  
7 pursuant to Corporations Code section 25252, subdivision (e), on an ex parte basis and without  
8 further notice to CWS Capital Partners, LLC.

9 NOW, THEREFORE, the Commissioner hereby enters this Decision and Order:

10 1. Pursuant to Corporations Code section 25532, Respondent is hereby ordered to desist  
11 and refrain from acting as an investment adviser in the State of California unless and until it has first  
12 applied for and secured from the Commissioner a certificate, then in effect, authorizing it to act as an  
13 investment adviser or unless exempt;

14 2. The Commissioner having determined that this action is in the public interest, for the  
15 protection of investors and consistent with the purposes, policies, and provisions of the CSL,  
16 Respondent is ordered to pay administrative penalties, pursuant to Corporations Code section 25252,  
17 in the amount of \$34,140.00, upon the effective date of this Consent Decision and Order and made  
18 payable to the California Department of Business Oversight and sent to Alex M. Calero, Senior  
19 Corporations Counsel, 1350 Front Street, Room 2034, San Diego, CA 92101; and

20 3. This Consent Decision and Order shall become effective when executed by the  
21 Commissioner or her designee.

22 Dated: 2/19/15

JAN LYNN OWEN  
Commissioner of Business Oversight

23  
24 By: \_\_\_\_\_  
25 MARY ANN SMITH  
26 Deputy Commissioner

27 Dated: 2/19/15

28 \_\_\_\_\_  
Gary Carmell, on behalf of  
CWS Capital Partners, LLC