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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
registration under the Securities Act of
Washington of:

Order Number S-17-2209-18-CO01

CONSENT ORDER

RENNAISAT CAPITAL, INC f/k/a TOTAL
ASSET MANAGEMENT AND TOTAL
ASSET PERFORMANCE
(CRD 117289) and DAVID ROSKOPH (CRD
1692269);

Respondents.

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THE STATE OF WASHINGTON TO: Rennaisat Capital, Inc., CRD 117289
David Roskoph, CRD 1692269

INTRODUCTION

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Pursuant to the Securities Act of Washington, Chapter 21.20 RCW, the Securities Administrator of the Department of Financial Institutions, Securities Division (“Securities Division”) and the Respondents, Rennaisat Capital, Inc. and David Roskoph, do hereby enter into this Consent Order in settlement of the matters alleged herein. The Securities Division believes that entry of a Consent Order is in the public interest and is appropriate for the protection of investors.

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FINDINGS OF FACT

Respondents

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1. Rennaisat Capital, Inc. is a Washington state registered investment adviser located in Gig Harbor, Washington. It was first registered in March 1997. Rennaisat was formerly known as Total Asset Management and Total Asset Performance, Inc. The firm’s CRD number is 117289.

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CONSENT ORDER

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**DEPARTMENT OF FINANCIAL INSTITUTIONS
Securities Division
PO Box 9033
Olympia, WA 98507-9033
360-902-8760**

1 private fund that allows clients to track their investment. The audited year-end financial statement
2 requirement is a legal requirement, which may not be waived by clients.

3 5. Rennaisat failed to maintain its balance sheet according to GAAP, failed to meet its
4 minimum net worth on several occasions, and failed to distribute year-end audited financial statements
5 within 120 days of Horse Head's fiscal year-end.

6 6. In 2009, the Securities Division observed that Rennaisat was not meeting its net worth
7 requirement and requested Rennaisat address it. Rennaisat increased its net worth to the required amount.

8 7. In 2014, the Securities Division observed Rennaisat was not maintaining its balance sheet
9 according to GAAP and again observed that Rennaisat was not maintaining its net worth requirement. The
10 Securities Division requested Rennaisat address these failures. The Securities Division also requested that
11 Rennaisat to provide monthly, GAAP compliant balance sheets to the Securities Division. Rennaisat
12 routinely failed to provide the requested balance sheets by the due date and often the balance sheets were
13 not GAAP compliant. When Rennaisat purchased a bond to cover its net worth deficiency, the matter was
14 resolved. Rennaisat's bond is still in place.

15 8. Rennaisat failed to provide a 2015 year-end audited financial statement within 120 days of
16 year-end. Rennaisat delivered it 385 days after the 2015 year-end.

17 9. Rennaisat failed to provide a 2016 year-end audited financial statement within 120 days of
18 year-end. Rennaisat represented to the Securities Division that it decided not to distribute audited financial
19 statements upon advice of legal counsel and with client consent. However, the requirement to distribute
20 audited financial statements is a regulatory requirement that may not be waived.

21 10. Rennaisat failed to provide a 2017 year-end audited financial statement within 120 days of
22 year-end. Rennaisat distributed its 2017 year-end audit on or about July 25, 2018, approximately 212 days

1 after Horse Head's fiscal year-end. According to the auditor's report, the fund held options contracts and
2 cash and was expected to liquidate prior to August 31, 2018.

3 **CONCLUSIONS OF LAW**

4 1. Rennaisat violated WAC 460-24A-170 by failing to maintain its minimum financial
5 requirement. Such conduct justifies the entry of an order limiting an investment adviser's registration and
6 for the imposition of a fine under RCW 21.20.110(1)(b) and for charging costs under RCW 21.20.110(7).

7 2. Rennaisat violated WAC 460-24A-060 by failing to keep a GAAP compliant balance sheet.
8 Such conduct justifies the entry of an order limiting an investment adviser's registration and for the
9 imposition of a fine under RCW 21.20.110(1)(b) and for charging costs under RCW 21.20.110(7).

10 3. Rennaisat willfully violated WAC 460-24A-107 by failing to deliver its 2015, 2016, and
11 2017 year-end audits within 120 days of the respective fiscal year-end. Such conduct justifies the entry of
12 an order limiting an investment adviser's registration and for the imposition of a fine under RCW
13 21.20.110(1)(b) and for charging costs under RCW 21.20.110(7).

14 4. Pursuant to RCW 21.20.110(6), Roskoph, as the person who directly controlled Rennaisat,
15 may be sanctioned to the same extent as Rennaisat.

16 **CONSENT ORDER**

17 Based upon the foregoing and finding it in the public interest:

18 IT IS AGREED AND ORDERED that Rennaisat's investment adviser registration and Roskoph's
19 investment adviser representative registration shall be limited such that they may not be an officer, director,
20 owner, manager, or general partner of any private offerings made pursuant to the private offering
21 exemption in 15 U.S.C. 77d (a)2.

1 IT IS FURTHER AGREED AND ORDERED that Respondents shall be liable for and shall pay a
2 fine of \$10,000. Due to Respondents' financial condition, \$9,000 of the fine is suspended contingent upon
3 the future compliance with this Consent Order. In the event that Respondents fail to comply with the
4 terms and provisions of this Consent Order, in addition to any other remedy available, the suspended part
5 of the fine shall be immediately due and payable.

6 IT IS FURTHER AGREED AND ORDERED that Respondents shall be liable for and shall pay
7 costs of \$5,000. Due to Respondents' financial condition, \$4,500 of the costs are suspended contingent
8 upon the future compliance with this Consent Order. In the event that Respondents fail to comply with the
9 terms and provisions of this Consent Order, in addition to any other remedy available, the suspended costs
10 shall be immediately due and payable.

11 IT IS AGREED that Respondents for ten years from the time of entry of this consent order will
12 not have custody of client funds or securities as defined in WAC 460-24A-005(1) except that Respondents
13 may directly deduct its fees from client accounts as long as Respondents comply with WAC 460-24A-106.

14 IT IS AGREED that Respondents will maintain the minimum net worth required by WAC 460-
15 24A-170. In addition, as required under WAC 460-24A-170(4), Respondents will notify the Securities
16 Division by the close of business on the next business day anytime the investment adviser's net worth is less
17 than the minimum required.

18 IT IS FURTHER AGREED that Respondents will maintain a bond of at least \$35,000 and
19 Respondent will notify the Securities Division before the current bond is replaced, terminated, or cancelled.

20 IT IS FURTHER AGREED that Respondents will prepare all financial statements in accordance
21 with generally accepted accounting principles as required by WAC 460-24A-060.

1 IT IS FURTHER AGREED that Respondents will provide a true, accurate, and GAAP compliant
2 year-end balance sheet to the Securities Division as required under WAC 460-24A-060.

3 IT IS FURTHER AGREED that future Securities Act violations may result in an administrative
4 action to suspend or revoke Respondents' investment adviser or investment adviser representative
5 registration and the imposition of a fine and costs in addition to the fine and costs suspended herein.

6 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent
7 Order.

8 IT IS FURTHER AGREED that Respondents enter into this Consent Order freely and voluntarily
9 and with full understanding of its terms and significance.

10 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents waive their right to
11 a hearing and to judicial review of this matter pursuant to RCW 21.20.440 and Chapter 34.05 RCW.

12 **AUTHORITY AND PROCEDURE**

13 This Order is entered pursuant to the provisions of chapter 21.20 RCW and is subject to the
14 provisions of RCW 21.20.120 and Chapter 34.05 RCW.

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16 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**

17
18 SIGNED this 28th day of November, 2018.

19 Signed by:

20 /S/

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22 David Roskoph, CRD 1692269
Individually and for Rennaisat Capital, Inc., CRD 117289

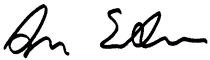
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SIGNED and ENTERED this 11th day of December, 2018.



WILLIAM M. BEATTY
Securities Administrator

Approved by:



Suzanne Sarason
Chief of Enforcement

Presented by:



Kristen Standifer
Financial Legal Examiner