





1 \$1,000 to receive \$2,100 per month for life. During a phone call, Solomon represented that MCL's lifetime  
2 monthly benefits would be transferable. Solomon also told at least one investor that MCL's monthly  
3 benefits would come from the advertising revenues for MCL's social media platform.

#### 4 **Material Misrepresentations and Nondisclosures**

5 7. When offering and selling MCL investments, Solomon misrepresented the risks of the  
6 investments and each of the Respondents failed to disclose material risks about the investments. During  
7 phone calls, Solomon falsely stated that the MCL investments were guaranteed and that MCL investments  
8 had no risk. The Respondents each failed to provide the investors with any financial statements or financial  
9 operating history for the company. In some cases, the Respondents failed to disclose the intended use of the  
10 investors' funds. The Respondents each failed to disclose whether any compensation would be received by  
11 Solomon or by Smith.

12 8. The Respondents each failed to disclose significant background information about Solomon  
13 and Smith. The Respondents failed to disclose that in May 2014, Solomon was subject to a civil judgment  
14 from Commonwealth Edison for more than \$18,000 and in September 2014, Solomon was subject to a civil  
15 judgment from Portfolio Recovery for more than \$12,000. The Respondents each failed to disclose that  
16 Smith had filed a voluntary petition for Chapter 13 bankruptcy on August 6, 2002. The Respondents each  
17 failed to disclose that in April 1995, Smith received a judgment for a criminal misdemeanor for an endless  
18 chain scheme and in October 1996, Smith received a judgment for a criminal misdemeanor for theft of  
19 services between \$200 and \$750.

#### 21 **No Returns on MCL Investments and an Unexpected Change of Entity (UpLyfft)**

22 9. None of the identified Washington investors received any payments from MCL or any return  
23 on their MCL investments. On or about May 7, 2018, the investors received a surprise email. The email  
24 announced that a company named UpLyfft was launching a brand new social media marketing platform.  
25

1 The email invited the investors to join UpLyft. The email also stated that “[E]ffective immediately, we are  
2 no longer associated with MCL (My Covenant Love), in any capacity.” When they made their investments  
3 in MCL, the Washington investors had never heard of UpLyft and the Respondents each failed to disclose  
4 any relationship between MCL and UpLyft.

### 5 **Registration Status**

6 10. MCL is not currently registered to sell its securities in the state of Washington and has not  
7 previously been so registered.

8 11. Smith is not currently registered as a securities salesperson or broker-dealer in the state of  
9 Washington and has not previously been so registered.

10 12. Solomon is not currently registered as a securities salesperson or broker-dealer in the state of  
11 Washington and has not previously been so registered.

12 Based upon the above Tentative Findings of Fact, the following Conclusions of Law are made:

### 13 **CONCLUSIONS OF LAW**

14 1. The offer and/or sale of the investments described above constitute the offer and/or sale of a  
15 security as defined in RCW 21.20.005(14) and (17).

16 2. MCL, Smith, and Solomon have each violated RCW 21.20.140, because, as set forth in the  
17 Tentative Findings of Fact, Respondents offered and/or sold securities for which no registration is on file  
18 with the Securities Administrator.

19 3. Smith and Solomon have each violated RCW 21.20.040 by offering and/or selling said  
20 securities while not being registered as a securities salesperson or broker-dealer in the state of Washington.

21 4. MCL, Smith, and Solomon have each violated RCW 21.20.010, because, as set forth in the  
22 Tentative Findings of Fact, Respondents made untrue statements of material fact or omitted to state material  
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1 facts necessary to make the statements made, in light of the circumstances in which they were made, not  
2 misleading.

3 **NOTICE OF INTENT TO ORDER THE RESPONDENTS TO CEASE AND DESIST**

4 Based upon the above Tentative Findings of Fact and Conclusions of Law, the Securities  
5 Administrator intends to order, pursuant to RCW 21.20.390(1), that Respondents My Covenant Love Inc.,  
6 Kenneth Renard Smith, and Martha Solomon, and their agents and employees each shall cease and desist  
7 from violations of RCW 21.20.010 and RCW 21.20.140, and that Respondents Kenneth Renard Smith and  
8 Martha Solomon, and their agents and employees each shall cease and desist from violations of RCW  
9 21.20.040.

10 **NOTICE OF INTENT TO IMPOSE FINES**

11 Pursuant to RCW 21.20.395, and based upon the Tentative Findings of Fact and Conclusions of  
12 Law, the Securities Administrator intends to order that Respondent Kenneth Renard Smith and Respondent  
13 Martha Solomon shall each be liable for and shall each pay a fine of \$10,000.

14 **NOTICE OF INTENT TO CHARGE COSTS**

15 Pursuant to 21.20.390, and based upon the Tentative Findings of Fact and Conclusions of Law, the  
16 Securities Administrator intends to order that Respondent Kenneth Renard Smith and Respondent Martha  
17 Solomon shall each be liable for and shall each pay costs, fees, and other expenses incurred in the  
18 administrative investigation of this matter in an amount not less than \$2,500.

19 **AUTHORITY AND PROCEDURE**

20 This Statement of Charges is entered pursuant to the provisions of Chapter 21.20 RCW and is  
21 subject to the provisions of Chapter 34.05 RCW. The Respondents My Covenant Love Inc., Kenneth  
22 Renard Smith, and Martha Solomon, may each make a written request for a hearing as set forth in the  
23 NOTICE OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this  
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1 Order. If a Respondent does not make a hearing request in the time allowed, the Securities Administrator  
2 intends to adopt the above Tentative Findings of Fact and Conclusions of Law as final and to enter a  
3 permanent order to cease and desist as to that Respondent, to impose any fines sought against that  
4 respondent, and to charge any costs sought against that Respondent.

5 Signed and Entered this 3rd day of July, 2019

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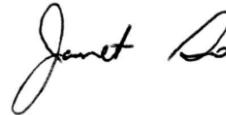
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11 William M. Beatty  
12 Securities Administrator

13 Approved by:

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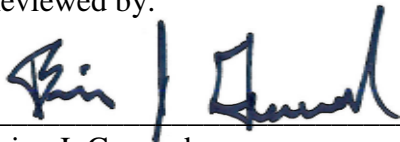
15 \_\_\_\_\_  
16 Suzanne Sarason  
17 Chief of Enforcement

18 Presented by:

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20 \_\_\_\_\_  
21 Janet So  
22 Financial Legal Examiner

23 Reviewed by:

24 

25 \_\_\_\_\_  
26 Brian J. Guerard  
27 Financial Legal Examiner Supervisor