

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES, AND COMMERCIAL LICENSING BUREAU

In the matters of:

DAVID CRETCHER
CRD/IARD#5057241

ENF-23-020000

and

WEATHER EYE ADVISORS, INC.
IARD#162302

ENF-22-020142

Respondents.

Issued and entered
this 11th day of May, 2023

STIPULATION AND CONSENT ORDER
RESOLVING NOTICES AND ORDERS TO CEASE AND DESIST

A. Relevant information and statutory provisions, under the Michigan Uniform Securities Act (2002) (the “Act”), 2008 PA 551, MCL 451.2101 *et seq.*:

1. On January 10, 2023, the State of Michigan, Department of Licensing and Regulatory Affairs, Corporations, Securities, and Commercial Licensing Bureau (the “Bureau”) and the Director of the Bureau, who serves as the Administrator of the Act (the “Administrator”), issued notices and orders to cease and desist (“Disciplinary Orders”) to David Cretcher (“Respondent Cretcher”) (ENF-23-020000) and Weather Eye Advisors, Inc. (“Respondent WEA”) (ENF-22-20142) (collectively, “Respondents”).

2. Respondent Cretcher is an individual who is registered as an investment adviser representative under the Act. Respondent Cretcher’s registration lapsed as a

result of Respondent failing to follow proper registration procedures on December 31, 2021. Respondent Cretcher successfully re-registered on August 2, 2022. Respondent WEA is a Michigan corporation and is registered as an investment adviser under the Act. Respondent WEA's registration lapsed as a result of Respondent WEA failing to follow registration procedures on December 31. Respondent WEA successfully re-registered on March 24, 2022.

3. Despite allowing their registrations to lapse from December 31, 2021 to August 2 2022 in the case of Respondent Cretcher and from December 31, 2021 to March 24, 2022, in the case of Respondent WEA, Respondents continued to collect fees from advisory clients.

4. The Bureau found no evidence of willful misconduct on the part of either Respondent.

5. Based on these findings, the Disciplinary Orders ordered Respondents to cease and desist from violating MCL 451.2403(1) and MCL 451.2404(1) under the Act and proposed a civil fine against Respondents in the amount of \$5,000.00 each for a total of \$10,000.00 under MCL 451.2604(4).

6. The Disciplinary Orders were immediately effective under MCL 451.2604(2); however, Respondents timely requested an administrative hearing on the Disciplinary Orders under MCL 451.2604(2) and (3) (the "Hearing Request").

7. Following issuance of the Disciplinary Orders, the Bureau and Respondent (collectively, "the Parties") engaged in settlement negotiations through

this Stipulation and Consent Order Resolving Notices and Orders to Cease and Desist (“Consent Order”).

8. Respondents consulted with or had an opportunity to consult with legal counsel of their choosing before executing the following Stipulation.

B. STIPULATION

The Parties agree to resolve the Disciplinary Orders based on the following terms:

1. Respondents agree that they will not engage in any activities regulated under the Act, including but not limited to acting as an investment adviser or investment adviser representative, unless they are registered or exempt from registration.

2. Respondents agree to send a notification letter to clients from whom fees were collected while Respondents were unregistered notifying the clients of the Disciplinary Orders, this Consent Order, and that clients may have rights under the Act. The notification letter must be in the form attached as Exhibit A to this Consent Order and must be mailed within fifteen (15) days of the issued and entered date of this Consent Order. Respondents must provide the Bureau with proof of mailing, including the name, address, and date that the notification was provided for each client. The proof of mailing required by this paragraph must be provided to the Bureau within thirty (30) days of the issued and entered date of this Consent Order at:

Corporations, Securities, and Commercial Licensing Bureau
Attn: Final Order Monitoring
PO Box 30018
Lansing, MI 48909

Or via email to: LARA-CSCL-Order-Monitoring@michigan.gov

3. Respondents agree to pay and are jointly and severally liable for a civil fine in the amount of three hundred Dollars (\$300) within 60 calendar days after the issued and entered date of this Consent Order. It may be paid by check, money order, or debit or credit card. If Respondents are paying the civil fine by check or money order, Respondents must make the check payable to the “State of Michigan,” write “ENF-23-020000 & ENF-22-020142” on the check or money order, enclose the “Payment Processing Stub” attached to the Payment Instructions form received with the Stipulation and Consent Order, and mail it to:

Corporations, Securities & Commercial Licensing Bureau
Securities & Audit Division – Final Order Monitoring
P.O. Box 30018
Lansing, MI 48909

Please consider mail processing delays when determining how and when to make payment. Information about how to open an online account to submit payments by debit or credit card or how to use an existing online account to make a payment to the Bureau may be found by visiting www.mi.gov/MiCLEAR. All other communications and documentation may be directed to the Bureau at that address or by email to LARA-CSCL-Order-Monitoring@michigan.gov.

4. If any portion of the fine is overdue, the Administrator may refer it to the Michigan Department of Treasury for collection action against Respondents or

take other available legal action to collect the fine. Respondents are responsible for all costs and expenses incurred in complying with the terms of this Consent Order and must do so within the timeframe specified. The Administrator retains the right to pursue any action or proceeding permitted by law to enforce its provisions.

5. For the purposes of these proceedings and any other proceedings brought by or on behalf of the Bureau, Respondents acknowledge the Bureau's jurisdiction over them and the subject matter of these proceedings, admit to the factual and legal findings contained in the Disciplinary Orders, and consent to the entry of this Consent Order for the purpose of resolving the Disciplinary Orders.

6. Respondents' Hearing Request is revoked without further action by the Parties.

7. Following the issuance and entry of this Consent Order, the Bureau will file Forms U6 with the Central Registration Depository reflecting the Parties' resolution of the Disciplinary Orders.

8. This matter is a public record required to be published and made available to the public, under section 11 of the Michigan Freedom of Information Act, MCL 15.241. The Bureau publishes copies of orders issued under the Act to its website and includes a summary of order content in monthly disciplinary action reports separately published there.

9. The Administrator may use any of the facts set out in the Disciplinary Orders when considering future applications for registration by Respondents, and Respondents agree to waive any assertion or claim under MCL 451.2412(9) which

would otherwise bar the Administrator from consideration of those facts in making her determination.

10. Respondents must comply with any reasonable investigative demands made by the Bureau in the future for purposes of ensuring compliance with this Consent Order or the Act.

11. Respondents waive any right to a hearing or appeal of this Consent Order and the Disciplinary Orders under the Act, the rules promulgated under the Act, the Administrator Procedures Act of 1969, 1969 PA 306, MCL 24.201 *et seq.*, or other applicable law.

12. This Consent Order is fully effective and binding on its issued and entered date. The Administrator may accept or reject it. If the Administrator rejects it, the Bureau will submit the Hearing Request for adjudication through a formal administrative proceeding.

13. This Consent Order contains the entire understanding of the Parties and supersedes and forever terminates all prior and contemporaneous representations, promises, agreements, understandings, and negotiations, whether oral or written, with respect to its subject matter.


14. This Consent Order resolves only Respondents' activities, conduct, and statutory violations alleged in the Disciplinary Orders, but it does not address or resolve any other conduct or potential statutory violations engaged in by Respondents not expressly alleged in the Disciplinary Orders or occurring after the date this Consent Order is entered. Further, this Consent Order does not preclude any other

individual or entity, including but not limited to authorized state or federal agencies or officials, from initiating or pursuing civil or criminal action against Respondents, and does not preclude Bureau staff from referring this matter to any law enforcement agency. The Consent Order does not preclude the Bureau or its staff from fully cooperating with any state or federal agency or official that may investigate or pursue its own civil or criminal enforcement against Respondents.

15. This Consent Order may only be modified in writing signed by each Party and approved by a subsequent Order of the Administrator.

16. The Parties agree that facsimile or electronically transmitted signatures may be submitted in connection with this Consent Order and are binding on that party to the same extent as an original signature.

Through their signatures, Respondents confirm that they read, understand, and agree to the above terms.

Signed:  _____
Weather Eye Advisors, Inc.
By: David Cretcher, its Managing Member

Dated: 4/25/23

Signed:  _____
David Cretcher

Dated: 4/25/23

Approved by:

Signed: _____
Lindsay DeRosa
Securities & Audit Division Director
Corporations, Securities & Commercial Licensing Bureau

Dated: _____

individual or entity, including but not limited to authorized state or federal agencies or officials, from initiating or pursuing civil or criminal action against Respondents, and does not preclude Bureau staff from referring this matter to any law enforcement agency. The Consent Order does not preclude the Bureau or its staff from fully cooperating with any state or federal agency or official that may investigate or pursue its own civil or criminal enforcement against Respondents.

15. This Consent Order may only be modified in writing signed by each Party and approved by a subsequent Order of the Administrator.

16. The Parties agree that facsimile or electronically transmitted signatures may be submitted in connection with this Consent Order and are binding on that party to the same extent as an original signature.

Through their signatures, Respondents confirm that they read, understand, and agree to the above terms.

Signed: _____ Dated: _____
Weather Eye Advisors, Inc.
By: David Cretcher, its Managing Member

Signed: _____ Dated: _____
David Cretcher

Approved by:

Signed:  _____ Dated: 5/10/23
Lindsay DeRosia
Securities & Audit Division Director
Corporations, Securities & Commercial Licensing Bureau

C. ORDER

The Administrator NOW, THEREFORE, ORDERS:

THE TERMS AND CONDITIONS IN THE ABOVE FULLY EXECUTED
STIPULATION ARE INCORPORATED IN THIS CONSENT ORDER.

By: /s/ Linda Clegg

Linda Clegg

Administrator and Director

Corporations, Securities & Commercial Licensing Bureau

**STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES, AND COMMERCIAL LICENSING BUREAU**

In the matter of:

ENF-22-020142

WEATHER EYE ADVISORS, INC.
IARD#162302

Respondent.

_____ /

This 10th day of January, 2023

NOTICE AND ORDER TO CEASE AND DESIST

Linda Clegg, the Director (“Administrator”) of the Corporations, Securities, and Commercial Licensing Bureau (“Bureau”), pursuant to her statutory authority and responsibility to administer and enforce the Michigan Uniform Securities Act (2002), 2008 PA 551, as amended, MCL 451.2101 *et seq* (“Securities Act”), hereby orders Weather Eye Advisors, Inc. (“Respondent”) to cease and desist from acting as an unregistered investment adviser and from employing or associating with an unregistered investment adviser representative, contrary to the Securities Act. Respondent is notified of the opportunity to request a hearing in this matter.

I. BACKGROUND

A. The Respondent

1. Weather Eye Advisors, Inc. is a Michigan corporation which is presently registered as an investment adviser under the Securities Act in Michigan, but was unregistered from January 1, 2022 until March 24, 2022 after it failed to renew its registration on December 31, 2021. Respondent is owned and operated by investment adviser representative David Cretcher whose registration as an investment adviser representative lapsed on December 31, 2021, and who was unregistered until August 2, 2022.

B. Findings of Fact

1. Bureau staff began an investigation of Respondent's activities under the Securities Act in Michigan after Respondent and David Cretcher failed to renew their respective registrations after December 31, 2021.
2. Bureau staff's investigation developed evidence that Respondent did not re-register as an investment adviser until March 24, 2022 and that David Cretcher did not re-register as an investment adviser representative until August 2, 2022, despite notification from the Bureau on January 4, 2022 that Respondent and Mr. Cretcher had failed to renew their registrations. The Bureau provided additional notifications on May 6, 2022 and July 13, 2022 that Respondent had no associated investment adviser representatives.
3. Bureau staff collected evidence that Respondent and David Cretcher continued to provide investment advice to clients for compensation during the time that Respondent and David Cretcher were not registered as an investment adviser and investment adviser representative, respectively.
4. Respondent has not claimed an exemption, exception, preemption, or exclusion justifying the failure to register from January 1, 2022 through March 24, 2022, or a justification for associating with an unregistered investment adviser representative from January 1, 2022 through August 2, 2022.

II. RELEVANT STATUTORY PROVISIONS

1. Section 102(e) of the Securities Act, MCL 451.2102(e) defines "investment adviser", in part, as:

"Investment adviser" means a person that, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or the advisability of investing in, purchasing, or selling securities or that, for compensation and as a part of a regular business, issues or promulgates analyses or reports concerning securities. The term includes a financial planner or other person that, as an integral component of other financially related services, provides investment advice to others for compensation as part of a business or that holds itself out as providing investment advice to others for compensation....

2. Section 403(1) of the Securities Act, MCL 451.2403(1), states:

A person shall not transact business in this state as an investment adviser unless the person is registered under this act as an investment adviser or is exempt from registration as an investment adviser under subsection (2).

3. Section 403(4) of the Securities Act, MCL 451.2403(4), states:

An investment adviser shall not employ or associate with an individual required to be registered under this act as an investment adviser representative who transacts business in this state on behalf of the investment adviser unless the individual is registered under section 404(1) or is exempt from registration under section 404(2).

4. Section 503(1) of the Securities Act, MCL 451.2503(1), states:

In a civil action or administrative proceeding under this act, a person claiming an exemption, exception, preemption, or exclusion has the burden to prove the applicability of the exemption, exception, preemption, or exclusions.

III. CONCLUSIONS OF LAW

1. Respondent Weather Eye Advisors, Inc. was not registered as an investment adviser from January 1, 2022 until March 24, 2022; acted as an unregistered investment adviser during that time period; and has not claimed a relevant exemption from registration, in violation of MCL 451.2403(1).
2. Respondent Weather Eye Advisors, Inc. employed or associated with David Cretcher who not registered as an investment adviser representative but was required to be so registered from January 1, 2022 until August 2, 2022. Neither Respondent nor Mr. Cretcher has identified a relevant exemption from registration for Mr. Cretcher.

IV. ORDER

IT IS THEREFORE ORDERED, pursuant to section 604 of the Securities Act, MCL 451.2604, that:

- A. Respondent shall immediately CEASE AND DESIST from acting as an unregistered investment adviser and associating with an unregistered investment adviser representative, contrary to the Securities Act.
- B. Pursuant to section 604(2) of the Securities Act, this Notice and Order to Cease and Desist is IMMEDIATELY EFFECTIVE.
- C. In a Final Order, the Administrator intends to impose civil fines of \$5,000.00 against Respondent under MCL 451.2604(4). This Notice and Order to Cease and Desist may become final pursuant to Section VI, below.

- D. Pursuant to section 508 of the Securities Act, MCL 451.2508, a person that willfully violates the Securities Act, or an order issued under the Securities Act, is guilty of a felony punishable by imprisonment for not more than 10 years or a fine of not more than \$500,000.00 for each violation, or both. An individual convicted of violating a rule or order under this act may be fined, but shall not be imprisoned, if the individual did not have knowledge of the rule or order.

V. NOTICE OF OPPORTUNITY FOR HEARING

Section 604 of the Securities Act, MCL 451.2604, provides that Respondent has 30 days beginning with the first day after the date of service of this Notice and Order to Cease and Desist to submit a written request to the Administrator asking that this matter be scheduled for a hearing. If the Administrator receives a written request in a timely manner, the Administrator shall schedule a hearing within 15 days after receipt of the request. The written request for a hearing must be addressed to:

Corporations, Securities & Commercial Licensing Bureau
Regulatory Compliance Division
P.O. Box 30018
Lansing, MI 48909

By email: CSCL-FOIA@Michigan.gov

VI. ORDER FINAL ABSENT HEARING REQUEST

- A. Under section 604 of the Securities Act, MCL 451.2604, the Respondent's failure to submit a written request for a hearing to the Administrator within 30 days after the service date of this **NOTICE AND ORDER TO CEASE AND DESIST** shall result in this order becoming a **FINAL ORDER** by operation of law. The **FINAL ORDER** includes the imposition of the fines cited described in section IV.C., and the fine amounts set forth below will become due and payable to the Administrator within sixty (60) days after the date this order becomes final:

\$5,000.00 – Weather Eye Advisors, Inc., under section 604 of the Securities Act, MCL 451.2604.

- B. CIVIL FINE payments may be made by check, money order, or debit or credit card. If Respondent pays the civil fine by check or money order, Respondent must make the check payable to "State of Michigan", write "ENF-22-020142", on the check or money order, enclose the "Payment Processing Stub" included with Payment instruction forms sent out upon this Notice and Order to Cease and Desist becoming final by operation of law, and mail it to:

Corporations, Securities & Commercial Licensing Bureau
Final Order Monitoring
P.O. Box 30018
Lansing, MI 48909

Please consider mail processing delays when determining how and when to pay a Civil Fine. Information about how to open an online account to submit payments by debit or credit card or how to use an existing online account to make a payment to the Bureau may be found at www.mi.gov/miclear.

- C. Failure to comply with the terms of this Order within the time frames specified may result in additional administrative penalties, including the summary suspension or continued suspension of all registrations held by Respondent under the Securities Act, the denial of any registration renewal, and/or the denial of any future applications for registration, until full compliance is made. Respondent may voluntarily surrender or withdraw a registration under the Securities Act; however, the surrender or withdrawal will not negate the summary suspension or continued suspension of the relevant registrations or any additional administrative proceedings if a violation of this Order or the Securities Act occurred.
- D. Failure to pay the civil fines within six (6) months after this Order becomes final may result in the referral of the civil fines to the Michigan Department of Treasury for collection action against Respondents.

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES, AND COMMERCIAL LICENSING BUREAU

/s/ Linda Clegg

Linda Clegg, Administrator and Director
Corporations, Securities & Commercial
Licensing Bureau

1/10/2023

Date