

**COPY**

**COMMONWEALTH OF PENNSYLVANIA**  
**DEPARTMENT OF STATE**  
**BEFORE THE SECRETARY OF THE COMMONWEALTH**

PHOTOCOPY  
NOV 30 AM 10:44

Department of State

**Commonwealth of Pennsylvania,** :  
**Bureau of Corporations and** :  
**Charitable Organizations** :

**v.** :

**File Nos.: 18-98-01274; 18-98-01287**

**One & All, Inc., f/k/a Russ Reid Company,** :  
**Inc.** :  
**Respondent** :

**CONSENT AGREEMENT AND ORDER**

The Commonwealth of Pennsylvania, Bureau of Corporations and Charitable Organizations ("Bureau"), by and through its undersigned prosecuting attorney, Michael J. Gennett and **One & All, Inc., f/k/a Russ Reid Company, Inc.**, ("Respondent"), stipulate as follows in settlement of the above-captioned matter:

**JURISDICTION**

1. This matter is before the Acting Secretary of the Commonwealth ("Secretary") pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, *as amended* ("Act"), 10 P.S. §§ 162.1 *et. seq.*

2. At all relevant and material times, Respondent acted as a professional fundraising counsel (PFC) as defined by the Act.

9171 9690 0935 0158 8503 70

### **STIPULATED FACTS**

3. Respondent's last known address is 2 North Lake Avenue, Suite 600, Pasadena, CA 91101.
4. Respondent is currently registered as a professional fundraising counsel (PFC) in Pennsylvania and was issued certificate no. 10670.
5. Respondent admits that the following allegations are true:
  - a. Respondent performed professional fundraising counsel services during the period of April 1, 2015 through December 31, 2017 and during the period of March 1, 2015 through February 28, 2019 on behalf of two (2) different charitable organizations soliciting contributions in Pennsylvania without submitting a contract and obtaining BCCO approval at least ten (10) working days prior to commencing PFC services on behalf of the charitable organizations.

### **AGREED VIOLATIONS**

6. Respondent admits and agrees that by engaging in the aforementioned activities, Respondent committed violations of the Act as follows:
  - a. Section 162.15(a)(1), by and through Section 162.8(d), Written contract, in that Respondent performed PFC during the period of April 1, 2015 through December 31, 2017 and during the period of March 1, 2015 through February 28, 2019 on behalf of two (2) different charitable organization soliciting contributions in Pennsylvania without submitting a contract and obtaining Bureau of Corporations and Charitable Organization (BCCO) approval at least ten (10) working days prior to commencing PFC services on behalf of the charitable organizations.

### **PROPOSED ORDER**

7. The participants, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:

a. Respondent violated Section 15(a)(1) of the Act, 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.8(d) in that Respondent performed PFC services during the period of April 1, 2015 through December 31, 2017 and during the period of March 1, 2015 through February 28, 2019 on behalf of two (2) different charitable organizations soliciting contributions in Pennsylvania without submitting a contract and obtaining Bureau of Corporations and Charitable Organization (BCCO) approval at least ten (10) working days prior to commencing PFC services on behalf of the charitable organizations.

### MITIGATION

8. Should this matter proceed to a hearing, Respondent would offer testimony on the following: that Respondent was not aware that the charitable organization was soliciting in PA; that Respondent does not provide advice based upon geography and does not have access to charities' mailing lists; that when Respondent has knowledge that a charitable organization is soliciting in a state based upon its advice and counsel, Respondent files the contract in that state; that despite diligent efforts, Respondent was not given any information to make it aware that solicitations were occurring in Pennsylvania; that these organization or others that Respondent works for in other states may name Respondent as fundraising counsel without Respondent's knowledge. Thus, in these instances, that Respondent was not aware that a contract was required to be submitted to BCCO; that at all times relevant, Respondent was in compliance with its own registration obligations

### ADMINISTRATIVE PENALTIES

9. An **ADMINISTRATIVE FINE of Four Thousand Dollars (\$4,000.00)** is levied upon Respondent. Respondent shall tender the full sum of **Four Thousand Dollars (\$4,000.00)**, with this executed Consent Agreement.

a. Payment shall be by **certified check, cashier's check, attorney's check, or U.S. Postal money order.**

b. The instrument of payment shall be **made payable to the "Commonwealth of Pennsylvania,"** and shall be valid for a period of at least one hundred eighty (180) days.

c. Respondent agrees that payment will be made by one of the methods indicated in subparagraph (a) above and that payment by uncertified personal check, corporate check or cash will not be accepted.

#### **CASE SETTLED AND DISCONTINUED**

10. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

#### **ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING**

11. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

## **AGREEMENT NOT BINDING ON OTHER PARTIES**

12. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative or governmental entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

## **EFFECT OF SECRETARY'S REJECTION**

Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

## **ENTIRE AGREEMENT**

13. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.


## **AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES**

14. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or the

Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

**VERIFICATION OF FACTS AND STATEMENTS**

15. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.

  
\_\_\_\_\_  
Michael J. Bennett  
Prosecuting Attorney  
Department of State

\_\_\_\_\_  
One & All, Inc., f/k/a Russ Reid Company, Inc.  
Respondent

By:  as CFO

Title: CFO, 11/12/2018

DATED: 28 NOV 2018

DATED: 11/12/2018



File Nos.: 18-98-01274; 18-98-01287

**IN THE MATTER OF  
One & All, Inc., f/k/a Russ Reid Company, Inc**

**ORDER**

AND NOW, this 30<sup>th</sup> day of November 2018, the foregoing Consent Agreement is hereby approved and the terms set forth therein are hereby adopted and incorporated herein as the Order of the Secretary of the Commonwealth, now issued in resolution of this matter.

**THIS ORDER** shall take effect immediately.

**BY ORDER:**

A handwritten signature in cursive script that reads "Robert Torres".

**Robert Torres  
Acting Secretary of the Commonwealth**

**For the Commonwealth:**

**Michael J. Gennett  
Prosecuting Attorney  
306 North Office Building  
401 North Street Harrisburg, PA 17120**

**For Respondent:**

**Tracy L. Boak, Esquire  
Perlman and Perlman, LLP  
41 Madison Avenue, Suite 4000  
New York, NY 10010-2202**