



**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE**

TENNESSEE SECURITIES DIVISION,)
)
 Petitioner,)
)
 v.)
)
 ROOKS WEALTH ADVISORS, LLC,)
 LARRY ROOKS and BRADLEY ROOKS)
)
 Respondents.)

MATTER No.: 23-01280

CONSENT ORDER

The Securities Division of the Tennessee Department of Commerce and Insurance (“Division”) and Rooks Wealth Advisors, LLC (“Rooks Wealth Advisors”), Larry Rooks (“Larry”) and Bradley Rooks (“Bradley”) together, “Respondents”, agree to the entry and execution of this Consent Order in accordance with Tennessee Code Annotated (“Tenn. Code Ann.”) § 48-1-116 of the Tennessee Securities Act of 1980 (“Act”), as amended, and Tenn. Code Ann. § 48-1-101 to 48-1-201, subject to the approval of the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”).

PARTIES

1. Rooks Wealth Advisors is an investment adviser firm with its principal place of business located in Chattanooga, Tennessee, and is assigned Central Registration Depository (“CRD”) number 316013 with the Financial Industry Regulatory Authority (“FINRA”).

2. Larry Rooks was the chief compliance officer (“CCO”) of Rooks Wealth Advisors at the time of the examination and is assigned CRD number 2306706 with FINRA. On October 16, 2023, Larry Rooks retired from the industry.

3. Bradley Rooks is the sole investment adviser representative of Rooks Wealth Advisors and is assigned CRD number 5882475 with FINRA.

4. The Division is the lawful agent through which the Commissioner discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

GENERAL STIPULATIONS

5. It is expressly understood that this Consent Order is subject to the Commissioner’s acceptance and has no force and effect until such acceptance is evidenced by the entry and execution of the Commissioner.

6. It is expressly understood that this Consent Order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

7. This Consent Order is executed by the Commissioner, the Division, and the Respondents to avoid further administrative action with respect to this cause. Should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

8. The Respondents fully understand that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondent for acts and/or omissions not specifically addressed in this Consent Order nor for facts and/or omissions that do not arise from the facts or transactions herein.

9. The Respondents fully understand that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner, for acts or omissions addressed specifically in this Consent Order, violations of law under statutes, rules, or regulations of the State of Tennessee that arise out of the facts, acts, or omissions contained in this Consent Order, or acts or omissions addressed specifically herein that result from the execution of this Consent Order.

10. The Respondents waive all further procedural steps and waive all rights to seek judicial review of, or otherwise challenge the validity of this Consent Order, the stipulations and imposition of discipline contained herein, or the consideration and entry and execution of this Consent Order by the Commissioner.

11. This Consent Order is submitted on the condition that, if accepted, the Commissioner will not bring any future actions against the Respondents alleging violations based on the same factual findings described herein.

FINDINGS OF FACT

12. On or about September 23, 2021, Rooks Wealth Advisors' application for registration with the Division as an investment adviser was approved.

13. On or about October 15, 2021, Bradley Rooks' application for registration with the Division as an investment adviser representative was approved and included a heightened supervisory agreement.

14. On or about July 22, 2022, the Division opened a cyclical books & records examination of Rooks Wealth Advisors. This was the firm's first cyclical examination in Tennessee.

15. At all times relevant to the examination, Larry Rooks served as CCO of Rooks Wealth Advisors, and as such, was responsible for Rooks Wealth Advisors' compliance with all rules and regulations of the Division.

16. As part of the examination, the Division reviewed copies of Rooks Wealth Advisors' client agreements. Thirty-six (36) client agreements were signed by Bradley Rooks as the investment adviser representative and Larry Rooks as CCO after Rooks Wealth Advisors' and Larry Rooks' registrations were approved by the Division, but prior to Bradley Rooks' pending investment adviser representative registration being approved by the Division.

CONCLUSIONS OF LAW

17. Pursuant to Tenn. Code Ann. § 48-1-115(a), the responsibility for the administration of the Act is vested in the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility pursuant to Tenn. Code Ann. § 48-1-115(b).

18. Tenn. Code Ann. § 48-1-116 provides that the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of the Act upon a finding that such order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

19. Tenn. Code Ann. § 48-1-109(c)(1) provides, in part, that:

- (c) It is unlawful for any person to transact business from, in, or into this state as an investment adviser or investment adviser representative unless:
 - (1) The person is registered as an investment adviser or investment adviser representative under this part;
- (e) The commissioner may, after notice and an opportunity for a hearing under the Uniform Administrative Procedures Act, compiled in title 4, chapter 5, impose a civil penalty against any person found to be

in violation of this section, or any rule or order adopted or issued under this section, in an amount not to exceed ten thousand dollars (\$10,000) per violation, or in an amount not to exceed twenty thousand dollars (\$20,000) per violation if an individual who is a designated adult is a victim.

- (f) It is unlawful for any investment adviser to employ an investment adviser representative unless the investment adviser representative is registered under this part. The registration of an investment adviser representative is not effective during any period when the investment adviser representative is not associated with a particular investment adviser. When an investment adviser representative begins or terminates a connection with an investment adviser, or begins or terminates those activities which make that person an investment adviser representative, both the investment adviser representative and the investment adviser shall promptly notify the commissioner.

20. Tenn. Code Ann. § 48-1-112 provides in part, that:

- (a) The Commissioner may by order deny, suspend, or revoke any registration under this part if the commissioner finds that:
 - (1) The order is in the public interest and necessary for the protection of investors; and
 - (2) The applicant or registrant or, in the case of a broker-dealer or investment adviser, any affiliate, partner, officer, director, or any person occupying a similar status or performing similar functions:
 - ...
 - (J) Has failed reasonably to supervise such person's agents if the person is a broker-dealer, or such person's investment adviser representatives if the person is an investment adviser;

21. The Findings of Fact detailed above show that Respondent Bradley Rooks engaged in unregistered activity by entering into client agreements as the investment adviser representative prior to being registered pursuant to Tenn. Code Ann. § 48-1-109(c)(1). Respondent's violations constitute grounds for civil penalties pursuant to Tenn. Code Ann. § 48-1-109(e).

22. The Findings of Fact detailed above show that Respondent Larry Rooks failed to properly supervise Respondent Bradley Rooks by allowing him to engage in unregistered activity by entering into client agreements as the investment adviser representative prior to being registered pursuant to Tenn. Code Ann. § 48-1-109(c)(1). Respondent Larry Rooks' violations constitute grounds for civil penalties pursuant to Tenn. Code Ann. § 48-1-112(a)(2)(J).

23. The Commissioner finds the following relief appropriate, in the public interest, and necessary for the protection of investors.

ORDER

NOW, THEREFORE, based on the foregoing, including the Respondents' waiver of the right to a hearing and appeal under the Act and the Tennessee Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101 *et seq.*, and the Respondents' admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondents agree to the entry and execution of this Consent Order to settle this matter as evidenced by the Respondents' signature.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116(a), that the Respondents shall:

1. **COMPLY** with the Act, as amended, and all rules promulgated thereunder; and
2. Respondent Bradley Rooks shall **COMPLETE** twelve (12) hours of investment adviser continuing education within ninety (90) days of the execution and entry of this consent order. All required continuing education must be from providers approved by the North American Securities Administrators Association ("NASAA") and shall be in addition to the continuing education hour requirements set forth in Tenn. Comp. R. & Regs. 0780-04-03-.17. Proof of completion shall be submitted to the Division's Director of Registration, April Odom, by sending such via email to April.X.Odom@tn.gov no later than one-hundred twenty (120) days following entry and execution of this consent order.

3. Respondents Rooks Wealth Advisors and Bradley Rooks shall **PAY A CIVIL PENALTY** to the State of Tennessee within thirty (30) days from the date of execution of this Consent Order by the Commissioner in an amount of ten thousand dollars (\$10,000) and shall be jointly and severally liable. The payment of such civil penalty shall be made by check payable to the Tennessee Department of Commerce and Insurance. Page one (1) of this Consent Order must accompany the payment for reference. Payment shall be mailed to the attention of:

**State of Tennessee
Department of Commerce and Insurance
Attn: Jacob Strait
500 James Robertson Parkway
Davy Crockett Tower
Nashville, Tennessee 37243**

4. Respondent Larry Rooks shall **PAY A CIVIL PENALTY** to the State of Tennessee within thirty (30) days from the date of execution of this Consent Order by the Commissioner in an amount of four thousand dollars (\$4,000). The payment of such civil penalty shall be made by check payable to the Tennessee Department of Commerce and Insurance. Page one (1) of this Consent Order must accompany the payment for reference. Payment shall be mailed to the attention of:

**State of Tennessee
Department of Commerce and Insurance
Attn: Jacob Strait
500 James Robertson Parkway
Davy Crockett Tower
Nashville, Tennessee 37243**

5. **GRACE PERIOD** – Payment shall be timely made if postmarked within five (5) business days of the date payment is due.

6. **ACCELERATION** – Respondents hereby agree that failure to remit any payment more than sixty (60) calendar days following the due date of said payment as indicated in the above

scheduled payments shall constitute default. Upon default, the entire outstanding civil penalty shall be due and payable immediately.

7. **DELINQUENCY** – Respondents hereby agree that failure to make any payment according to this Consent Order shall result in the immediate revocation of Respondents’ registrations with the Division.

8. **MODIFICATION** – The Division and Respondent hereby agree that modifications to this Consent Order regarding any term may only be made in writing and signed by an authorized representative of each party.

9. The Respondents’ failure to comply with the terms of this Consent Order, including the manner and method of payment of the civil penalty described above, shall result in further administrative disciplinary actions, which may include the assessment of additional civil penalties.

10. This Consent Order represents the complete and final resolution of and discharge of all administrative and civil claims, demands, actions, and causes of action by the Commissioner against the Respondents for violations of the Act with respect to the transactions involved in above-referenced facts. However, excluded from and not covered by this paragraph, are any claims by the Division arising from or relating to the enforcement of the Consent Order provisions contained herein.

11. This Consent Order is in the public interest and the best interests of the Parties. It represents a settlement of the controversy between the Parties and is for settlement purposes only. By the signatures affixed below, or in two (2) or more counterparts, the Respondents affirmatively state the following: the Respondents freely agree to the entry and execution of the Consent Order; the Respondents waive the right to a hearing on, or a review of, the matters, the Findings of Fact, and the Conclusions of Law underlying this Consent Order or the enforcement of this Consent

Order; and the Respondents encountered no threats or promises of any kind by the Commissioner, the Division, or any agent or representative thereof.

12. By signing this Consent Order, the Commissioner, the Division, and the Respondents affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement as set forth in this Consent Order, are binding upon them.

13. This Consent Order may be executed in two (2) or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same document. The facsimile, email, or other electronically delivered signatures of the parties shall be deemed to constitute original signatures, and facsimile or other electronic copies shall be deemed to constitute duplicate originals.

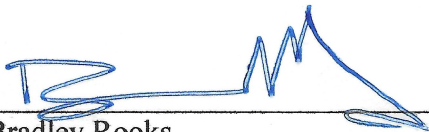
ENTERED AND EXECUTED March 16, 2026.



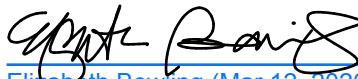
Carter Lawrence (Mar 16, 2026 15:55:24 CDT)

Carter Lawrence, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:

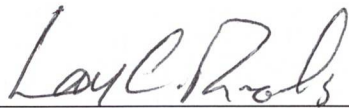


Bradley Rooks,
Individually and on behalf of:
Rooks Wealth Advisors, LLC



Elizabeth Bowling (Mar 12, 2026 15:43:27 CDT)

Elizabeth Bowling
Assistant Commissioner for Securities
Department of Commerce and Insurance



Larry Rooks



Jacob R. Strait, BPR #032389
Associate Counsel
Department of Commerce and Insurance