

**BEFORE THE UNITED STATES SECURITIES & EXCHANGE COMMISSION**

In The Matter of The Application of  
CARDIFF LEXINGTON CORPORATION  
For Review of Action Taken By FINRA

FINRA Case No.:  
CAS-76643-D7Q6B7  
CARDIFF LEXINGTON, INC. (CDIX)

**APPLICATION FOR REVIEW**

Cardiff Lexington Corporation (“Cardiff”), by its undersigned counsel and pursuant to 15 U.S.C. § 78s(d)(1) and 17 C.F.R. § 201.420, respectfully appeals from FINRA’s denial of Cardiff’s request that FINRA process and announce Cardiff’s planned 1:75,000 reverse stock split.

In an August 30, 2023 letter, FINRA’s Market Operations Department (“MOD”) informed Cardiff that it had denied Cardiff request to process and announce its planned reverse stock split because that split was deficient under FINRA Rule 6490(d)(3)(3) and because it was necessary for the protection of investors, the public interest and to maintain fair and orderly markets that FINRA not process such announcement. The MOD’s basis for the denial was that Power Up Lending Ltd. (“Power Up”), at the time, held two convertible notes from Cardiff and employed an officer, Curt Kramer (“Kramer”), who was a subject of 2013 and 2016 SEC cease-and-desist orders. By letter dated November 2, 2023, FINRA informed Cardiff that its Uniform Practice Code Committee (UPCC) had affirmed the MOD’s denial and had denied Cardiff’s appeal of the MOD’s denial.

Cardiff appeals the MOD’s denial and the UPCC’s affirmance thereof because:

1. The MOD and UPCC’s denial is based on the erroneous conclusion that Kramer could exercise control over Cardiff because Power Up could get control of 45+% of Cardiff’s outstanding shares of stock by exercising the two convertible notes.
2. The MOD and UPCC’s denial rests on the erroneous conclusion that Kramer is one of the entity-types enumerated in FINRA Rule 6490(3)(3).

3. The MOD and UPCC's conclusion that it was necessary for the protection of investors, the public interest and to maintain fair and orderly markets for it to deny and not process Cardiff's reverse stock split and announcement thereof was erroneous because, *inter alia*: (a) Kramer, either independently or through PowerUp did not, and does not, have the ability to control Cardiff, and thus he nor Power Up could (or can) use Cardiff as an instrument to engage in conduct detrimental to investors, the public interest, or fair and orderly markets and (b) investors, members of the public, and market participants had (and have) information readily available to them to protect themselves regarding circumstances pertaining to Cardiff, Kramer, and PowerUp.


4. The MOD and UPCC did not apply FINRA Rule 6490 in a manner consistent with the purposes of the Exchange Act because they: (a) relied on the "other persons connected to the issuer" clause in FINRA Rule 6490(d)(3)(3) and that clause is unlawfully vague and (b) treated Cardiff unequally and unfairly discriminated against Cardiff as FINRA had approved Rule 6490 requests of other issuers, even though PowerUp or other Kramer-led entities held convertible notes from such issuers substantially similar to the ones PowerUp had held from Cardiff.

5. Since the MOD's initial denial, the two convertible notes PowerUp held from Cardiff were bought out and fully discharged; thus, Kramer has no connection to Cardiff.

A notice of appearance for Cardiff's counsel is attached at Exhibit 1 hereto. The Applicant may be served in this action through its undersigned counsel, whose address is below.

Dated: December 1, 2023

Respectfully submitted:

  
\_\_\_\_\_  
Joseph D. Wilson (D.C. Bar # 466652)  
BEVILACQUA PLLC  
1050 Connecticut Ave., N.W., Suite 500  
Washington, DC 20036  
Phone: (202) 869-0888 x. 118  
Fax: (202) 869-0889  
Email: [jwilson@bevilacquapllic.com](mailto:jwilson@bevilacquapllic.com)  
*Counsel for Cardiff Lexington Corporation*

# **EXHIBIT 1**

(Notice Of Appearance By Counsel for Applicant Cardiff Lexington Corporation)

**BEFORE THE UNITED STATES SECURITIES & EXCHANGE COMMISSION**

In The Matter of The Application of  
CARDIFF LEXINGTON CORPORATION  
For Review of Action Taken By FINRA

FINRA Case No.:  
CAS-76643-D7Q6B7  
CARDIFF LEXINGTON, INC. (CDIX)

**NOTICE OF APPEARANCE AS COUNSEL  
FOR THE APPLICANT CARDIFF LEXINGTON CORPORATION**

TO: THE CLERK OF THE COMMISSOIN AND ALL PARTIES OF RECORD:

1. I, Joseph D. Wilson, of the law firm Bevilacqua PLLC, hereby notice their appearance as the representative the Applicant in this matter, Cardiff Lexington Corporation ("Cardiff"). My contact information is: Joseph D. Wilson, BEVILACQUA PLLC, 1050 Connecticut Ave., N.W., Suite 500, Washington, DC 20036, Phone: (202) 869-0888 x. 118, Fax: (202) 869-0889, Email: [jwilson@bevilacquapllc.com](mailto:jwilson@bevilacquapllc.com).


2. I am admitted to practice law before the highest courts of, and a member in good standing of the bars of, the District of Columbia, the Commonwealth of Virginia, and the States of Maryland, New Jersey, and New York.

3. Papers in this proceeding to be served on Cardiff should be served on me.

4. The address for Cardiff is: 3753 Howard Hughes Parkway, Suite 200, Las Vegas, NV 89169, email: [alex@cardifflexington.com](mailto:alex@cardifflexington.com) and [daniel@cardifflexington.com](mailto:daniel@cardifflexington.com).


Dated: December 1, 2023

Respectfully submitted:

  
\_\_\_\_\_  
Joseph D. Wilson (D.C. Bar # 466652)  
BEVILACQUA PLLC  
1050 Connecticut Ave., N.W., Suite 500  
Washington, DC 20036  
Phone: (202) 869-0888 x. 118  
Fax: (202) 869-0889  
Email: [jwilson@bevilacquapllc.com](mailto:jwilson@bevilacquapllc.com)  
*Counsel for Cardiff Lexington Corporation*

**17 C.F.R. § 201.420(f) CERTIFICATION**


The undersigned hereby certifies that the foregoing Application for Review (with the exhibit thereto) of Cardiff Lexington Corporation does not contain any sensitive personal information listed in 17 C.F.R. § 201.420(e)(2).

  
Joseph D. Wilson (D.C. Bar # 466652)  
BEVILACQUA PLLC  
1050 Connecticut Ave., N.W., Suite 500  
Washington, DC 20036  
Phone: (202) 869-0888 x. 118  
Fax: (202) 869-0889  
Email: [jwilson@bevilacquapllc.com](mailto:jwilson@bevilacquapllc.com)  
*Counsel for Cardiff Lexington Corporation*

**CERTIFICATE OF FILING & SERVICE**

The undersigned hereby certifies that on December 1, 2023 he caused Cardiff Lexington Corporation's Application for Review (with the exhibit thereto) to be filed with the United States Securities & Exchange Commission via <https://www.sec.gov/efap> and a copy of the same to be served on the Respondent FINRA by email and postage prepaid United States Mail sent to the following email and mailing addresses:

Ashley Martin  
FINRA – Office of General Counsel  
1700 K Street, NW  
Washington, DC 20006  
[Ashley.Martin@finra.org](mailto:Ashley.Martin@finra.org)  
[UPCC.casefilings@finra.org](mailto:UPCC.casefilings@finra.org)

  
Joseph D. Wilson (D.C. Bar # 466652)  
BEVILACQUA PLLC  
1050 Connecticut Ave., N.W., Suite 500  
Washington, DC 20036  
Phone: (202) 869-0888 x. 118  
Fax: (202) 869-0889  
Email: [jwilson@bevilacquapllc.com](mailto:jwilson@bevilacquapllc.com)  
*Counsel for Cardiff Lexington Corporation*