BEFORE THE INVESTOR PROTECTION DIRECTOR
OF THE STATE OF DELAWARE

IN THE MATTER OF:	)	
	)	
	)	Investor Protection Case No. 26-0119
MORNINGSIDE ASSET MANAGEMENT LLC	)	
	)	
	)	
Respondent.		

ADMINISTRATIVE CONSENT ORDER

WHEREAS, Morningside Asset Management LLC ("Morningside") is an investment adviser firm with a principal place of business at 300 Delaware Avenue, Suite 210, Wilmington, DE 19801;

WHEREAS, Morningside applied for registration as an investment adviser with the Investor Protection Unit of the Delaware Department of Justice (the "Unit") on or about August 25, 2025;

WHEREAS, Morningside had a place of business in Delaware since at least 2020 and its principal place of business in Delaware beginning in 2025;

WHEREAS, the Unit opened an investigation into whether Morningside was acting as an investment adviser in Delaware without being properly registered with the Unit;

WHEREAS, Morningside has agreed to resolve the investigation with the Unit;

WHEREAS, Morningside, without admitting or denying the Findings of Fact and Conclusions of Law contained herein, voluntarily consents to the entry of this Administrative Consent Order (the "Order") pursuant to 6 *Del. C*. § 73-101, *et. seq*. (the "Act") with respect to this Order;

NOW, THEREFORE, the Investor Protection Director for the State of Delaware (the "Director"), as administrator of the Act, finds this Order is in the public interest and hereby enters this Consent Order:

FINDINGS OF FACT

1. Morningside, IARD No. 268789, is an investment adviser founded in 2015.

2. Morningside became a federal covered adviser on or about June 8, 2026, and notice filed in Delaware that same day.

3. Morningside provides investment advisory and portfolio management services to institutional clients.

4. From at least March 3, 2020 through June 8, 2026, Morningside offered these services while it had a place of business in Delaware but was not registered as an investment adviser with the Unit.

5. Morningside has employed a person to act as an investment adviser representative having a place of business in Delaware, without having registered such representative with the Unit.

CONCLUSIONS OF LAW

1. During the period from March 3, 2020 to June 8, 2026, Morningside acted as an "Investment Adviser" in Delaware as the term "Investment Adviser" is defined by § 73-103(a)(10) of the Act.

2. During that same period, a Morningside employee working in Delaware acted as an "Investment Adviser Representative" as the term "Investment Adviser Representative" is defined by § 73-103(a)(11) of the Act.

3. Section 73-301(c) of the Act states that it is unlawful for a person(s) to transact business in Delaware as an investment adviser or investment adviser representative unless such person is registered under the Act.

4. Section 73-301(d) of the Act states that it is unlawful for "any person required to be registered as an investment adviser under this chapter to employ an investment adviser

representative unless the investment adviser representative is registered under this chapter."

5. Section 73-301(e) states that it is "unlawful for any federal covered adviser to employ, supervise or associate with an investment adviser representative having a place of business located in this State unless such investment adviser representative is registered under this chapter …"

6. By engaging in the conduct set forth above, Morningside acted as an unregistered investment adviser in Delaware, and did not properly register a representative, in violation of § 73-301 of the Act.

7. As a result of the stated violation, Morningside is subject to the assessment of a fine and other remedies determined to be in the public interest pursuant to § 73-601 of the Act.

8. This Order is appropriate and in the public interest.

ORDER

On the basis of the Findings of Fact, Conclusions of Law, and Morningside's consent to the entry of this Order, IT IS HEREBY ORDERED:

1. This Order concludes the investigation by the Unit and any other action that the Director could commence under applicable Delaware law as it relates to the substance of the Findings of Fact and Conclusions of Law herein, provided however, that the Director may pursue claims arising from Morningside's failure to comply with the terms of this Order.

2. This Order is entered into solely for the purpose of resolving the investigation and is not intended to be used for any other purpose.

3. Morningside shall pay a fine in the amount of twelve thousand five hundred dollars ($12,500) to the "State of Delaware – Investor Protection Fund" by December 31, 2026. This

amount includes back registration fees plus penalties.

4. Morningside is now a federal covered adviser and is properly notice filed in Delaware.

5. Morningside will ensure proper registration of the investment adviser representative having a place of business in Delaware within 60 (sixty) days of this order and maintain proper registration so long as it is operating in Delaware.

6. Morningside will ensure that appropriate updates are made to its CRD filings.

7. Except in an action by the Director to enforce the obligations in this Order, this Order is not intended to be deemed or used as (a) an admission of, or evidence of, the validity of any alleged wrongdoing or liability; or (b) an admission of, or evidence of, any such alleged fault or omission of Morningside in any civil, criminal, arbitration, or administrative proceeding in any court, administrative agency, or other tribunal.

8. Morningside, through execution of this Order, voluntarily waives the right to a hearing and to judicial review of this Order under §§ 73-502 and 73-601 of the Act.

9. Morningside enters into this Order voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Director or any member, officer, employee, agent, or representative of the Unit to induce it to enter into this Order.

IT IS HEREBY ORDERED on this 23rd day of October, 2026.

/s/ Jillian Lazar
Jillian Lazar
Director of Investor Protection

I hereby agree to the entry of this Consent Order; consent to all terms, conditions and orders contained therein; and waive any right to appeal from this Order.

Kyle Myers
Morningside Asset Management LLC

10/23/2026
Date