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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
whether there has been a violation
of the Securities Act of Washington by:

Roanan Corporation and Walter Alexander Moa,
Jr.,

Respondents

Order Number S-08-007-08-CO01

CONSENT ORDER

INTRODUCTION

On May 7, 2008, the Securities Division of the State of Washington Department of Financial Institutions (“Securities Division”) issued a Statement of Charges, Order No. S-08-007-08-SC01, against Roanan Corporation and Walter Alexander Moa, Jr., Respondents. Pursuant to the Securities Act of Washington, chapter 21.20 RCW, the Securities Division and Respondents, Roanan Corporation and Walter Alexander Moa, Jr., do hereby enter into this Consent Order in settlement of the matters alleged herein. Respondents, Roanan Corporation and Walter Alexander Moa, Jr., neither admit nor deny the Findings of Fact and Conclusions of Law stated below.

FINDINGS OF FACT

Respondents

1. Roanan Corporation (“Roanan”) is a Washington corporation that was incorporated on September 25, 1956 and was originally named Mineral Basin Corporation. Roanan has approximately 5.6 million shares of common stock outstanding. Roanan has approximately 350 shareholders, many of whom are Washington residents. Roanan’s primary assets are townsite lots, a waterfront lease, and

1 patented and unpatented mining claims in or near Hyder, Alaska. Roanan maintains its principal place of
2 business at 850 West Hastings Street in Vancouver, British Columbia.

3 2. Walter Alexander Moa, Jr. (“Moa”) is the president of Roanan Corporation and the owner of
4 a business consulting company called Moa International Management. Roanan pays Moa International
5 Management \$10,000 per month for management services.

6 Offering of Notes and Stock

7 3. From January 2006 through February 2008, Roanan and Moa offered and sold approximately
8 \$600,000 worth of promissory notes from Roanan Corporation to approximately 28 investors, including at
9 least 14 Washington investors. The promissory notes had a one-year term with 12% annual interest.
10 Roanan issued “bonus” shares of stock with the notes, so that investors received one share of Roanan
11 common stock for every \$1 of principal invested in the notes. The investors also understood that they
12 would have the option to convert their notes into shares of Roanan common stock at a ratio of 5 shares of
13 stock for every \$1 of principal invested in the notes.

13 Failure to Disclose Information

14 4. From January 2006 through February 2008, when offering and selling notes and stock to
15 investors, Roanan and Moa each failed to provide investors with current financial statements for Roanan
16 Corporation. Roanan and Moa each failed to identify the specific use of proceeds for particular
17 investments. Roanan used funds from investors to repay approximately \$70,000 of investor notes, to pay
18 approximately \$170,000 of legal fees, and to pay approximately \$300,000 to Moa International
19 Management.

20 5. From January 2006 through February 2008, when offering and selling notes and stock to
21 investors, Roanan and Moa each failed to clearly identify Roanan’s business objectives. Roanan and Moa
22 each failed to disclose the minimum amount of proceeds required to achieve the objectives, the time

1 required to achieve the objectives, and the history of Roanan's attempts to develop the company's assets.
2 Roanan and Moa each failed to disclose the risks of the investments, including inadequate capitalization,
3 competition from more established companies, environmental risks, market risks, geological risks,
4 regulatory risks and operations risks.

5 Registration Status

6 6. Roanan Corporation is not currently registered and has not previously been registered to sell
7 its securities in the state of Washington, and it has not filed a claim of exemption from registration.

8 7. Walter Alexander Moa, Jr. is not currently registered as a securities salesperson or securities
9 broker-dealer in the state of Washington and has not previously been so registered.

10 Based upon the above Findings of Fact, the following Conclusions of Law are made:

11 **CONCLUSIONS OF LAW**

12 1. The offer or sale of stock and/or promissory notes described above constitutes the offer or
13 sale of a security, as defined in RCW 21.20.005(10) and (12), to wit: stock, note, evidence of
14 indebtedness, investment contract or risk capital.

15 2. The offer or sale of said securities is in violation of RCW 21.20.140 because no registration
16 for such offer or sale is on file with the Securities Administrator.

17 3. Walter Alexander Moa, Jr. has violated RCW 21.20.040 by offering or selling said securities
18 while not registered as a securities salesperson or securities broker-dealer in the state of Washington.

19 4. Roanan Corporation and Walter Alexander Moa Jr. have each violated RCW 21.20.010
20 because, in connection with the offer or sale of said securities, they each omitted to state material facts
21

1 necessary in order to make the statements made, in the light of the circumstances under which they were
2 made, not misleading.

3 **CONSENT ORDER**

4 Based upon the foregoing and finding it in the public interest:

5 IT IS AGREED AND ORDERED that Respondents, Roanan Corporation and Walter Alexander
6 Moa, Jr., and their agents and employees, each shall cease and desist from offering or selling securities
7 in violation of RCW 21.20.140, the securities registration section of the Securities Act of Washington.

8 IT IS FURTHER AGREED AND ORDERED that Walter Alexander Moa, Jr., and his agents and
9 employees, each shall cease and desist from acting as an unregistered securities broker-dealer or
10 salesperson in violation of RCW 21.20.040, the securities broker-dealer and salesperson registration
11 section of the Securities Act of Washington.

12 IT IS FURTHER AGREED AND ORDERED that Respondents, Roanan Corporation and Walter
13 Alexander Moa, Jr., and their agents and employees, each shall cease and desist from violating RCW
14 21.20.010, the anti-fraud section of the Securities Act of Washington.

15 IT IS FURTHER AGREED that before the entry of this Consent Order, Walter Alexander Moa, Jr.
16 shall pay the Securities Division \$7,500 for costs incurred in the investigation of this matter.

17 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Order.

18 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents, Roanan
19 Corporation and Walter Alexander Moa, Jr., each waive their rights to a hearing in this matter and to
20 judicial review of this order.

1 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

2 SIGNED this 18th day of June, 2008

3 Approved for Entry by:

4
5 /s/ Clark Commodore Goss III
6 Clark Commodore Goss III, Attorney for Respondents
7 WSBA #22112

8 Signed by:

9 Roanan Corporation

10 By /s/ Walter Alexander Moa, Jr.
11 Walter Alexander Moa, Jr., President

12 Signed by:

13 /s/ Walter Alexander Moa, Jr.
14 Walter Alexander Moa, Jr., individually

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16 SIGNED and ENTERED this 1st day of July, 2008

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19 _____
20 MICHAEL E. STEVENSON
21 Securities Administrator

22 Approved by:

22 Presented by:

23 CONSENT ORDER

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Martin Cordell

Janet So

Martin Cordell
Chief of Enforcement

Janet So
Financial Legal Examiner

CONSENT ORDER