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

IN THE MATTER OF DETERMINING) Order No.: S-13-1210-13-SC01
Whether there has been a violation of the)
Securities Act of Washington by:) STATEMENT OF CHARGES AND NOTICE OF
) INTENT TO REVOKE REGISTRATIONS, DENY
Retirement Protection Services Wealth) FUTURE REGISTRATIONS, IMPOSE FINES, AND
Management LLC;) CHARGE COSTS
Gregg Alan Henderson)
Respondents.

7
8 THE STATE OF WASHINGTON TO: Retirement Protection Services Wealth
9 Management LLC (CRD #152522);
10 Gregg Alan Henderson (CRD #5596061)

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STATEMENT OF CHARGES

13 Please take notice that the Securities Administrator of the state of Washington has reason to believe
14 that grounds exist, pursuant to RCW 21.20.110(1), that justify the revocation of Retirement Protection
15 Services Wealth Management LLC's investment adviser and Gregg Alan Henderson's investment adviser
16 representative registrations, the denial of any future securities registration applications, the imposition of
17 fines, and the charging of costs. The Securities Administrator finds as follows:

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TENTATIVE FINDINGS OF FACT

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I. Respondents

22 1. Retirement Protection Services Wealth Management LLC ("RPSWM") is a limited liability
23 company organized under the laws of the state of Washington with its principal place of business at 2155
24 112th Ave NE, Bellevue, WA 98004. The mailing address for RPSWM is 20900 NE 42nd St, Sammamish,
25 WA 98074. RPSWM is currently registered as an investment adviser with the Securities Division pursuant

1 to RCW 21.20.040 under file number 30003022. The file number for RPSWM in the Investment Adviser
2 Registration Depository (“IARD”) is 152522.

3 2. Gregg Alan Henderson is the Managing Member, Chief Compliance Officer, and registered agent of
4 RPSWM. He is registered with the Securities Division as the sole investment adviser representative of
5 RPSWM. His Central Registration Depository (“CRD”) number is 5596061. Gregg Alan Henderson was
6 licensed by the Washington Office of the Insurance Commissioner (“OIC”) as an agent from April 29, 2002
7 until July 1, 2009 and as an insurance producer from July 1, 2009 until March 25, 2013, under License
8 number 193414.

9 **II. Nature of the Conduct**

10 *Washington State Office of the Insurance Commissioner’s Order*

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12 3. On March 12, 2012, the OIC entered Order Revoking License, No. 12-0067, against Gregg A.
13 Henderson (“OIC First Order”). That order stated that Mr. Henderson telephoned Great American Advisors
14 (“GAA”) and impersonated a GAA client in order to liquidate that client’s GAA account. The OIC First
15 Order further found that the real GAA client stated that he previously met with Mr. Henderson, and did sign
16 some papers, but did not call GAA to liquidate his account and did not authorize Mr. Henderson to
17 impersonate him. The OIC First Order also alleged that Mr. Henderson later provided the OIC with false or
18 deceptive statements about the matter. The OIC First Order found that Mr. Henderson “fraudulently and
19 dishonestly impersonated a client in an attempt to liquidate the client’s account to sell insurance.” That order
20 also found that Mr. Henderson “knowingly made false representations in the conduct of the business of
21 insurance.”
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1 4. The OIC First Order found that Mr. Henderson violated RCW 48.17.530(1)(h) (by using fraudulent,
2 coercive, or dishonest practices, or demonstrating incompetence, untrustworthiness, or financial
3 irresponsibility in this state or elsewhere), RCW 48.01.030 (that by failing to act in good faith, abstain from
4 deception, and practice honesty and equity in all insurance matters, he violated his duty of preserving
5 inviolate the integrity of insurance), and RCW 48.30.040 (by knowingly making, publishing, or
6 disseminating any false, deceptive or misleading representations or advertisings in the conduct of the
7 business of insurance, or relative to the business of insurance, or relative to any person engaged therein).

8 5. The OIC First Order was to revoke Mr. Henderson's insurance producer license effective March 30,
9 2012 unless he requested a hearing before then. However, on March 28, 2012, Mr. Henderson formally filed
10 a Demand for Hearing to contest the OIC First Order. Under RCW 48.04.020, this Demand for Hearing
11 stayed the OIC First Order pending the hearing.

12 6. On July 16, 2012, August 31, 2012, and September 10, 2012, the Washington State Insurance
13 Commissioner conducted a hearing regarding the OIC First Order.

14 7. On March 25, 2013, the OIC's Hearings Unit issued its Findings of Fact, Conclusions of Law, and
15 Final Order against Gregg A. Henderson ("OIC Final Order"). That order upheld the OIC First Order.

16 8. The OIC Final Order found that Mr. Henderson fraudulently and dishonestly impersonated a
17 memory-impaired 73 year old man in an attempt to liquidate that client's brokerage account and sell him
18 insurance and that he "intentionally made false statements to the OIC about this matter many times,
19 beginning with the OIC's investigation in August of 2009 and continuing under oath during the hearing."

20 9. The OIC Final Order concluded that Mr. Henderson violated RCW 48.17.530(1)(h), RCW 48.01.040,
21 RCW 48.01.030, and upheld the OIC First Order revoking Mr. Henderson's Washington resident insurance
22 producer's license.
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10. Mr. Henderson had until April 4, 2013 to seek reconsideration of the OIC Final Order and until April 24, 2013 to file a Superior Court appeal of the OIC Final Order. Mr. Henderson did not seek reconsideration or appeal the final order before those deadlines.

False or Misleading Filings and Failure to Report the OIC Order

11. Each investment adviser registered with the Securities Division must, under WAC 460-24A-050 and WAC 460-24A-205, file information regarding the adviser's business with the Securities Director through the adviser's Form ADV. Form ADV Part 1, Item 11 asks for information regarding the adviser's disciplinary history.

12. Each investment adviser registered with the Securities Division must, under WAC 460-24A-205, file any amendments to Form ADV within thirty days of any event that makes any response to Form ADV Part 1, Item 11 inaccurate in any way.

13. Form ADV Part 1, Items 11.D, requires disclosure of regulatory proceedings by any state regulatory agency where the adviser or any advisory affiliate (1) was found to have made a false statement or omission, or to have been dishonest, unfair, or unethical; (2) was found to have been involved in a violation of investment-related regulations or statutes; (3) was found to be the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted; (4) is subject to an order, in the last ten years, in connection with an investment-related activity; or (5) had its registration or license denied, suspended, or revoked.

14. Form ADV Part 1, Item 11.G, requires disclosure of any pending regulatory proceedings that could result in an Item 11.D disclosure.

15. Gregg Henderson, on behalf of RPSWM, filed two amendments to Form ADV after March 12, 2012. Both of these filings reflect negative responses to Form ADV, Items 11.D and 11.G.

16. RPSWM has not filed an amendment to report the OIC disciplinary event.

CONCLUSIONS OF LAW

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

1. Gregg Alan Henderson was the subject of an order by the OIC revoking his insurance producer license because he violated Washington insurance laws. The order, after notice and opportunity for hearing, by the OIC is grounds, pursuant to RCW 21.20.110(1)(f), to revoke his investment adviser representative registration, to deny any future investment adviser representative or broker-dealer salesperson registration applications, to impose fines, and, pursuant to RCW 21.20.110(7), to charge costs.

2. Gregg Alan Henderson is the Managing Member and Chief Compliance Officer of RPSWM. A managing member of an LLC, pursuant to RCW 25.15, performs similar functions to those of a partner, officer, or director. The order by the OIC, after notice and opportunity for hearing, against Gregg Henderson is grounds for an order, pursuant to RCW 21.20.110(1)(f), against RPSWM to revoke its investment adviser registration, to deny any future investment adviser or broker-dealer registration applications, to impose fines, and, pursuant to RCW 21.20.110(7), to charge costs.

3. Pursuant to RCW 21.20.020 and WAC 460-24A-220, impersonating a client in order to liquidate a client's account is a dishonest or unethical business practice. Gregg Henderson violated RCW 21.20.020 by impersonating a client on the phone to GAA in an attempt to liquidate that client's GAA account. A violation of RCW 21.20.020 is grounds, pursuant to RCW 21.20.110(1)(b), to revoke Gregg Henderson's investment adviser representative and RPSWM investment adviser registrations, to deny any investment adviser, broker-dealer, investment adviser representative, or broker-dealer salesperson registration applications, to impose fines, and, pursuant to RCW 21.20.110(7), to charge costs.

1 Pursuant to RCW 21.20.050, 21.20.450, and WAC 460-24A-047, the filings Gregg Henderson made,
2 on behalf of RPSWM, constitute filings with the director for purposes of RCW 21.20.350. Gregg Henderson
3 and RPSWM each violated RCW 21.20.350 by making two Form ADV filings after the entry of the OIC
4 First Order that did not reflect that order. A violation of RCW 21.20.350 is grounds, pursuant to RCW
5 21.20.110(1)(b), to revoke Gregg Henderson's investment adviser representative and RPSWM investment
6 adviser registrations, to deny any investment adviser, broker-dealer, investment adviser representative, or
7 broker-dealer salesperson registration applications, to impose fines, and, pursuant to RCW 21.20.110(7), to
8 charge costs.

9 5. Gregg Henderson violated WAC 460-24A-205 by failing to timely report the OIC proceeding on
10 RPSWM's Form ADV. A violation of WAC 460-24A-205 is grounds, pursuant to RCW 21.20.110(1)(b), to
11 revoke Gregg Henderson's investment adviser representative and RPSWM investment adviser registrations,
12 to deny any future investment adviser, broker-dealer, investment adviser representative, or broker-dealer
13 salesperson registration applications, to impose fines, and, pursuant to RCW 21.20.110(7), to charge costs.

14 6. It is in the public interest for the director to issue an order, because of the conduct listed above,
15 pursuant to RCW 21.20.110(1), to revoke RPSWM's investment adviser registration, to revoke Gregg Alan
16 Henderson's investment adviser registration, to deny any future investment adviser, broker-dealer,
17 investment adviser representative, or broker-dealer salesperson registration applications filed either
18 Respondent, to impose fines, and, pursuant to RCW 21.20.110(7), to charge costs.

20 NOTICE OF INTENT TO REVOKE REGISTRATIONS

21 Pursuant to RCW 21.20.110(1), and based upon the above Tentative Findings of Fact and
22 Conclusions of Law, the Securities Administrator intends to order that Retirement Protection Services
23 Wealth Management LLC's investment adviser registration be revoked.

1 Pursuant to RCW 21.20.110(1), and based upon the above Tentative Findings of Fact and
2 Conclusions of Law, the Securities Administrator intends to order that that Gregg Alan Henderson's
3 investment adviser representative registration be revoked.

4 **NOTICE OF INTENT TO DENY FUTURE REGISTRATIONS**

5 Pursuant to RCW 21.20.110(1), and based upon the above Tentative Findings of Fact and
6 Conclusions of Law, the Securities Administrator intends to deny any investment adviser, broker-dealer,
7 investment adviser representative, or broker-dealer salesperson applications for registration Gregg Alan
8 Henderson may file in the future.

9 Pursuant to RCW 21.20.110(1), and based upon the above Tentative Findings of Fact and
10 Conclusions of Law, the Securities Administrator intends to deny any investment adviser or broker-dealer
11 applications for registration Retirement Protection Services Wealth Management LLC may file in the future.

12 **NOTICE OF INTENT TO IMPOSE FINES**

13 Pursuant to RCW 21.20.110(1), and based upon the above Tentative Findings of Fact and
14 Conclusions of Law, the Securities Administrator intends to order that Respondents, Retirement Protection
15 Services Wealth Management LLC and Gregg Alan Henderson, shall each be liable for and shall pay a fine
16 of \$10,000.

17 **NOTICE OF INTENT TO CHARGE COSTS**

18 Pursuant to RCW 21.20.110(7), and based upon the above Tentative Findings of Fact and
19 Conclusions of Law, the Securities Administrator intends to order that Respondents, Retirement Protection
20 Services Wealth Management LLC and Gregg Alan Henderson, shall each be liable for and shall pay
21 investigative costs of not less than \$500.
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AUTHORITY AND PROCEDURE

This Statement of Charges is entered pursuant to the provisions of Chapter 21.20 RCW and is subject to the provisions of RCW 21.20.120 and Chapter 34.05 RCW. The respondents, Retirement Protection Services Wealth Management LLC and Gregg Alan Henderson, may each make a written request for a hearing as set forth in the NOTICE OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this Order. If a Respondent does not request a hearing, the Securities Administrator intends to adopt the foregoing Tentative Findings of Fact and Conclusions of Law as final, and enter an order against the Respondent revoking the Respondent's investment adviser or investment adviser representative registration and imposing the fine sought.

Signed and Entered this 17th day of May 2013.



William M. Beatty
Securities Administrator

Approved by:

Presented by:



Suzanne Sarason
Chief of Enforcement

Elizabeth A. L. Smith
Financial Legal Examiner