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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:

Roger Allan Duval;
Roger A. Duval d/b/a Retirement Base Camp,

Respondent.

Order No.: S-19-2683-19-CO01

CONSENT ORDER

INTRODUCTION

On May 24, 2019, the Securities Administrator of the Securities Division of the Department of Financial Institutions (“Securities Division”) issued a Summary Order to Suspend Registrations and Notice of Intent to Enter an Order to Revoke Registrations, Deny Future Registrations, Impose a Fine, and Charge Costs (“Summary Order”), Order Number S-19-2683-19-TO01, against the Respondent Roger Allan Duval. Pursuant to the Securities Act of Washington, Chapter 21.20 RCW, the Securities Division and the Respondent Roger Allan Duval and Roger A. Duval d/b/a Retirement Base Camp, do hereby enter into this Consent Order in settlement of the Summary Order and the matters alleged herein. The Respondent neither admits nor denies the Findings of Fact and Conclusions of Law stated below.

FINDINGS OF FACT

Respondent

1. Roger Allan Duval (“Duval”) (CRD No. 2503718) is a resident of Liberty Lake, Washington. Duval was first employed in the securities industry in 1994 and has been employed by several broker-dealers and/or investment advisers. Most recently, Duval was employed with Pruco Securities, LLC (“Pruco Securities”) from September 2018 until his resignation on May 13, 2019. Previously, he was employed by

1 MML Investors Services, LLC (“MML Investors”) from March 2017 to September 2018, MSI Financial
2 Services, Inc. (“MSI Financial”) from November 2007 to March 2017, and Allstate Financial Services, LLC
3 (“Allstate Financial”) from June 2002 to October 2007. Duval was registered as a securities salesperson with
4 the Washington State Securities Division for most periods between May 1994 and May 24, 2019, and as an
5 investment adviser representative between November 2007 and May 24, 2019. Duval has been a Washington
6 State licensed insurance agent from 2008 to present.

7 2. Roger A. Duval d/b/a Retirement Base Camp (“Retirement Base Camp”) is a sole
8 proprietorship that Duval started in approximately 2017. Retirement Base Camp has never been registered
9 with the Securities Division as an investment adviser.

10 **Overview**

11 3. Between approximately January 2014 and May 2019, Duval engaged in dishonest and
12 unethical practices in the securities business. Duval managed three brokerage accounts for four Washington
13 residents (including a married couple) that were not on the books and records of his employer. Three of the
14 residents were brokerage customers or advisory clients of Duval’s at his employing firms. Between
15 approximately June 2017 and April 2019, Duval made unauthorized withdrawals totaling approximately
16 \$130,000 from these three brokerage accounts and he misappropriated the funds. Duval also made an
17 unauthorized trade in one of the residents’ accounts after the resident died in 2017, and he borrowed money
18 from one resident’s brokerage account.

19 4. In approximately 2017, Duval started his sole proprietorship Retirement Base Camp.
20 Retirement Base Camp is the name of a financial book published by Duval in 2018. In approximately
21 September 2018, Duval solicited two of the residents (the married couple) to invest \$80,000 in Retirement
22 Base Camp. Beginning in May 2019, after Duval resigned from Pruco Securities, he used Retirement Base
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1 Camp as his financial planning business, and provided investment advisory services to clients for
2 compensation. Retirement Base Camp has never been registered with the Securities Division as an investment
3 adviser. Duval continued to provide investment advisory services under this name after he received notice
4 that the Securities Division suspended his investment adviser representative and securities salesperson
5 licenses.

6 **Dishonest & Unethical Practices**

7 5. Duval misappropriated funds from the three brokerage accounts that he managed away from
8 his firm. Two of the accounts were held by elderly Washington residents between approximately 71 and 85
9 years of age. Between approximately January 2014 and May 2019, Duval logged-in to the three brokerage
10 accounts, using the residents' login credentials to access the accounts. Beginning in approximately June 2017,
11 in addition to making purchases and sales of securities in the accounts, Duval made unauthorized withdrawals
12 totaling approximately \$130,000 from the accounts. The withdrawals were in the form of electronic checks
13 that Duval wrote payable to himself, and then misappropriated the funds by depositing them into a credit
14 union account under his control. After one of the residents died in 2017, Duval made an unauthorized trade
15 in the decedent's account and wrote himself a \$5,500 commission check from the account.
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17 6. Duval failed to disclose to his firm that he was managing brokerage accounts for compensation,
18 or the reasonable expectation of compensation, that were not on his firm's books and records. Duval also
19 failed to obtain the prior approval of his firms to borrow money from a customer or client, and he failed to
20 obtain prior approval to engage in private securities transactions. Between 2018 and 2019, Duval requested
21 that one of the residents (a brokerage customer of his at MML Investors and an advisory client of his at Pruco
22 Securities) loan him a total of \$130,000 from her brokerage account, and he solicited two of the residents to
23 invest \$80,000 in Retirement Base Camp.

Residents A & B

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2 7. Residents A and B (a married couple) are residents of Liberty Lake, Washington. They are
3 approximately 81 and 85 years of age. Between approximately October 2013 and May 2017, Residents A
4 and B were customers of Duval's at MSI Financial and MML Investors. Residents A and B purchased a
5 variable annuity from Duval in October 2013.

6 8. In December 2013, Residents A and B opened a brokerage account that was not on the books
7 and records of Duval's firm. Duval began managing this account for Residents A and B in approximately
8 January 2014. In May 2017, Residents A and B surrendered their variable annuity and deposited the
9 approximate \$66,000 of proceeds into the outside brokerage account managed by Duval (this was the largest
10 deposit into the account, constituting approximately 60% of the funding deposits). The next month, in June
11 2017, Duval began to make unauthorized withdrawals from Resident A and B's brokerage account.

12 9. Between approximately June 2017 and September 2018, Duval wrote 19 electronic checks
13 from the account, totaling approximately \$94,000, that were payable to himself. Residents A and B did not
14 authorize these withdrawals from their account by Duval, and were unaware of these transactions. Duval
15 deposited the misappropriated funds into a credit union account under his control. When Duval made five of
16 the unauthorized withdrawals, his credit union bank account was overdrawn the prior day for insufficient
17 funds.
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19 10. In approximately September 2018, Duval solicited Residents A and B to invest \$80,000 in
20 Retirement Base Camp. Residents A and B signed a promissory note with Duval, dated September 1, 2018.
21 The note stated that Duval would pay Residents A and B a minimum sum of \$2,200 per month for the
22 remainder of their lives, with the monthly payments continuing for the survivor after the death of either
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1 resident. In the note, Duval reserved the right to transition the obligation to lifetime income annuities for the
2 residents.

3 11. Duval failed to obtain authorization from his employing firm prior to effecting a private
4 securities transaction not recorded on the firm's books and records. Resident A and B's investment in
5 Retirement Base Camp occurred when Duval was transitioning from MML Investors to Pruco Securities.
6 Duval did not provide prior written notice to MML Investors of this private securities transaction before he
7 resigned from the firm on September 4, 2018. Duval also failed to provide prior written notice of this private
8 securities transaction to Pruco Securities. On August 24, 2018 (approximately one week before the
9 promissory note was signed) Duval submitted his initial Outside Business Activity and Private Securities
10 Transaction form to Pruco Securities. Duval did not disclose any private securities transactions on the form,
11 nor did he subsequently request prior approval from Pruco Securities before selling this investment.

12 *Resident C*

13 12. Resident C was a resident of Spokane Valley, Washington. Resident C was referred to Duval
14 by his mother, Resident D. In approximately 2015, Resident C was seriously injured in an accident and he
15 received a settlement of over \$1 million dollars. In June 2016, Resident C opened a brokerage account with
16 part of his settlement funds. The funds were invested 100% in a money market cash fund.

17 13. In approximately July 2016, Duval agreed to manage Resident C's account for a commission.
18 This account was not on the books and records of Duval's firm. Between July 2016 and May 2017, Duval
19 did not make any trades in the account, so Resident C's account continued to be entirely invested in a money
20 market cash fund. Approximately one year after opening the account, on June 3, 2017, Resident C died.
21 Approximately two and a half weeks after Resident C's death, on June 21, 2017, Duval logged-in to Resident
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1 C's brokerage account and made an unauthorized purchase of 100 shares of Amazon.com Inc. stock for the
2 account. That same day, Duval wrote a \$5,500 commission check, payable to himself, from the account.

3 14. The day before Duval made the unauthorized trade and wrote the commission check to himself
4 from Resident C's brokerage account, his credit union bank account was overdrawn for insufficient funds.
5 Duval deposited the commission check into his credit union account two days after he wrote the check, on
6 June 23, 2017. Duval's credit union account was overdrawn again on the day of the deposit.

7 *Resident D*

8 15. Resident D was a customer of Duval's at Allstate Financial beginning in 2005. Resident D
9 continued working with Duval after he transitioned firms, and was a customer of his at MML Investors and
10 an advisory client of his at Pruco Securities. Resident D is approximately 71 years of age, and she is the
11 mother of deceased Resident C. In approximately September 2017, she inherited the funds in her son's
12 brokerage account after he died. The firm transferred the funds to a different account in the name of Resident
13 D, and Duval continued to manage the funds.

14 16. Duval borrowed money from Resident D while she was his customer at MML Investors and
15 his client at Pruco Securities, without obtaining the prior approval of his firms. Between approximately March
16 2018 and May 2019, Duval solicited Resident D to loan him a total of \$130,000 from the funds that she
17 inherited from her son. Between March and November 2018, Resident D authorized Duval to write two
18 \$50,000 checks from the brokerage account payable to himself. Duval represented to Resident D that he
19 needed these funds for his Retirement Base Camp book. Subsequently, in May 2019, Resident D authorized
20 Duval to withdraw another \$30,000 from the account as a loan. However, on May 6, 2019, when Duval wrote
21 a \$30,000 check from the account that was payable to Retirement Base Camp, this transaction was declined
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1 by the custodian of the brokerage account. In exchange for these loans (which were interest free), Duval
2 represented to Resident D that he would not charge her a fee for managing the brokerage account.

3 17. Duval also made unauthorized withdrawals from Resident D's brokerage account. Between
4 December 2018 and April 2019, Duval wrote two checks to himself from the account totaling \$35,000. Duval
5 deposited at least one of the checks into his credit union account. In December 2018, Duval also wrote a
6 \$10,000 check payable to himself from the account, but did not cash it. Resident D did not authorize these
7 withdrawals or attempted withdrawals from her account by Duval, and was unaware of these transactions.

8 **Retirement Base Camp's Unregistered Investment Advisory Services**

9 18. After Duval resigned from Pruco Securities in May 2019, he solicited several of his former
10 clients for Retirement Base Camp's financial planning services. Duval represented that he left Pruco
11 Securities because the firm would not let him use his Retirement Base Camp book as a marketing tool, and
12 he claimed that he could charge clients lower fees with his own business. On May 15, 2019, two days after
13 Duval resigned from Pruco Securities, he sent an email to many of his former clients that stated "At Retirement
14 Base Camp, we are ready to dramatically lower the fees you pay for Financial Planning!"
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16 19. Retirement Base Camp is in the business of providing investment advisory services. Duval
17 represented that Retirement Base Camp would assist clients in transitioning their investments out of "high-
18 fee accounts held at Wall Street firms" and into "no-commissions [sic] and no-management fee accounts[.]"
19 Duval represented that Retirement Base Camp's services would include annual meetings with clients, a
20 written report on the client's financial strength, updating the client's annual financial outlook report, and
21 helping the client to navigate any recommended changes.

22 20. Duval represented that Retirement Base Camp would charge clients for services using a "fee
23 only" compensation schedule. Retirement Base Camp's compensation schedule was based on the value of

1 assets held in the client's brokerage account, and ranged from \$1,000 to \$2,000 per annum for single investors
2 and from \$1,200 to \$2,400 per annum for couples and families. Duval represented that clients would only
3 pay for advice, as Retirement Base Camp would not receive any additional fees or commissions directly from
4 their brokerage accounts.

5 21. Between approximately June and July 2019, approximately 17 of Duval's former clients,
6 including 12 Washington residents, became clients of Retirement Base Camp. Per Duval's recommendation,
7 these clients transferred their investment account assets at Pruco Securities (from both fee-based advisory
8 accounts and commission-based brokerage accounts) to commission-based brokerage accounts at a financial
9 institution that offers low-cost and no-load funds. Duval met with clients in person, and spoke with clients
10 over the telephone, to help them set up their new brokerage accounts.

11 22. Duval continued to provide investment advisory services, through Retirement Base Camp,
12 after the Securities Division suspended his investment adviser representative and securities salesperson
13 licenses on May 24, 2019. On June 7, 2019, Duval received notice of the Securities Division's Summary
14 Order suspending his securities licenses. After receiving this notice, Duval continued to provide advice to
15 clients regarding account type and to help clients set up their new brokerage accounts. Duval failed to disclose
16 to the clients that his investment adviser representative and securities salesperson licenses were suspended,
17 and that Retirement Base Camp was not licensed as an investment adviser.

18 23. In July 2019, Retirement Base Camp collected payment from clients for investment advisory
19 services. Three clients paid Retirement Base Camp a total of \$1,100 via credit card payments. The receipt
20 that at least two of the clients received from Retirement Base Camp stated that the funds paid were for
21 "Retirement Planning and Financial Guidance[.]" Also in July 2019, one client sent Duval a check for \$300.
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1 This client subsequently requested that Duval not cash the check after she learned that his securities licenses
2 were suspended.

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

4 **CONCLUSIONS OF LAW**

5 1. Roger Allan Duval, as set forth in the Findings of Fact, engaged in dishonest or unethical
6 practices in the securities business, as defined by WAC 460-22B-090 and WAC 460-24A-220(20), by making
7 unauthorized withdrawals from brokerage accounts that he managed for Washington residents and
8 misappropriating the funds. Pursuant to RCW 21.20.110(1)(g), such conduct is grounds for the revocation of
9 Duval's securities salesperson and investment adviser representative registration and for the denial of his
10 future securities registration applications. The Securities Administrator may also impose a fine and charge
11 the costs of investigation, under RCW 21.20.110(1) and RCW 21.20.110(7) respectively.

12 2. Roger Allan Duval, as set forth in the Findings of Fact, engaged in dishonest or unethical
13 practices in the securities business, as defined by WAC 460-22B-090 and WAC 460-24A-220, by making an
14 unauthorized trade to purchase securities for the account of a deceased resident. Pursuant to RCW
15 21.20.110(1)(g), such conduct is grounds for the revocation of Duval's securities salesperson and investment
16 adviser representative registration and for the denial of his future securities registration applications. The
17 Securities Administrator may also impose a fine and charge the costs of investigation, under RCW
18 21.20.110(1) and RCW 21.20.110(7) respectively.

19 3. Roger Allan Duval, as set forth in the Findings of Fact, failed to comply with FINRA Rule
20 3270, which prohibits engaging in an outside business activity for compensation (or the reasonable expectation
21 of compensation) without the pre-approval of his member firm. Duval failed to provide prior written notice
22 to his firms before he managed three brokerage accounts for Washington residents, for compensation or the
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1 reasonable expectation of compensation, that were not on the books and records of his employer. Such
2 conduct is a dishonest or unethical practice as defined by WAC 460-22B-090(19), and is grounds for the
3 revocation of Duval's securities salesperson and investment adviser representative registration and for the
4 denial of his future securities registration applications pursuant to RCW 21.20.110(1)(g). The Securities
5 Administrator may also impose a fine and charge the costs of investigation, under RCW 21.20.110(1) and
6 RCW 21.20.110(7) respectively.

7 4. Roger Allan Duval, as set forth in the Findings of Fact, engaged in dishonest and unethical
8 practices by borrowing money from a Washington resident while she was his customer at MML Investors and
9 his advisory client at Pruco Securities, without obtaining the pre-approval of either firm. Such conduct is a
10 violation of FINRA Rule 3240 and is a dishonest or unethical business practice as defined by WAC 460-22B-
11 090(19). Such conduct is also a dishonest or unethical business practice as defined by WAC 460-22B-090(1)
12 and WAC 460-24A-220(6), and is grounds for the revocation of Duval's securities salesperson and investment
13 adviser representative registration and for the denial of his future securities registration applications pursuant
14 to RCW 21.20.110(1)(g). The Securities Administrator may also impose a fine and charge the costs of
15 investigation, under RCW 21.20.110(1) and RCW 21.20.110(7) respectively.

16 5. Roger Allan Duval, as set forth in the Findings of Fact, engaged in dishonest and unethical
17 practices by effecting private securities transactions not recorded on the regular books and records of the
18 broker-dealers which he represented, without the pre-approval of his member firms. Duval failed to provide
19 prior written notice to his firms before he purchased and sold securities for three brokerage accounts held by
20 Washington residents that were not on the books and records of his employer, and before he sold an investment
21 in Retirement Base Camp to two Washington residents. Such conduct is a violation of FINRA Rule 3280 and
22 is a dishonest or unethical practice as defined by WAC 460-22B-090(19). Such conduct is also a dishonest
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1 or unethical practice as defined by 460-22B-090(2), and is grounds for the revocation of Duval's securities
2 salesperson and investment adviser representative registration and for the denial of his future securities
3 registration applications pursuant to RCW 21.20.110(1)(g). The Securities Administrator may also impose a
4 fine and charge the costs of investigation, under RCW 21.20.110(1) and RCW 21.20.110(7) respectively.

5 6. Roger A. Duval d/b/a Retirement Base Camp, as set forth in the Findings of Fact, acted as an
6 investment adviser as defined in RCW 21.20.005(8) by, for compensation, engaging in the business of
7 advising others about account type, including the advice to open a new commission-based brokerage account
8 at a specific firm and to roll-over assets from existing accounts at Pruco Securities (including from both fee-
9 based advisory accounts and commission-based brokerage accounts).

10 7. Roger A. Duval d/b/a Retirement Base Camp, as set forth in the Findings of Fact, violated
11 RCW 21.20.040(3) by transacting business as an investment adviser while not registered as an investment
12 adviser in the state of Washington.

13 8. Roger A. Duval d/b/a Retirement Base Camp, as set forth in the Findings of Fact, violated
14 RCW 21.20.020, the investment adviser anti-fraud provision of the Securities Act, by engaging in an act,
15 practice, or course of business which operated or would operate as a fraud or deceit upon others.
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17 **CONSENT ORDER**

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

19 IT IS AGREED AND ORDERED that the Respondent Roger A. Duval d/b/a Retirement Base Camp
20 shall cease and desist from violation of RCW 21.20.040(3), the investment adviser registration section of the
21 Securities Act of Washington.
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1 IT IS FURTHER AGREED AND ORDERED that the Respondent Roger A. Duval d/b/a Retirement
2 Base Camp shall cease and desist from violation of RCW 21.20.020, the investment adviser anti-fraud
3 provision of the Securities Act of Washington.

4 IT IS FURTHER AGREED AND ORDERED that the Respondent Roger Allan Duval's investment
5 adviser representative and securities salesperson registration is immediately revoked.

6 IT IS FURTHER AGREED AND ORDERED that the Respondent Roger Allan Duval and Roger A.
7 Duval d/b/a Retirement Base Camp shall not make application for nor be granted a broker-dealer, securities
8 salesperson, investment adviser, and/or investment adviser representative license from the date of entry of this
9 Consent Order by the Securities Administrator.

10 IT IS FURTHER AGREED that the Respondent Roger Allan Duval and Roger A. Duval d/b/a
11 Retirement Base Camp shall be liable for and shall pay a fine of \$5,000 and investigative costs of \$5,000.
12 Respondent Roger Allan Duval and Roger A. Duval d/b/a Retirement Base Camp shall pay \$250 before the
13 entry date of this Consent Order, and shall make payments of \$250 per month for three (3) consecutive
14 months (from December 2019 through February 2020), and then shall make payments of \$500 per month
15 for eighteen (18) consecutive months (from March 2020 through August 2021). Each payment shall be due
16 by the last day of the month.

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18 IT IS FURTHER AGREED that if the Respondent Roger Allan Duval and Roger A. Duval d/b/a
19 Retirement Base Camp fail to make any monthly payment, the fine and investigative costs imposed in this
20 Consent Order shall become immediately due and payable, and the Securities Division may seek
21 enforcement of the Consent Order pursuant to RCW 21.20.395.

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IT IS FURTHER AGREED that the Respondent Roger Allan Duval and Roger A. Duval d/b/a Retirement Base Camp enters into this Consent Order freely and voluntarily and with a full understanding of its terms and significance.

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

IT IS FURTHER AGREED that in consideration of the foregoing, the Respondent waives his right to a hearing and to judicial review of this matter pursuant to RCW 21.20.440 and Chapter 34.05 RCW.

WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE

SIGNED this 2nd day of December, 2019.

Signed by:

_____/s/_____
Roger Allan Duval, individually

Signed by:

_____/s/_____
Roger A. Duval d/b/a Retirement Base Camp

1 DATED AND ENTERED this 12th day of December, 2019.

2 By:

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4 _____
5 William M. Beatty
6 Securities Administrator

7 Approved by:

8 

9 _____
10 Suzanne Sarason
11 Chief of Enforcement

12 Presented by:

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14 _____
15 Bridgett Fisher
16 Financial Legal Examiner

17 Reviewed by:

18 

19 _____
20 Jack McClellan
21 Financial Legal Examiner Supervisor