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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:

Order Number: S-21-3115-21-CO01

CONSENT ORDER

GATEWAY FINANCIAL & ESTATE
PLANNING, INC. (CRD 144741) and CHAD
NIELSEN (CRD 3220184),

Respondents.

THE STATE OF WASHINGTON TO:

GATEWAY FINANCIAL & ESTATE PLANNING,
INC. (CRD 144741)
CHAD NIELSEN (CRD 3220184)

INTRODUCTION

Pursuant to the Securities Act of Washington, Chapter 21.20 RCW, the Securities Administrator of the Department of Financial Institutions, Securities Division (“Securities Division”) and the Respondents, Gateway Financial & Estate Planning, Inc. and Chad Nielsen, do hereby enter into this Consent Order in settlement of the matters alleged herein. The Securities Division believes that entry of an agreed Consent Order is in the public interest and is appropriate for the protection of investors. The Securities Division and Respondents jointly set forth the following Findings of Fact and Conclusions of Law.

FINDINGS OF FACT

Respondents

1. Respondent Gateway Financial & Estate Planning, Inc. (“Gateway Financial”) is an Idaho corporation with a principal place of business in Idaho. It has been registered as an investment adviser in

1 Idaho since November 2007 and is also registered in Utah and Arizona. It has never been licensed to
2 conduct business as an investment adviser in Washington state; however, it filed a pending licensing
3 application on March 22, 2019. Gateway Financial's Central Registration Depository (CRD) number is
4 144741.

5 2. Respondent Chad Nielsen is the owner, president, and chief compliance officer of Gateway
6 Financial. Mr. Nielsen has been licensed as an Idaho investment adviser representative since November
7 2007 and is also licensed in Utah and Arizona; however, he has never been licensed to conduct investment
8 advisory business as an investment adviser or investment adviser representative in Washington state. He
9 filed a pending investment adviser representative application on March 22, 2019. His CRD number is
10 3220184.

11 *Nature of the Conduct*

12 3. From May 30, 2019, to the present, Gateway Financial has at all times had more than five
13 clients who are Washington residents.

14 4. On or before October 7, 2019, Gateway Financial started conducting investment advisory
15 business from an office in Seattle, Washington.

16 5. Between May 30, 2019 and the present, Gateway Financial and Mr. Nielsen provided
17 investment advice for compensation to eleven Washington clients without being licensed in Washington
18 and without qualifying for an exemption from licensing. During this time, Gateway Financial and Mr.
19 Nielsen received compensation for providing investment advisory services to its Washington clients.

20 Based upon the above Findings of Fact, the following Conclusions of Law are made:
21
22

1 **CONCLUSIONS OF LAW**

2 1. Gateway Financial transacted investment advisory business in Washington for compensation
3 without being registered as an investment adviser in violation of RCW 21.20.040(3). Such a violation is a
4 basis to enter an order to impose a fine pursuant to RCW 21.20.395(1) and to cease and desist pursuant to
5 RCW 21.20.390(1).

6 2. Mr. Nielsen transacted investment advisory business in Washington for compensation
7 without being registered as an investment adviser or an investment adviser representative in violation of
8 RCW 21.20.040(3). Such a violation is a basis to enter an order to impose a fine pursuant to RCW
9 21.20.395(1) and to cease and desist pursuant to RCW 21.20.390(1).

10 Based on the foregoing and finding it in the public interest:

11 **CONSENT ORDER**

12 IT IS AGREED AND ORDERED that Respondents will cease and desist from violations of RCW
13 21.20.040(3).

14 IT IS FURTHER AGREED AND ORDERED that Respondents shall be liable for and pay a fine of
15 \$10,000 prior to the entry of this Consent Order.

16 IT IS FURTHER AGREED that this Consent Order alone will not constitute a bar to the approval
17 of Respondent Gateway Financial’s application to be licensed as an investment adviser in the state of
18 Washington.

19 IT IS FURTHER AGREED that this Consent Order alone will not constitute a bar to the approval
20 of the investment adviser representative application of Respondent Chad Nielsen.

21 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent
22 Order.

1 IT IS FURTHER AGREED that Respondents enter into this Consent Order freely and voluntarily
2 with full understanding of its terms and significance.

3 IT IS FURTHER AGREED that in consideration of the foregoing, Respondents waive their right to
4 a hearing and to judicial review of this matter pursuant to RCW 21.20.440 and Chapter 34.05 RCW.

5 **AUTHORITY AND PROCEDURE**

6 This Consent Order is entered pursuant to the provisions of Chapter 21.20 RCW and is subject to
7 the provisions of RCW 21.20.120 and Chapter 34.05 RCW. Respondents have been notified of their right
8 to an administrative hearing and have waived that right.

9 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

10
11 SIGNED this 28 day of April, 2021.

12 Signed by:

13
14 /s/
15 Chad Nielsen (CRD 3220184)
16 Individually and
as President and Chief Compliance Officer of Gateway Financial & Estate Planning, Inc.
(CRD 144741)


17 DATED and ENTERED this 6th day of May, 2021.

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22 WILLIAM M. BEATTY
Securities Administrator

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Approved by:



Suzanne Sarason
Chief of Enforcement

Presented by:



Brook Kellerman
Compliance Legal Examiner