

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. ## ENF SEA2005-028

TO: Department of Enforcement
NASD

RE: Randall T. Becker, Respondent
General Securities Principal
CRD No. 2706294

Pursuant to Rule 9216 of NASD Code of Procedure, I submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against me alleging violations based on the same factual findings.

I understand that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and
 - d. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying,

directly or indirectly, any allegation in this AWC or create the impression that the AWC is without factual basis. Nothing in this provision affects my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

Randall T. Becker entered the securities industry in October 1995 as an associated person of a member of NASD. He became registered as a General Securities Representative in March 1996. From December 1999 until April 2002, he was registered through SunAmerica Securities Corporation ("SunAmerica"), initially as a General Securities Representative and, beginning in April 2000, as a General Securities Principal. From May 2002 until December 2003, he was registered through another member firm as a General Securities Principal and General Securities Representative. He is not currently registered or associated with any NASD member firm.

Respondent Becker has been the subject of the following relevant disciplinary actions:

1.

Without admitting or denying any violations, Respondent entered into a Consent Order, effective July 12, 2005, with the State of Washington, Department of Financial Institutions, Securities Division, agreeing to the entry of findings that Respondent had committed the following violations while serving as the Manager of Cascade Pointe, LLC:

- (a) Offering or selling unregistered securities, in violation of section 21.20.140 of the Revised Code of Washington ("RCW");
- (b) Making untrue statements of material fact and omitting to state material facts in connection with the offer or sale of securities, in violation of RCW 21.20.110(1)(b);
- (c) Embezzling investor funds, in violation of section 460-22B-090 of the Washington Administrative Code ("WAC"); and
- (d) Failing to comply with NASD Conduct Rules 3030 and

3040 by engaging in outside business activities and private securities transactions, in violation of WAC 460-22B-090(19).

For those violations, Respondent was ordered to cease and desist from further violations of Washington securities law; his investment adviser registration was revoked for a period of six years; he was fined \$20,000, with \$10,000 to be suspended based on future compliance with the Consent Order; and he was ordered to pay \$35,000 in costs, fees and other expenses.

2.

Without admitting or denying any violations, Respondent entered into an AWC, effective April 19, 2004, agreeing to the entry of findings that, without the knowledge or consent of his employer member firm, SunAmerica, he had entered into an agreement with a person who was not a customer of SunAmerica, in violation of NASD Conduct Rule 2110. NASD found that Respondent agreed to open 142 SunAmerica accounts in exchange for a payment of \$100 per account, received a payment of \$14,200, and subsequently repaid \$2,000 to the person who had paid him. Respondent was suspended from associating with any NASD member firm for 15 business days and was fined \$17,200, which included the disgorgement of financial benefits received of \$12,200.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- B. To be notified of the Formal Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudgment of the

General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

I further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

II.

ACCEPTANCE AND CONSENT

- A. I hereby accept and consent, without admitting or denying the allegations or findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by NASD:

1.

During the period from May 2001 until June 2001, Randall T. Becker engaged in private securities transactions without prior written notice to and approval from his employer member firm, SunAmerica Securities Corporation, in that he participated in the sale to investors of Membership Units issued by Cascade Pointe, LLC ("Cascade Pointe"), a limited liability company with its principal place of business in the State of Washington, for a total of approximately \$1,320,000. The Membership Units issued by Cascade Pointe were securities products. Respondent Becker participated in the sale of the Membership Units by signing Cascade Pointe's private placement memorandum and by approving and signing investors' Subscription Agreements.

Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rule 3040. Such conduct is inconsistent with high standards of commercial honor and just and equitable principles of trade and a violation of Conduct Rule 2110 by Respondent Becker.

2.

During the period from on or about May 2, 2001, until on or about June 21, 2001, Randall T. Becker served as the Manager of

Cascade Pointe.

Cascade Pointe's Limited Liability Company Agreement ("LLC Agreement") provided that the Manager's compensation would be determined by the holders of 51% of Cascade Pointe's Membership Units. The LLC Agreement stated that Respondent Becker's compensation would be \$15,000 per month for the first two months of employment, together with a bonus of \$30,000.

During the period from on or about May 25, 2001, until on or about June 21, 2001, Respondent Becker paid approximately \$233,428 of Cascade Pointe's funds to himself. The holders of Cascade Pointe's Membership Units did not authorize such payments to Respondent Becker, other than the \$60,000 to which he was entitled for his first two months of employment. Respondent Becker thereby converted Cascade Pointe's funds to his own use and benefit.

Such acts, practices and conduct constitute a violation of NASD Conduct Rule 2110 by Respondent Becker.

B. I also consent to the imposition, at a maximum, of the following sanctions:

Randall T. Becker shall be barred from associating with any member of NASD in any capacity.

The sanctions imposed herein shall be effective on a date set by NASD staff. Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

III.

OTHER MATTERS

A. I understand that if I am barred or suspended from associating with any NASD member, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1.)

I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce me to

submit it.

11/30/2005
Date

R. T. Becker
Randall T. Becker
Respondent

Reviewed by:

David T. Lyons
David T. Lyons
Counsel for Respondent
900 Fourth Ave., Suite 4050
Seattle, WA 98164

Accepted by NASD:

December 8, 2005
Date

Signed on behalf of the Director of
ODA, by delegated authority

David Utevsky
David Utevsky
Regional Counsel
NASD Department of Enforcement
601 Union Street, Suite 1616
Seattle, WA 98101
(206) 624-0790

NASD District Director
James Dawson
NASD, District 3—Seattle
601 Union Street, Suite 1616
Seattle, WA 98101
(206) 624-0790