



BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE

TENNESSEE SECURITIES DIVISION,)
)
Petitioner,)
)
v.)
)
RAYMOND JAMES & ASSOCIATES, INC.)
and RAYMOND JAMES FINANCIAL)
SERVICES, INC.)
)
Respondents.)

Matter No.: 23-01038

CONSENT ORDER

I. PRELIMINARY STATEMENT

This Consent Order (the “Order”) is entered into by the Securities Division of the Tennessee Department of Commerce and Insurance (“Division”) with Raymond James & Associates, Inc. (“RJA”) and Raymond James Financial Services, Inc. (“RJFS”) (RJA and RJFS collectively “Respondents”) with respect to a coordinated investigation led by six jurisdictions, including Massachusetts, Washington, Montana, Alabama, Illinois, and California (the “Multi-state Group”) into whether Respondents engaged in acts or practices that violated Tennessee Securities Act of 1980, as amended, Tenn. Code Ann. §§ 48-1-101 to 48-1-201 (“the Act”), and the regulations promulgated thereunder at Tenn. Comp. R. & Regs. 0780-04-01 to 0780-04-04 (the “Regulations”).

As the result of the investigation, the Multi-state Group concluded that Respondents charged unreasonable commissions on approximately 270,000 low-principal equity transactions

nationwide over the past five (5) -years totaling over \$8,250,000. On June 30, 2023, Respondents submitted an Offer of Settlement to the Massachusetts Securities Division and executed a term sheet with Alabama, California, Illinois, Montana, and Washington. Respondents neither admit nor deny the facts set forth in Sections II through V and the violations of law set forth in Section VI below, and consent to the entry of this Order by the Division, consistent with the Offer, thereby settling the above-captioned matter with prejudice.

II. JURISDICTION

1. The Division is the lawful agent through which the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”) discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

2. It is expressly understood that this Consent Order is subject to the Commissioner’s acceptance and has no force and effect until such acceptance is evidenced by the entry and execution of this Consent Order by the Commissioner. Entry and execution of this Consent Order by the Commissioner shall occur when the Commissioner signs and dates this Consent Order.

3. It is expressly understood that this Consent Order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

4. This Consent Order is executed by the Commissioner, the Division, and the Respondents to avoid further administrative action with respect to the same findings of fact and conclusions of law described herein. Should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner (i) shall not unfairly or illegally prejudice the Commissioner from further

participation or resolution of these proceedings, and (ii) shall not waive any argument or defense that the Respondents may make in such further proceeding.

5. The Respondents fully understand that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondents for acts and/or omissions not specifically addressed in this Consent Order nor for facts and/or omissions that do not arise from the facts or transactions herein.

6. The Respondents fully understand that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner, for (i) violations of law arising from the acts or omissions addressed specifically in this Consent Order; (ii) violations of law under statutes, rules, or regulations of the State of Tennessee that arise out of the facts, acts, or omissions contained in this Consent Order; or (iii) violations of law arising from acts or omissions addressed specifically herein that result from the execution of this Consent Order.

7. Once this Consent Order is accepted and entered by the Commissioner, the Respondents waive all further procedural steps and all rights to seek judicial review of, or otherwise challenge the validity of this Consent Order, the stipulations and imposition of discipline contained herein, or the consideration and entry and execution of this Consent Order by the Commissioner.

8. The acts and practices that are the subject of the Division's investigations occurred while Respondents were registered as broker-dealers in Tennessee.

III. RELEVANT TIME PERIOD

9. Except as otherwise expressly stated, the conduct described herein occurred during the approximate time period of July 1, 2018, to July 17, 2023 (the "Relevant Time Period").

IV. RESPONDENTS

10. RJA is a broker-dealer registered in Tennessee with a main address of 880 Carillon Parkway, St. Petersburg, Florida 33716. RJA is identified by Financial Industry Regulatory Authority (“FINRA”) CRD No. 705. RJA maintains thirty (30) branch offices in Tennessee.

11. RJFS is a broker-dealer registered in Tennessee with a main address of 880 Carillon Parkway, St. Petersburg, Florida 33716. RJFS is identified by FINRA CRD No. 6694. RJFS maintains one hundred eighty-two (182) branch offices in Tennessee.

V. STATEMENT OF FACTS

A. Respondents’ Minimum Commission Practices for Equity Transactions Failed to Ensure Transactions Were Executed at a Fair and Reasonable Price

12. During the Relevant Time Period, Respondents charged unreasonable commissions to many retail brokerage customers on certain equity transactions.

13. For all equity transactions executed during the Relevant Time Period, Respondents generally charged retail brokerage customers according to a tiered commission schedule—calculated based on the principal amount of the trade.

14. The commission schedule ranged from 3% of principal plus \$5 for equity buy and sell transactions between \$0-\$4,999.99 to 0.8% of principal plus \$355 for equity trades \$50,000 and above.

15. Respondents charged a minimum commission of \$75 for certain equity buy and sell transactions (the “Minimum Equity Commission”), excluding, among other transactions, those involving equities underwritten by Respondents’ affiliated investment bank.

16. Respondents had an alternative small transaction commission schedule, available for equity sell transactions with a principal amount of \$300 or less.

17. This schedule allowed agents to charge between \$0 and \$35 per transaction versus the \$75 Minimum Equity Commission.

18. Despite the small stock transaction schedule, even for positions valued at \$300 or less, Respondents' order entry systems defaulted to the Minimum Equity Commission, where applicable.

19. The Act and Regulations prohibit Respondents from charging unreasonable commissions for services performed.

20. During the Relevant Time Period, Respondents executed over 270,000 transactions nationwide which included a commission in excess of 5% of the principal value, totaling over \$8,250,000 in excess commissions.

21. During the Relevant Time Period, RJA executed approximately 33,638 equity buy transactions and approximately 99,415 equity sell transactions nationwide which included commissions in excess of 5% of the principal value.

22. During the Relevant Time Period, RJFS executed approximately 41,515 equity buy transactions and approximately 97,120 equity sell transactions nationwide which included commissions in excess of 5% of the principal value.

23. In Tennessee, Respondents executed over 9,659 transactions which included an unreasonable commission for services performed (i.e. in excess of 5% of the principal trade amount) totaling \$295,068.54.

24. Numerous equity transactions executed by Respondents included a commission in excess of 90% of the principal value of the transaction.

B. Respondents Did Not Reasonably Surveil Transactions Which Applied the Minimum Equity Commission

25. Respondents did not reasonably surveil transactions which included a Minimum Equity Commission charge to ensure that Respondents charged its customers a reasonable commission and fee.

26. Respondents only systematically surveilled commissions in instances where the gross commission was greater than Minimum Equity Commission.

27. Firms, including Respondents, use exception reports to surveil commissions.

28. Respondents did not have in place exception reports sufficient to supervise low principal transactions where the Minimum Equity Commission or mark-up was in excess of 5%.

29. As a result, Respondents' surveillance policies excluded transactions which applied the Minimum Equity Commission from review and thus failed to detect and correct unreasonable commission charges.

C. Respondents Previously Failed to Engage Systems to Reasonably Monitor Equity Commissions

30. In 2011, Respondents submitted Letters of Acceptance, Waiver and Consent to FINRA pursuant to FINRA Rule 9216 of FINRA's Code of Procedure ("AWCs").

31. The AWCs provide that from January 1, 2006, through at least October 31, 2010, Respondents' application of automated commission schedules to certain low-priced securities transactions did not consider whether such commissions were fair and reasonable as contemplated under NASD Conduct Rule 2440 and IM-2440-1(b) (both superseded by FINRA Rule 2121).

32. The AWCs required Respondents, collectively, to pay over \$1.7 million in restitution to customers for conduct similar to the Respondents' conduct detailed in Section V.

33. The AWCs imposed additional sanctions including fines, payments, and/or monies totaling \$425,000.

34. Despite these sanctions, Respondents did not implement or maintain adequate compliance and supervisory systems to monitor Minimum Equity Commissions.

VI. VIOLATIONS OF LAW

Count I – Tenn. Code Ann. § 48-1-112(a)(2)(J)

35. Tenn. Code Ann. § 48-1-112(a)(2)(J) provides that:

(a) The commissioner may by order deny, suspend, or revoke any registration under this part if the commissioner finds that:

(1) The order is in the public interest and necessary for the protection of investors; and

(2) The applicant or registrant or, in the case of a broker-dealer or investment adviser, any affiliate, partner, officer, director, or any person occupying a similar status or performing similar functions:

....

(J) Has failed reasonably to supervise such person's agents if the person is a broker-dealer, or such person's investment adviser representatives if the person is an investment adviser;...

36. Respondents' acts and practices, as described above, constitute violations of Tenn. Code Ann. § 48-1-112(a)(2)(J).

VII. ORDER

IT IS HEREBY ORDERED:

1. Respondents shall permanently **CEASE AND DESIST** from conduct in violation of Tenn. Code Ann. § 48-1-112(a)(2)(J) as described herein;

2. Respondents are censured by the Division;

3. Respondents shall provide restitution in an amount of no less than \$8,383,167.46 plus interest in the amount of 6% to customers, providing the portion of commissions and markups over 5% paid by all customers for whom the Minimum Equity Commission applied from July 1,

2018, to July 17, 2023. Respondents shall provide restitution plus interest to affected Tennessee customers in an amount of \$336,118.70.

a. Any notice of restitution made pursuant to Section VII, subsection 3, shall be sent by Respondents to the last known address of record for such customers within sixty (60) days after the Multi-state Group finds said notice not unacceptable ("Notice Letter").¹ Respondents shall provide the Division with a list of all Tennessee residents for whom Respondents receive a Notice Letter as returned to sender ("Undeliverable Tennessee Residents"). To the extent the Division has access to different mailing address information for Undeliverable Tennessee Residents, Respondents shall mail a second Notice Letter to Tennessee Residents within thirty (30) days of the Division providing such different address. Restitution shall be in the form of a bank check, or for existing customers shall be a dollar credit to the customer account, unless requested otherwise by the Tennessee customer.

b. Within forty-five (45) days of the expiration of the Notice Letter, Respondents shall prepare, and submit to the Division, a report detailing the restitution paid pursuant to the Order, which shall include:

- i. Identification of all accepted and verified offers;
- ii. Dates, amounts, and methods of the transfer of funds for all restitution payments;
- iii. Identification and detailed descriptions of any objections received by Respondents.

¹ This timeline will be modified for certain Firm employees. They will receive the Notice Letter by February 15, 2024.

4. Respondents, jointly and severally, shall pay an administrative fine, penalty, and/or money, further costs of investigation incurred by the lead states, and \$75,000 to the North American Securities Administrators Association (“NASAA”), totaling \$4,200,000. This amount, exclusive of any investigative costs paid to the lead states and the allocation to NASAA, shall be distributed individually to those jurisdictions who agree to the terms set forth herein. Respondents shall pay a monetary contribution in the amount of \$75,000 to the Tennessee Securities Investor Education Fund within thirty (30) calendar days following the date of entry of this Order. Page one (1) of this Consent Order must accompany the payment for reference. Payment shall be: (1) made by certified check, bank cashier’s check, or wire; (2) made payable to the Tennessee Department of Commerce and Insurance; (3) wired or mailed to the attention of:

**State of Tennessee
Department of Commerce and Insurance
Attn: Jacob R. Strait
500 James Robertson Parkway
Davy Crockett Tower
Nashville, Tennessee 37243**

5. The Chief Compliance Officer (“CCO”) of each of the Respondents shall certify in writing to the Division within sixty (60) days of the date of entry of this Order that the Respondents’ policies and procedures have been changed and enhanced to ensure that all commissions are fair and reasonable. At a minimum, Respondents shall certify that its policies and procedures include the following:

a. Compliance systems to prevent the imposition of unreasonable or unfair commissions;

b. Operational changes designed to ensure that, regardless of the principal amount of a transaction, commissions will not exceed 5%, in the absence of a documented exception;

c. Incorporation of all transactions, regardless of the principal amount of the transaction, into any systems used to identify and review potentially excessive commissions;

d. Implementation of revised commission payout not unacceptable to the Multi-state Working Group.

6. One year after the termination of the process set forth above in Section VII, paragraph (E), Respondents shall undergo, at their own expense, a review by an internal unit not unacceptable to the Multi-state Group to confirm the implementation of the changes set forth above and to assess the efficacy of such changes to Respondents' practices, policies, and procedures. At the conclusion of this review, which in no case shall take more than sixty (60) days, Respondents shall issue a report of its findings and recommendations concerning Respondents' adherence to and the efficacy of changes. The report shall be promptly delivered to the Division within ten (10) days of its completion. No later than thirty (30) days after receipt of the report, Respondents shall provide a detailed, written response to any and all findings and recommendations in the report to the Division, including, but not limited to, the reason(s) for any deficiencies identified, and a process and procedure to address deficiencies, recommendations, or other issues identified in the Report.

a. Respondents shall retain copies of any and all report(s) as set forth in paragraphs (A) through (F) above in an easily accessible place for a period of five (5) years from the date of the reports.

7. Respondents shall not claim, assert, or apply for a tax deduction or tax credit with regard to any state, federal or local tax for any penalty or contribution that Respondents shall pay pursuant to this Order and as governed under enacted Regulations under Internal Revenue Code

Section 162(f);

8. Respondents shall not seek or accept, directly or indirectly, reimbursement or indemnification, including, but not limited to, any payments made pursuant to any insurance policy, with regard to any amount that Respondents shall pay pursuant to this Order;

9. If either Respondent is the subject of a voluntary or involuntary bankruptcy petition under Title 11 of the United States Code within three hundred sixty-five (365) days of the entry of this Order, Respondent shall provide written notice to the Division within five (5) days of the date of the petition.

10. Any fine, penalty, and/or money that Respondents shall pay in accordance with this Order is intended by Respondents and the Division to be a contemporaneous exchange for new value given to Respondents pursuant to 11 U.S.C. § 547(c)(1)(A) and is, in fact, a substantially contemporaneous exchange pursuant to 11 U.S.C. § 547(c)(1)(B).

11. If Respondents fail to comply materially with any of the terms set forth in this Order, the Division may institute an action to have this Order declared null and void. Additionally, after a fair hearing and the issuance of an order finding that Respondents have not complied with the Order, the Division may move to have the Order declared null and void, in whole or in part, and re-institute the associated proceeding that had been brought against Respondents; and


12. For good cause shown, the Division may extend any of the procedural dates set forth above. Respondents shall make any requests for extensions of the procedural dates set forth above in writing to the Division.

VIII. NO DISQUALIFICATION


This Order waives any disqualification in the Tennessee laws, or rules or regulations thereunder, including any disqualification from relying upon the registration exemptions or safe

harbor provisions to which Respondents may be subject. This Order is not intended to be a final order based upon violations of the Act that prohibit fraudulent, manipulative, or deceptive conduct. This Order is not intended to form the basis of any disqualifications under Section 3(a)(39) of the Securities Exchange Act of 1934; or Rules 504(b)(3) and 506(d)(1) of Regulation D, Rule 262(a) of Regulation A and Rule 503(a) of Regulation CF under the Securities Act of 1933. This Order is not intended to form the basis of disqualification under the FINRA rules prohibiting continuance in membership and is not intended to trigger any requirement that Respondents must file a MC-400A application to remain a member in good standing or to trigger any disqualification under SRO rules prohibiting continuance in membership. This Order is not intended to form a basis of a disqualification under 204(a)(2) of the Uniform Securities Act of 1956 or Section 412(d) of the Uniform Securities Act of 2002. Except in an action by the Division to enforce the obligations of this Order, any acts performed or documents executed in furtherance of this Order: (a) may not be deemed or used as an admission of, or evidence of, the validity of any alleged wrongdoing, liability, or lack of any wrongdoing or liability; or (b) may not be deemed or used as an admission of; or evidence of, any such alleged fault or omission of Respondents in any civil, criminal, arbitration, or administrative proceeding in any court, administrative agency, or tribunal.

ENTERED AND EXECUTED February 28, 2024.


Carter Lawrence (Feb 28, 2024 16:09 CST)
Carter Lawrence, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION


Elizabeth H. Bowling (Feb 28, 2024 14:32 CST)

Elizabeth H. Bowling
Assistant Commissioner for Securities
Department of Commerce and Insurance



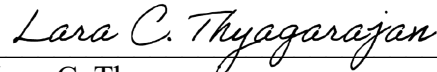
Jacob R. Strait
Associate General Counsel for Securities
Department of Commerce and Insurance

Raymond James & Associates, Inc.
Raymond James Financial Services, Inc.



By: Scott Curtis
Title: President, Private Client Group

Approved as to form by:



Lara C. Thyagarajan
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