

II. FINDINGS

The Commission finds the following:

A. SUMMARY

Throughout the Relevant Period, Treasury Vault, LLC acted as a retail foreign exchange dealer (“RFED”) without being registered with the Commission as such, by being, or offering to be, the counterparty to financed retail foreign currency (“forex”) transactions to U.S. retail forex customers who were not eligible contract participants (“ECPs”), as defined in Section 1a(18) of the Act, 7 U.S.C. § 1a(18) (2012). By acting as an RFED without being registered, Treasury Vault, LLC violated Section 2(c)(2)(C)(iii)(I)(aa) of Act, 7 U.S.C. § 2(c)(2)(C)(iii)(I)(aa) (2012), and Regulation 5.3(a)(6)(i), 17 C.F.R. § 5.3(a)(6)(i) (2019).

In accepting the Offer, the Commission recognizes Respondent’s cooperation with the Division of Enforcement’s (“Division”) investigation of this matter, which is explained in more detail below. The Commission notes that Respondent’s cooperation is reflected in the form of a substantially reduced civil monetary penalty.

B. RESPONDENT

Treasury Vault, LLC is a company organized and operated pursuant to the laws of Utah. It uses as a business address 4161 N. Thanksgiving Way, Suite 308, Lehi, Utah 84043. Treasury Vault, LLC has never been registered with the Commission in any capacity.

C. FACTS

1. Acting as an Unregistered Retail Foreign Exchange Dealer

Beginning on or about September 2017, Treasury Vault, LLC, through its website, offered agreements, contracts, or transactions in off-exchange forex on a leveraged, margined, or financed basis to retail customers who were not ECPs, which did not result in actual delivery of forex within two days of the transaction date. Respondent offered to enter into, and entered into, transactions in forex with retail forex customers who are not ECPs by offering to act as the counterparty to transactions in Vietnamese Dong and/or Iraqi Dinar. Respondent, through its website, offered customers transactions in forex utilizing a “reserve program” financing option. The “reserve program” was financed by the Respondent, acting as the counterparty to the retail forex transaction, which did not result in actual delivery of forex within two days of the transaction. Instead, retail customers received their forex over a period of not less than fifteen days following the date of the forex transaction.

At no time during the Relevant Period was Treasury Vault, LLC registered as an RFED or eligible for an exemption from the requirement to register as an RFED.

2. Cooperation and Remediation

During the course of the Division’s investigation of potential misconduct, Respondent fully cooperated with Division staff, allowing the Division to conserve resources and expedite its

investigation. Respondent voluntarily produced documents, made its executives available for interviews and testimony, and promptly responded to multiple inquiries by Division staff. In addition, Respondent worked proactively to remediate the issue, by updating its policies and providing compliance training to relevant staff.

III. LEGAL DISCUSSION

Regulation 5.1(h)(1), 17 C.F.R. § 5.1(h)(1) (2019), defines an RFED as any person that is, or that offers to be, the counterparty to a retail forex transaction, subject to exceptions not relevant here. Pursuant to Section 1a(38) of the Act, 7 U.S.C. § 1a(38) (2012), the term “person” imports the plural or singular, and includes individuals, associates, partnerships, corporations, and trusts. Regulation 5.1(k), 17 C.F.R. § 5.1(k) (2019), defines a “retail forex customer” as a person, other than an ECP as defined in Section 1a(18) of the Act, 7 U.S.C. § 1a(18) (2012), acting on its own behalf and trading in any account, agreement, contract or transaction described in Section 2(c)(2)(C) (2012), 7 U.S.C. § 2(c)(2)(C) (2012).

During the Relevant Period, Treasury Vault, LLC acted as an RFED by acting as the counterparty to financed, retail foreign currency transactions with retail forex customers. By failing to register as an RFED, Treasury Vault, LLC violated Section 2(c)(2)(C)(iii)(I)(aa) of Act, 7 U.S.C. § 2(c)(2)(C)(iii)(I)(aa) (2012), and Regulation 5.3(a)(6)(i), 17 C.F.R. § 5.3(a)(6)(i) (2019).

IV. FINDINGS OF VIOLATIONS

Based on the foregoing, the Commission finds that, during the Relevant Period, Treasury Vault, LLC violated Section 2(c)(2)(C)(iii)(I)(aa) of the Act, 7 U.S.C. § 2(c)(2)(C)(iii)(I)(aa) (2012), and Regulation 5.3(a)(6)(i), 17 C.F.R. § 5.3(a)(6)(i) (2019).

V. OFFER OF SETTLEMENT

Respondent has submitted the Offer in which it, without admitting or denying the findings and conclusions herein:

- A. Acknowledges service of this Order;
- B. Admits the jurisdiction of the Commission with respect to all matters set forth in this Order and for any action or proceeding brought or authorized by the Commission based on violation of or enforcement of this Order;
- C. Waives:
 - 1. The filing and service of a complaint and notice of hearing;
 - 2. A hearing;
 - 3. All post-hearing procedures;
 - 4. Judicial review by any court;

5. Any and all objections to the participation by any member of the Commission's staff in the Commission's consideration of the Offer;
 6. Any and all claims that it may possess under the Equal Access to Justice Act, 5 U.S.C. § 504 (2012), and 28 U.S.C. § 2412 (2012), and/or the rules promulgated by the Commission in conformity therewith, Part 148 of the Regulations, 17 C.F.R. pt. 148 (2019), relating to, or arising from, this proceeding;
 7. Any and all claims that it may possess under the Small Business Regulatory Enforcement Fairness Act of 1996, Pub. L. No. 104-121, §§ 201-253, 110 Stat. 847, 857-74 (codified as amended in scattered sections of 5 U.S.C. and 15 U.S.C.), relating to, or arising from, this proceeding; and
 8. Any claims of Double Jeopardy based on the institution of this proceeding or the entry in this proceeding of any order imposing a civil monetary penalty or any other relief, including this Order;
- D. Stipulates that the record basis on which this Order is entered shall consist solely of the findings contained in this Order to which Respondent has consented in the Offer;
- E. Consents, solely on the basis of the Offer, to the Commission's entry of this Order that:
1. Makes findings by the Commission that Respondent Treasury Vault, LLC violated Section 2(c)(2)(C)(iii)(I)(aa) of the Act, 7 U.S.C. § 2(c)(2)(C)(iii)(I)(aa) (2012), and Regulation 5.3(a)(6)(i), 17 C.F.R. § 5.3(a)(6)(i) (2019);
 2. Orders Respondent Treasury Vault, LLC to cease and desist from violating Section 2(c)(2)(C)(iii)(I)(aa) of the Act and Regulation 5.3(a)(6)(i);
 3. Orders Respondent to pay a civil monetary penalty in the amount of seventy-five thousand dollars (\$75,000.00) ("CMP Obligation"), plus post-judgment interest;
 4. Orders Respondent and its successors and assigns to comply with the conditions and undertakings consented to in the Offer and as set forth in Part VI of this Order.

Upon consideration, the Commission has determined to accept the Offer.

VI. ORDER

Accordingly, IT IS HEREBY ORDERED THAT:

- A. Respondent Treasury Vault, LLC shall cease and desist from violating Section 2(c)(2)(C)(iii)(I)(aa) of the Act, 7 U.S.C. § 2(c)(2)(C)(iii)(I)(aa) (2012), and Regulation 5.3(a)(6)(i), 17 C.F.R. § 5.3(6)(i) (2019);
- B. Respondent shall pay a civil monetary penalty in the amount of seventy-five thousand dollars (\$75,000) ("CMP Obligation"), plus post-judgment interest, within ten days of the

date of the entry of this Order. If the CMP Obligation is not paid in full within ten days of the date of entry of this Order, then post-judgment interest shall accrue on the CMP Obligation beginning on the date of entry of this Order and shall be determined by using the Treasury Bill rate prevailing on the date of entry of this Order pursuant to 28 U.S.C. § 1961 (2012).

Respondent shall pay the CMP Obligation and any post-judgment interest by electronic funds transfer, U.S. postal money order, certified check, bank cashier's check, or bank money order. If payment is to be made other than by electronic funds transfer, then the payment shall be made payable to the Commodity Futures Trading Commission and sent to the address below:

MMAC/ESC/AMK326
Commodity Futures Trading Commission
Division of Enforcement
6500 S. MacArthur Blvd.
HQ Room 181
Oklahoma City, OK 73169
(405) 954-6569 office
(405) 954-1620 fax
9-AMC-AR-CFTC@faa.gov

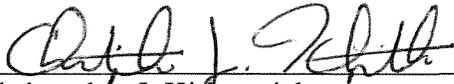
If payment is to be made by electronic funds transfer, Respondent shall contact Marie Thorne or her successor at the above address to receive payment instructions and shall fully comply with those instructions. Respondent shall accompany payment of the CMP Obligation with a cover letter that identifies Respondent and the name and docket number of this proceeding. Respondent shall simultaneously transmit copies of the cover letter and the form of payment to the Chief Financial Officer, Commodity Futures Trading Commission, Three Lafayette Centre, 1155 21st Street, NW, Washington, D.C. 20581.

- C. Respondent and its successors and assigns shall comply with the following conditions and undertakings set forth in the Offer:
1. Public Statements: Respondent agrees that neither it nor any of its successors and assigns, agents or employees under their authority or control shall take any action or make any public statement denying, directly or indirectly, any findings or conclusions in this Order or creating, or tending to create, the impression that this Order is without a factual basis; provided, however, that nothing in this provision shall affect Respondent's: (i) testimonial obligations; or (ii) right to take legal positions in other proceedings to which the Commission is not a party. Respondent and its successors and assigns shall comply with this agreement, and shall undertake all steps necessary to ensure that all of its agents and/or employees under their authority or control understand and comply with this agreement.
 2. Partial Satisfaction: Respondent understands and agrees that any acceptance by the Commission of any partial payment of Respondent's CMP Obligation shall

not be deemed a waiver of their obligation to make further payments pursuant to this Order, or a waiver of the Commission's right to seek to compel payment of any remaining balance.

The provisions of this Order shall be effective as of this date.

By the Commission.



Christopher J. Kirkpatrick
Secretary of the Commission
Commodity Futures Trading Commission

Dated: October 23, 2019