

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20050006521-01**

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REGISTRATION & DISCLOSURE

TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: FOLIOfn Investments, Inc., Respondent
Broker-Dealer
CRD No. 48015

Pursuant to NASD Rule 9216 of FINRA Code of Procedure, FOLIOfn Investments, Inc. (the "firm") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA 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 FINRA:

BACKGROUND

The firm has been a member of FINRA (f/k/a NASD) since December 21, 1999 and its registration remains in effect. On January 1, 2007, FINRA accepted an AWC that fined the firm \$5,000 for violations of NASD Marketplace Rule 6955(a).

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OVERVIEW

In Matter 20050006521, the OATS Compliance Team of the Department of Market Regulation conducted an integrated regulatory sweep of the firm during the period October 1, 2004 through December 31, 2004, and an additional sample extended review during the period July 1, 2002 through September 30, 2004 (collectively, the "2002 - 2004 extended review period").

In Matter 20060046096, the OATS Compliance Team of the Department of Market Regulation conducted an integrated regulatory sweep of the firm during the period October 1, 2005 through December 31, 2005 (the "2005 review period"). The 2005 review period was extended to March 31, 2006.

The violations contained herein are a result of these reviews.

FACTS/VIOLATIVE CONDUCT BY RESPONDENT

Matter 20050006521

1. During the sample 2002 - 2004 extended review period, the firm failed to report the time of execution to ACT in 18,899 last sale reports of transactions in Nasdaq National Market securities. The conduct described in this paragraph constitutes separate and distinct violations of NASD Marketplace Rule 4632(c)(5).
2. During the sample 2002 - 2004 extended review period, the firm failed to report the time of execution to ACT in 831 last sale reports of transactions in Nasdaq SmallCap securities. The conduct described in this paragraph constitutes separate and distinct violations of NASD Marketplace Rule 4642(c)(5).

Matter 20060046096

3. During the 2005 review period, the firm failed to include the bunched order modifier (".B") for 4,581 aggregated trade reports submitted to the Automated Confirmation Transaction Service ("ACT"). The conduct described in this paragraph constitutes separate and distinct violations of NASD Marketplace Rule 4632(f).

B. The firm hereby consents to the imposition of the following sanctions:

A censure and a fine of \$13,000, consisting of \$10,000 for the violations of NASD Marketplace Rules 4632(c)(5) and 4642(c)(5) in 20050006521 and \$3,000 for the NASD Marketplace Rule 4632(f) violations in 20060046096.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. The firm has submitted an Election of Payment form showing the method by which the firm proposes to pay the fine imposed.

The firm specifically and voluntarily waives any right to claim that the firm is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

II.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against the firm;
- 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 National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm specifically and voluntarily waives 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.

The firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of NASD Rule 9143 or the separation of functions prohibitions of NASD 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.

III.

OTHER MATTERS

The firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
- C. If accepted:
 - 1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm's disciplinary record;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-3; and
 - 4. The firm 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 finding in this AWC or create the impression that the AWC is without factual basis. The firm may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that the firm may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

The firm certifies that the firm has read and understand all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that the firm has agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the firm to submit it.

12-21-2007

Date

Respondent

FOI.IOfn Investments, Inc.

By: [Signature]

Name: Douglas J. Hogan

Title: CEO & President

Reviewed by:
Counsel for Respondent

Name: _____

Firm: _____

Accepted by FINRA:

1/24/08

Date

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

[Signature]
Thomas R. Gira
Executive Vice President
Department of Market Regulation