

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2005002917301

TO: Department of Enforcement
NASD

RE: George Kelly Francis, Jr., Respondent
Investment Company & Variable Contracts products Representative
CRD No. 2668503

Pursuant to Rule 9216 of NASD Code of Procedure, George Kelly Francis, Jr. (Respondent) submits 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 Respondent alleging violations based on the same factual findings.

Respondent understands 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 Respondent; and
3. If accepted:
 - a. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against him;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about Respondent's 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

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- d. Respondent 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. Nothing in this provision affects Respondent's testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

Respondent also understands that his 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:

George Kelly Francis, Jr. entered the securities industry in September 1995 when he associated with an NASD member firm. Francis subsequently associated with two other NASD member firms before registering with American General Securities Incorporated in October 2002. He was discharged from American General in August 2005. Francis, who holds Series 6 and 63 securities licenses, is currently registered with NASD member Symetra Investment Services, Inc. He has no prior disciplinary history.

I.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against Respondent;
- 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, Respondent specifically and voluntarily waives any right to claim bias or prejudice 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.

Respondent further specifically and voluntarily waives 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. Respondent 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 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:

In approximately February 2005, Francis engaged in a private securities transaction without providing prior written notice to his employing member firm, American General Securities, Incorporated, that described in detail the proposed transactions, his role therein, and stating whether he had received or may receive selling compensation in connection with the transactions. Specifically, Francis offered and sold \$10,000 worth of securities in the form of a covered foreign currency call contract offered by Premium Income Corporation (PIC) to one customer.

Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rules 2110 and 3040 by George Kelly Francis, Jr.

- B. Respondent also consents to the imposition, at a maximum, of the following sanctions:

A suspension from association with any NASD member firm in any capacity for a period of 30 calendar days. Respondent has asserted an inability to pay and has submitted a sworn financial statement. In light of Respondent's financial status, no monetary sanctions have been imposed.

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

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OTHER MATTERS

- A. Respondent understands that he may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent understands that he 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 NASD, nor does it reflect the views of NASD or its staff.
- B. Respondent understands that if he is barred or suspended from associating with any NASD member, he becomes 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, Respondent 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.)

Respondent certifies that he has read and understands all of the provisions of this AWC and has 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 him to submit it.

Date _____

George Kelly Francis, Jr., Respondent

Reviewed by:

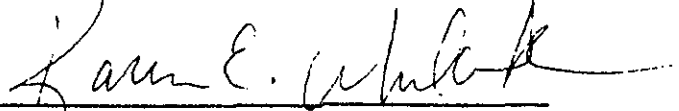
Counsel for Respondent

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2005002917301/George Kelly Francis, Jr.

Accepted by NASD:

12/22/2006
Date

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



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