

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
OFFICE OF HEARING OFFICERS**

Department of Enforcement,

Complainant,

v.

James D. Walker,
CRD No. 1446801,

Respondent.

Disciplinary Proceeding
No. 2006004754302

Hearing Officer Andrew H. Perkins

Date: April 10, 2008

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REGISTRATION & DISCLOSURE

ORDER ACCEPTING OFFER OF SETTLEMENT

INTRODUCTION

Disciplinary Proceeding No. 2006004754302 was filed on December 24, 2007, by the Department of Enforcement of the Financial Industry Regulatory Authority ("FINRA"). ("Complainant"). Respondent James D. Walker ("Walker") submitted an Offer of Settlement ("Offer") to Complainant on March 17, 2008. Pursuant to NASD Rule 9270(e), the Complainant and the National Adjudicatory Council ("NAC"), a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA") have accepted the uncontested Offer. Accordingly, this Order now is issued pursuant to NASD Rule 9270(e)(3). The findings, conclusions and sanctions set forth in this Order are those stated in the Offer as accepted by the Complainant and approved by the NAC.

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Under the terms of the Offer, Respondent has consented, without admitting or denying the allegations of the Complaint, 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, to the entry of findings and violations consistent with the allegations of the Complaint, and to the imposition of the sanctions set forth below, and fully understands that this Order will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by FINRA.

BACKGROUND

Respondent Walker entered the security industry in February 1998 when he associated with a member of FINRA. In March 1998 he became registered with that same member as an Investment Company & Variable Contracts Products Representative ("IR"). From on or about September 1, 1999, until on or about October 23, 2006, Walker was registered through Multi-Financial Securities Corporation ("MFSC") as an IR. From on or about October 24, 2006 through May 27, 2007, Walker was registered as an IR through Linsco/Private Ledger Corp. Walker has not associated or registered with any FINRA member since terminating his association with Linsco/Private Ledger Corp. on May 27, 2007. Pursuant to Article V, Section 4 of the FINRA By-Laws, Walker is subject to FINRA jurisdiction for purposes of this Complaint. Walker has no disciplinary history.

FINDINGS AND CONCLUSIONS

It has been determined that the Offer be accepted and that findings be made as follows:

From on or about September 19, 1999 through June 25, 2006, Walker and Jimmy Walker & Associates Ltd. jointly issued 36 promissory notes to approximately 32 investors, as more fully

set forth in Schedule A, which is attached to this Order. With several exceptions, the promissory notes were roll-overs from prior promissory notes issued by Walker and Jimmy Walker & Associates, Ltd. that had reached their maturity date.

The promissory notes paid interest rates ranging from 5.25% to 12%. The investors purchased or rolled-over the promissory notes due to their favorable interest rates. These promissory notes were securities.

The value of the 36 notes totaled \$1,934,791. According to Walker, he used the proceeds to pay taxes and for the day to day operational needs of his business, Jimmy Walker & Associates, Ltd. Walker owns Jimmy Walker & Associates, Ltd.

In connection with his sales of the promissory notes, Walker did not provide prior written notice to MFSC, the member with which he was associated at the time, describing in adequate detail the proposed transactions and his role therein, as required by Conduct Rule 3040(b).

Walker received selling compensation as a result of the sale of the promissory notes. Yet he did not obtain MFSC's written approval of his participation in the sale of the promissory notes.

The foregoing sales comprised participation in private securities transactions by Walker that were not disclosed to MFSC in accordance with Conduct Rule 3040. Based on the foregoing, Walker violated NASD Conduct Rules 3040 and 2110.

Based on these considerations, the sanctions hereby imposed by the acceptance of the Offer are in the public interest, are sufficiently remedial to deter Respondent from any future misconduct, and represent a proper discharge by FINRA, of its regulatory responsibility under the Securities Exchange Act of 1934.

SANCTIONS

It is ordered that Respondent be:

Suspended for six months in all capacities from associating with any FINRA member; and
that he pay a \$10,000 fine.

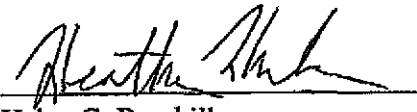
The fine shall be due and payable either immediately upon reassociation with a member
firm following the six month suspension, or prior to any application or request for relief
from any statutory disqualification resulting from this or any other event or proceeding,
whichever is earlier.

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

SO ORDERED.

FINRA

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


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