

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2006005543701

TO: Department of Enforcement
NASD

RE: James R. Day, Respondent
Investment Company and Variable Contracts
Products Representative and General Securities Representative
[CRD No. 1850322]

Pursuant to Rule 9216 of NASD Code of Procedure, James R. Day 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 me alleging violations based on the same factual findings.

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

- d. I 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 my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my 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:

James R Day entered the securities industry on August 3, 1988 as Investment Company and Variable Contracts Products Representative with Pruco Securities, LLC, a member of NASD. James R. Day, during all periods mentioned herein, was associated with member firm Sentra Securities Corporation and was registered with NASD under Article V of the By-Laws as an Investment Company and Variable Contracts Products Representative and a General Securities Representative. James R. Day is not currently associated with a member firm and has not previously been the subject of a formal disciplinary action by any regulatory body.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- 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, I specifically and voluntarily waive 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.

I further specifically and voluntarily waive 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. I hereby accept and consent, 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:

1. During the period from on or about March 24, 2004, through on or about March 24, 2005, Respondent James R. Day engaged in outside business activities without providing written notice to the member firm with which he was then associated. Specifically, Day operated a pool cleaning business without providing prompt written notice to his member firm.

Such acts, practices, and conduct constitute separate and distinct violations of NASD Conduct Rules 2110 and 3030 by Respondent James R. Day.

2. During the period from on or about March 25, 2004, through on or about March 26, 2004, Respondent James R. Day accepted loans totaling approximately \$35,000 from two of his customers without approval from the member firm with which he was then associated.

Such acts, practices, and conduct constitute separate and distinct violations of NASD Conduct Rules 2110 and 2370 by Respondent James R. Day.

- B. I also consent to the imposition, at a maximum, of the following sanctions:

A monetary fine in the amount of \$10,000 and a two-month suspension of James R. Day, from association with any NASD member in any capacity, said suspension to commence on a date set by NASD.

The fine shall be due and payable either prior to reassociation with a member firm following the two-month suspension noted above, 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.

III.

OTHER MATTERS

- A. I understand that I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I 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. I agree to pay any monetary sanctions imposed on me and such payments are due upon re-entry as noted above and have attached an Election of Payment form showing the method by which I propose to pay any fine imposed.
- C. I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, any monetary sanction imposed in this matter.
- D. I understand that if I am barred or suspended from associating with any NASD member, I become 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, I 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.)

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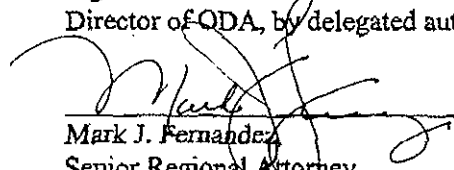
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce me to submit it.

05/16/07
Date


James R. Day, Respondent
Investment Company and Variable Contracts
Products Representative and General Securities
Representative

Accepted by NASD:

May 25, 2007
Date

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

Mark J. Fernandez
Senior Regional Attorney
NASD, District No. 5
1100 Poydras Street, Suite 850
New Orleans, Louisiana 70163-0802
Phone: 504/522-6527
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NASD District Director
Keith E. Hinrichs
NASD, District No. 5
1100 Poydras Street, Suite 850
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Attachment: Election of Payment Form