

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2007008195901**

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REGISTRATION & DISCLOSURE

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

RE: Franklin B. Porter, Respondent
General Securities Representative
CRD No. 829580

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, I submit 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 me alleging violations based on the same factual findings described herein.

I.

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 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

Franklin B. Porter ("Porter") entered the securities industry in December 1986 as a general securities representative ("GS") of a member firm. He was registered as a GS with six other member firms, before becoming registered in that capacity with Linsco/Private Ledger Corp. ("Linsco") in November 2004. The conduct which is the subject of this AWC occurred while Porter was registered with Linsco. Porter was permitted to resign from Linsco on or about February 5, 2007 for engaging in an outside activity without Linsco's knowledge or approval. On September 18, 2007, Porter re-associated with Linsco in a non-registered capacity. Porter terminated his employment with Linsco on September 19, 2007, and he has not associated with another member firm since that time.

Porter has not previously been the subject of any disciplinary action.

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OVERVIEW

Porter engaged in an undisclosed outside business activity while registered with Linsco in violation of Conduct Rules 3030 and 2110.

FACTS AND VIOLATIVE CONDUCT

For the month of January 2007, while associated with Linsco, Porter was employed by JT, a registered representative at another member firm. Porter provided back office assistance to JT in connection with his insurance business. Porter earned \$5,000 for providing these services. Porter entered into this employment arrangement without providing prompt written notice to Linsco in the form required by Linsco.

More specifically, during the time period in question, Linsco's written procedures required representatives to obtain written permission from the firm prior to engaging in any outside activity. To obtain permission, a representative was required to submit a written request to Linsco's compliance department for review and approval. Linsco's procedures specifically prohibited a representative from engaging in an outside business activity unless and until the compliance department approved the activity. Here, a written request was never received, reviewed or approved by Linsco's compliance department.

The foregoing acts, practices and conduct constitute separate and distinct violations of Conduct Rules 3030 and 2110 by Porter.

OTHER FACTORS

- B. I also consent to the imposition of the following sanctions:
- i. A ten business day suspension from associating with any member in any capacity; and
 - ii. A \$2,500 fine.

The fine shall be due and payable either immediately upon reassociation with a member firm following the ten business day 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.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

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

II.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under FINRA'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 National Adjudicatory Council ("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 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.

I further specifically and voluntarily waive 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

I understand 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 me; and
- C. If accepted:
1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about my 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. 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. I 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 my right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. 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 FINRA, nor does it reflect the views of FINRA or its staff.

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; that I have 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 me to submit it.

3/12/2008

Date

F. Brent Porter

Franklin B. Porter

Accepted by FINRA:

3/25/08

Date

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

Helen G. Barnhill/can

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