

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2008014374301**

RECEIVED

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REGISTRATION & DISCLOSURE RECEIVED

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

APR 20 2009

FINRA
SAN FRANCISCO DISTRICT OFFICE

RE: Kim M. Victor, Respondent
General Securities Principal
General Securities Representative
Limited Representative – Investment Company and Variable Contracts Products
CRD No. 1239530

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

I.

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 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

Respondent entered the securities industry in February 1984 as a Limited Representative – Investment Company and Variable Contracts Products of a FINRA member. In June 1985, Respondent registered as a General Securities Representative. In January 1990, he registered as a General Securities Principal. From April 2008 through September 2008, Respondent was registered in each of these capacities with FINRA member FSC Securities Corporation ("FSC").

Respondent's last association with a FINRA member ceased on November 6, 2008. Pursuant to Article V, Section 4(a)(i) of the FINRA By-Laws, Respondent remains subject to FINRA's jurisdiction.

RELEVANT DISCIPLINARY HISTORY

Respondent has no relevant disciplinary history.

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OVERVIEW

Respondent signed the names of six customers on various documents pertaining to their securities accounts without their knowledge, authorization or consent. Further, he provided a written statement to FINRA staff in which he admitted to forging one signature's customer, but falsely denied forging any others.

FACTS AND VIOLATIVE CONDUCT

1. Forgery

On or about April 29, 2008, Respondent signed customer K.B.'s name on two Account Worksheets and two mutual fund Individual Transfer Forms. On one of the worksheets, Respondent also signed customer N.B.'s and customer N.K.'s names. Respondent submitted the worksheets to FSC and the transfer forms to the mutual fund issuer.

On or about June 6, 2008, Respondent signed customer C.D.'s name on an Account Worksheet and two mutual fund Individual Transfer Forms. Respondent submitted the worksheet to FSC and the transfer forms to the mutual fund issuers.

On or about July 10, 2008, Respondent signed customer K.C.'s name on an Account Worksheet and two mutual fund Individual Transfer Forms. Respondent submitted the worksheet to FSC and the transfer forms to the mutual fund issuers.

On or about July 23, 2008, Respondent signed customer L.D.'s name on an Account Worksheet and a mutual fund Individual Transfer Form. Respondent submitted the worksheet to FSC and the transfer form to the mutual fund issuer.

On or about July 30, 2008, Respondent signed customer K.A.'s name on an Account Worksheet and a mutual fund Individual Transfer Form. Respondent submitted the worksheet to FSC and the transfer form to the mutual fund issuer.

In every instance described above, Respondent signed the customer's name without the customer's knowledge, authorization or consent. Further, Respondent submitted the documents to FSC and to the mutual fund issuers without disclosing that he had signed the customers' names. He therefore committed separate and distinct violations of NASD Rule 2110.

2. Providing False Information to FINRA Staff

On or about August 8, 2008, pursuant to NASD Rule 8210, FINRA staff sent FSC a letter requesting that the firm have Respondent provide a

signed, detailed statement concerning his signing of customer names on various types of documents. On or about August 19, 2008, Respondent sent a written response directly to FINRA staff, in which he admitted to signing C.D.'s name on three documents, but denied signing any customer names to any other documents.

In a subsequent written statement to FINRA staff dated November 9, 2008, Respondent admitted that he had lied in his August 19, 2008 statement and that he had, in fact, signed the names of K.B., N.B., N.K., K.C., L.D. and K.A. on various documents.

By providing false information to FINRA staff, Respondent committed separate and distinct violations of NASD Rules 8210 and 2110.

- B. Respondent also consents to the imposition of the following sanctions:

A bar from association with any FINRA member in all capacities.

Respondent understands that if he is barred or suspended from associating with any FINRA 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 FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension (*see* FINRA Rules 8310 and 8311).

Pursuant to FINRA Rule 8313(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Complaint issued specifying the allegations against Respondent;
- B. To be notified of the 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, Respondent 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.

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

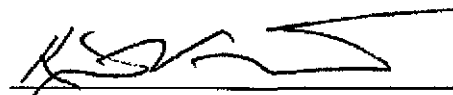
OTHER MATTERS

Respondent 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 FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Respondent; and
- C. If accepted:
 - 1. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Respondent;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about Respondent's disciplinary record;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. 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. Respondent 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 Respondent's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

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; that Respondent 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 Respondent to submit it.

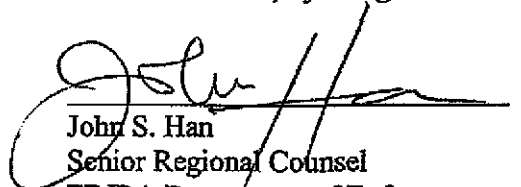
4/17/09
Date


Kim M. Victor, Respondent

Accepted by FINRA:

5/13/09
Date

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


John S. Han
Senior Regional Counsel
FINRA Department of Enforcement
One Montgomery Street
Suite 2100
San Francisco, California 94104
(415) 217-1124; Fax: (415) 217-1201