

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER AND CONSENT  
NO. 2010022072601**

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

RE: Frank Porporino, Jr., Respondent  
General Securities Representative  
CRD No. 3185329

Pursuant to FINRA 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**

On August 7, 2000, Frank Porporino, Jr. ("Porporino") first became registered with FINRA as a General Securities Representative. From May 1, 2001 through September 24, 2010, the date of his voluntary resignation, Porporino was registered in that same capacity through member firm vFinance Investments, Inc. (the "Firm"). Porporino is not currently associated with a FINRA member firm.

**RELEVANT DISCIPLINARY HISTORY**

On April 23, 2004, NASD issued an AWC against Porporino in which he agreed, without admitting or denying the findings, to a 90-day suspension and \$33,900 fine for unsuitable, excessive trading and improperly sharing in profits with a customer.

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## **OVERVIEW**

Porporino executed two unauthorized trades in the account of a customer. In addition, he improperly borrowed money from another of his customers at the Firm. This conduct violated NASD Conduct Rules 2110 and 2370 and IM-2310-2.

## **FACTS AND VIOLATIVE CONDUCT**

In May and June 2008, Porporino made two purchases of 2,500 shares of Apple Inc. stock in the account of customer CC without his prior knowledge, authorization or consent. The unauthorized trades, which cost \$474,000 and \$444,000 respectively, resulted in approximately \$37,000 in losses to the customer and netted Porporino approximately \$16,200 in commissions. By executing unauthorized transactions in a customer's account, Porporino violated NASD Conduct Rule 2110 and IM-2310-2.

In June 2008, Porporino borrowed \$40,000 from one of his customers without disclosing the loan to the Firm. He repaid the loan (including \$8,000 in interest) two months later. The Firm had procedures which generally prohibited registered representatives from borrowing funds from customers unless they had prior written approval from the Firm's President. The Firm, however, was unaware of and did not otherwise approve this loan. By improperly borrowing money from one of his Firm customers, Porporino violated NASD Conduct Rules 2370 and 2110.

B. I also consent to the imposition of the following sanctions:

- a nine-month suspension from association with any member of FINRA in any capacity;
- a \$5,000 fine; and
- an order to pay restitution to customer CC in the total amount of \$37,000, plus interest at the rate set forth in Section 6621(a)(2) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from May 27, 2008 until the date of payment.

The fine shall be due and payable either immediately upon reassociation with a member firm following the nine-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.

Restitution amounts ordered, pursuant to this disciplinary action, are due and payable immediately upon reassociation with a member firm following the 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. The imposition of a restitution order or any other monetary sanction herein, and the timing of such ordered payments, does not preclude customers from pursuing their own actions to obtain restitution or other remedies. If for any reason Respondent cannot locate customer CC after reasonable and documented efforts within such period, or such additional period agreed to by the staff, Respondent shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed property, or abandoned property fund for the state in which the customer is last known to have resided.

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

I understand that if I am barred or suspended from associating with any FINRA member, I become subject to a statutory disqualification as that term is defined in Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. Accordingly, I 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).

The 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 Complaint issued specifying the allegations against me;
- 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, 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 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

I understand that:

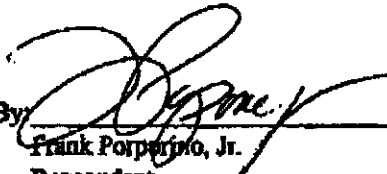
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me;
- 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 FINRA Rule 8313; 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; and

- 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.

8/16/11  
Date (mm/dd/yyyy)

By   
Frank Porporino, Jr.  
Respondent

Accepted by FINRA:

8/26/11  
Date

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

  
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