

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011025565501**

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

RE: Gary Daniel DeVicci (CRD No. 836377),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Gary Daniel DeVicci ("DeVicci" or "Respondent"), 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

In 1978, DeVicci first became registered with FINRA as a Direct Participation Programs Representative and as an Investment Company Products and Variable Contracts Representative. From September 1998 to November 2012, DeVicci was registered through FINRA member firm CPI Capital ("CPI" or the "Firm") as a General Securities Representative ("GSR"), General Securities Principal ("GSP"), Financial and Operations Principal ("FOP"), Municipal Securities Principal ("MSP"), and Operations Professional, and he served as the Firm's President and Chief Executive Officer ("CEO").

On November 8, 2012, CPI filed a Uniform Termination Notice for Securities Industry Registration (Form U5) stating that DeVicci's termination from the Firm was voluntary. His last date of employment was November 6, 2012.

Currently, DeVicci is registered as a GSR, GSP, FOP, and MSP through another member firm.

RELEVANT DISCIPLINARY HISTORY

DeVicci does not have any relevant formal disciplinary history with the Securities and Exchange Commission, any self-regulatory organization or any state securities regulator.

OVERVIEW

Respondent completed inaccurate annual certifications regarding the Firm's supervisory controls in violation of NASD Conduct Rules 3013 and 2110 and FINRA Rules 3130 and 2010.

FACTS AND VIOLATIVE CONDUCT

From March 2008 through February 2010 ("Relevant Period"), the Firm's written supervisory procedures required CPI Chief Compliance Officer JO to prepare a report that documented his review of the Firm's supervisory controls and to provide that report to the Firm's CEO for his annual certification that the Firm had in place processes to establish, maintain, review, test and modify written compliance policies and supervisory procedures.

During the Relevant Period, Respondent was the CEO of CPI. Respondent completed annual certifications for calendar years 2008, 2009 and 2010 in which he certified that he had reviewed a report evidencing CPI's processes for:

- a) Establishing, maintaining and reviewing policies and procedures reasonably designed to achieve compliance with applicable FINRA rules, MSRB Rules and federal securities laws and regulations;
- b) Modifying such policies and procedures as business, regulatory and legislative changes and events dictate; and
- c) Testing the effectiveness of such policies and procedures on a periodic basis, the timing and extent of which is reasonably designed to ensure continuing compliance with FINRA rules, MSRB rules and federal securities laws and regulations.

The certifications completed by Respondent were inaccurate because JO did not prepare a written report evidencing his review of the Firm's processes to establish, maintain, review, test and modify written compliance policies and supervisory procedures, and Respondent did not review such a report.

By reason of the foregoing, DeVicci violated NASD Conduct Rules 3013 (for conduct before December 15, 2008) and 2110 (for conduct before December 15, 2008) and FINRA Rules 3130 (for conduct after December 14, 2008) and 2010 (for conduct after December 14, 2008).

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

- a censure; and
- a \$5,000 fine.

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. I have submitted an Election of Payment form showing the method by which I propose to pay the fine imposed.

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 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 prejudice of the Chief Legal Officer, 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 accordance with FINRA Rule 8313;
 - 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: (i) testimonial obligations; or (ii) 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.

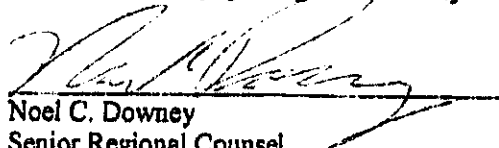
12/5/2014
Date (mm/dd/yyyy)


Gary Daniel DeVicci

Accepted by FINRA:

1/5/2015
Date

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


Noel C. Downey
Senior Regional Counsel
FINRA Department of Enforcement
581 Main Street – Room 710
Woodbridge, NJ 07095
732-596-2042 (telephone)
202-721-6548 (facsimile)