

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT**

NO. 20110296795-02

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

RE: Harold L. DePrill, Respondent
Broker-Dealer
CRD No. 1302318

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Harold L. DePrill ("DePrill," "Respondent" or "I") 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 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

DePrill first became registered with FINRA as a Financial and Operations Principal on November 15, 1987. Since that time, he has been associated with three FINRA member firms, including his most recent employer Andrew Garrett Inc. ("ANDG"), where he was employed as a registered representative from November 6, 2002 to October 23, 2012. ANDG filed a Form U5 terminating DePrill's employment on October 23, 2012. Prior to his employment at ANDG, DePrill was employed by Southern Financial Group, Inc., ANDG's predecessor, and Brokers Exchange, Inc. DePrill was also employed at the National Bank of South Carolina ("NBSC") from 1970 to 2012 where he held the position of Senior Vice President at the time of his retirement from NBSC on July 15, 2012.

RELEVANT DISCIPLINARY HISTORY

DePrill has no relevant disciplinary history.

FACTS AND VIOLATIVE CONDUCT

On January 6, 2014, the Fixed Income staff of FINRA's Department of Market Regulation (the "staff") sent a letter pursuant to FINRA Rule 8210 to DePrill, through his counsel, requesting that DePrill appear for investigative on-the-record testimony on January 28, 2014. The staff requested DePrill's appearance in order to obtain information concerning certain transactions executed between ANDG and one of its customers. DePrill's counsel acknowledged receipt of the request. In a letter dated January 16, 2014, DePrill, through his counsel, informed the staff that DePrill would not appear for testimony. Such acts, practices and course of conduct constitute a violation of FINRA Rules 2010 and 8210.

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

A bar from association with any FINRA member in any capacity.

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).

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

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

n to

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; 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 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.

- 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 the AWC's 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.

2/11/2014

Date

Respondent

Harold L. DePrill

By: Harold L. DePrill

Name: HAROLD L. DEPRILL

Title: _____

Reviewed by:

Amy L. B. Hill
Counsel for Respondent
Amy L. B. Hill

Accepted by FINRA:

2/27/14
Date

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

Gerard P. Finn
Gerard P. Finn
Chief Counsel
Department of Market Regulation