

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER AND CONSENT  
NO. 2013036251001**

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

**RE:** Jonathan D. Freeze, Respondent  
Registered Representative  
CRD No. 2642023

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Jonathan D. Freeze 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**

Jonathan D. Freeze ("Freeze") first became registered with a FINRA member firm in October 1995. Freeze obtained his Series 6 license in October 1995, his Series 63 license in December 1995, and his Series 65 license in April 2007.

Between March 2009 and July 2013, Freeze was registered with LPL Financial LLC ("LPL" or the "Firm"). LPL terminated Freeze's registration on July 31, 2013 for the conduct described herein. Freeze is currently registered with another FINRA member firm.

**SUMMARY**

In April 2013, Freeze borrowed \$20,000 from a Firm customer without providing notice and obtaining written pre-approval from the Firm, as required, thereby violating FINRA Rules 3240 and 2010.

## **FACTS AND VIOLATIVE CONDUCT**

FINRA Rule 3240 prohibits registered persons from borrowing from or lending money to customers unless certain enumerated criteria are met. Where the lending arrangement is based upon a personal relationship between the registered person and the customer, subsection (b)(1) of FINRA Rule 3240 requires the registered person to notify and receive pre-approval in writing from his/her member firm of the borrowing or lending arrangement.

FINRA Rule 2010 states that a FINRA member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade.

Freeze violated FINRA Rules 3240 and 2010 by borrowing \$20,000 in April 2013 from a Firm customer with whom he had a personal relationship by failing to provide the Firm with prior notice of the loan and by failing to obtain prior written pre-approval for the loan from the Firm. In August 2013, Freeze fully repaid the customer, including interest.

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

1. A suspension from association with any FINRA member in any capacity for 10 business days; and
2. A \$5,000 fine.

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

The fine shall be due and payable either immediately upon reassociation with a member firm following the suspension of 10 business days, 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(s) 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).

## **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 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:

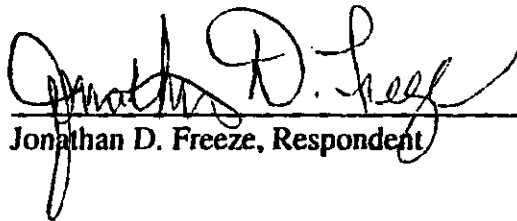
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will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

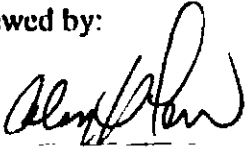
D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute 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.

9-24-2015  
Date (mm/dd/yyyy)

  
Jonathan D. Freeze, Respondent

Reviewed by:



Alan Perer  
Counsel for Jonathan Freeze  
Law Firm of Swensen & Perer  
One Oxford Centre, Suite 2501  
Pittsburgh, PA 15219  
Tel.: 412-281-1970  
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Accepted by FINRA:

10/15/2015  
Date

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



Carolyn Craig  
Director, Enforcement Center  
FINRA – Department of Enforcement  
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Rockville, MD 20850  
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