

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014042121501**

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

RE: Matthew Iuculano, Respondent
Former Registered Representative
CRD No. 5641140

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

Matthew Iuculano ("Iuculano") first entered the securities industry in March 2009. On May 16, 2014, Iuculano became registered as an Investment Company and Variable Contracts Products Representative (Series 6) with Hornor, Townsend & Kent, Inc. (the "Firm"), and was an insurance agent through the Firm's parent company, Penn Mutual Life Insurance Company. On July 29, 2014, the Firm filed a Form U5 terminating his registration. Iuculano is not currently registered or associated with any FINRA member. He has no disciplinary history.

FINRA retains jurisdiction over Iuculano pursuant to Article V, Section 4(a) of FINRA's By-Laws because the conduct that serves as the basis for this action commenced prior to Iuculano's termination of registration from a FINRA member, and the AWC has been filed within two years after the effective date of his last termination of registration from a FINRA member.

OVERVIEW

Iuculano failed to respond to requests for documents and information made by FINRA pursuant to FINRA Rule 8210. By virtue of the foregoing conduct, Iuculano violated FINRA Rule 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

On July 29, 2014, the Firm filed a Form U5 terminating Iuculano's registration for "accepting checks for insurance policy applications made payable to his insurance agency dba in violation of the policies of the insurance parent company of the member firm, and for use of an unapproved website in violation of the policies of the member firm."

On April 23, 2015, FINRA sent Iuculano a letter, pursuant to FINRA Rule 8210, requesting documents and information relating to his termination from the Firm. Iuculano received the request but failed to respond by the June 1, 2015 deadline.

On June 8, 2015, FINRA sent Iuculano a second and final request, pursuant to FINRA Rule 8210, requesting that Iuculano respond to the April 23 request. Iuculano received this request but, through counsel, informed FINRA that he would not, at any time, respond to FINRA's requests.

Pursuant to FINRA Rule 8210, FINRA may require any person subject to its jurisdiction to provide documents, testimony, and information regarding any matter under investigation. By refusing to respond to FINRA's requests as described above, Iuculano violated FINRA Rules 8210 and 2010.

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

A bar from associating 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 II, 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. A bar 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
- 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:

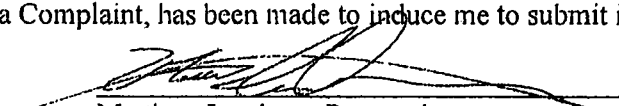
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will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

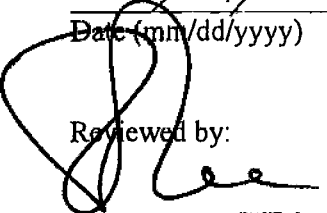
C. If accepted:

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.

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.

07/29/2015
Date (mm/dd/yyyy)


Matthew Iuculano, Respondent

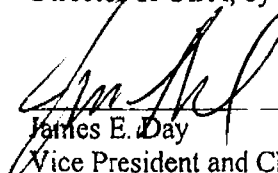

Reviewed by:

Richard Roth, Esq.
Counsel to Respondent
The Roth Law Firm, PLLC
295 Madison Avenue, Fl. 22
New York, NY 10017
212-542-8882

Accepted by FINRA:

8/21/15
Date

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



James E. Day
Vice President and Chief Counsel
FINRA Department of Enforcement
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