

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015044994601**

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

RE: Debra Ann Paton, Respondent
Former Registered Representative
CRD No. 1290432

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

Debra Ann Paton first became registered with a FINRA member firm in 1984. She was registered with FTB Advisors, Inc. from May 2010 until April 1, 2015, when FTB Advisors terminated her registration. Paton has not been associated with a member firm since her termination from FTB Advisors. However, FINRA retains jurisdiction over Paton pursuant to Article V, Section 4 of the FINRA By-Laws.

OVERVIEW

Between approximately July 2012 and March 2015, Paton submitted false expense reports and receipts to FTB Advisors on 11 occasions in order to obtain reimbursements to which she was not entitled. By so doing, Paton converted approximately \$3,568 from her member firm, in violation of FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

While associated with FTB Advisors, Paton was the sales assistant for two registered representatives, including YB. Paton's responsibilities included preparing and submitting travel and entertainment expense reports on YB's behalf. On 11 occasions between July 2012 and March 2015, Paton used her access to YB's expense reports to submit falsified expense reports in her own name in order to obtain payments she was not entitled to. In each instance, Paton altered legitimate expense reports she had previously submitted on YB's behalf by substituting in her own name in place of YB's. Paton then submitted to FTB Advisors the altered reports, supported by copies of YB's legitimate receipts, for reimbursement. The reimbursements associated with the falsified expense reports, which totaled approximately \$3,568, were deposited into Paton's personal bank account. Paton used the reimbursed funds to pay for personal expenses.

FINRA Rule 2010 requires members and associated persons to observe high standards of commercial honor and just and equitable principles of trade. Conversion is an intentional and unauthorized taking of and/or exercise of ownership over property by one who neither owns the property nor is entitled to possess it. Conversion of funds violates Rule 2010 because such conduct is inconsistent with high standards of commercial honor and just and equitable principles of trade. Obtaining funds by submitting false expenses for reimbursement constitutes conversion. Therefore, by submitting falsified expense reports and converting the reimbursed funds from those reports to her own use, Paton violated FINRA Rule 2010.

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

A bar from associating with any FINRA member in all capacities.

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. 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
- 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

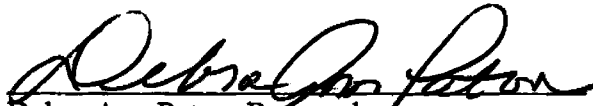
I understand that:

- 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.

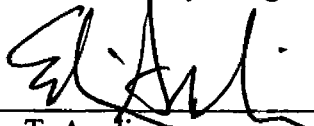
6-1-2015
Date


Debra Ann Paton, Respondent

Accepted by FINRA:

June 10, 2015
Date

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


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