

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015046768601**

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

RE: Frank Thomas Dineen, Respondent
Investment Company Products/Variable Contracts Principal
CRD No. 68309

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Respondent Frank Thomas Dineen ("Dineen"), 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

Frank Thomas Dineen ("Dineen") entered the securities industry in 1972. Respondent earned his Series 1 and was registered as a General Securities Representative ("GR") on or about September 20, 1972. Dineen maintained his registration as a GR through consecutive associations with FINRA-registered firms until March 8, 1993, when his GR registration was terminated. Dineen became registered as an Investment Company and Variable Contracts Representative ("IR") on or about April 15, 1982 and an Investment Company Shares and Variable Contracts Principal ("IP") in on or about September 25, 1987 through his association with PFS Investments Inc. (CRD No. 10111) ("PFS" or the "Firm"). He worked for PFS from Albany, Georgia. Dineen maintains his registration with the Firm and is currently registered as an IR and an IP.

RELEVANT DISCIPLINARY HISTORY

Dineen has no disciplinary history with the SEC, FINRA, any other self-regulatory organization or any state securities regulator.

OVERVIEW

Dineen failed to timely amend his Uniform Application for Securities Industry Registration or Transfer ("Form U4") to report a State of Georgia tax lien entered against him in June 2010 and a series of federal tax liens first entered against him in October 2010. Dineen is 71 years old, and became very ill around the time the liens were entered. Together, all of the untimely disclosed liens with interest totaled over \$2 million. Article V, Section 2(c) of the FINRA By-Laws required Dineen to notify the Firm of the liens and update his Form U4 within 30 days of becoming aware of any judgments or liens. Dineen did not amend his Form U4 to reflect these liens until March 31, 2015. As a result, Dineen violated Article V, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010.

FACTS AND VIOLATIVE CONDUCT

Article V, Section 2(c) of FINRA's By-Laws provides that every application for registration filed with FINRA shall be kept current at all times by supplementary amendments which must be filed within 30 days after learning of the facts or circumstances giving rise to the amendment. FINRA Rule 1122 provides that: "[N]o member or person associated with a member shall file with FINRA information with respect to membership or registration which is incomplete or inaccurate so as to be misleading, or which could in any way tend to mislead, or fail to correct such filing after notice thereof."

FINRA Rule 2010 provides that "[a] member, in the conduct of his business, shall observe high standards of commercial honor and just and equitable principles of trade." Failure to comply with FINRA rules is a violation of FINRA Rule 2010.

In 2010, the State of Georgia Department of Revenue entered a tax lien against Dineen for unpaid taxes totaling \$359,071 and the IRS filed a \$1,411,500 tax lien against Dineen. The IRS subsequently filed liens for the same tax assessment in 2011 and 2012.

Disclosure Question 14M of the Form U4 states: "Do you have any unsatisfied judgments or liens against you?" Dineen's response to this disclosure question was "No" until March 31, 2015 when he amended his Form U4 to reflect the liens against him.

Dineen did not disclose the State of Georgia tax lien or the IRS liens within 30 days after learning of the circumstances giving rise to the amendment.

By failing to disclose the liens, Dineen violated Article V, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010.

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

- a suspension in all capacities for a period of 2 months.

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).

Respondent has submitted a sworn financial statement and demonstrated an inability to pay. In light of the financial status of Respondent, no monetary sanctions have been imposed.

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 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, Respondent Frank Thomas Dineen, 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.

April 22, 2016
Date (mm/dd/yyyy)

Frank Thomas Dineen
Respondent Frank Thomas Dineen
(CRD No. 68309)

Reviewed by:

Olga Greenberg
Olga Greenberg
Counsel for Respondent
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Accepted by FINRA:

May 9, 2016
Date

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

Susan Light
Susan Light
Senior Vice President and Chief Counsel
FINRA Department of Enforcement
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