

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2021070778601**

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

RE: Drake Uplinger (Respondent)
Former General Securities Representative
CRD No. 6922112

Pursuant to FINRA Rule 9216, Respondent Drake Uplinger 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 Respondent alleging violations based on the same factual findings described in this AWC.

I.

ACCEPTANCE AND CONSENT

- A. Respondent accepts and consents to the following findings by FINRA without admitting or denying them:

BACKGROUND

Uplinger first entered the securities industry in March 2018 through an association with a former FINRA member firm. Uplinger became associated with Royal Alliance Associates, Inc. in November 2018, and first became registered with FINRA as a General Securities Representative (GS) in January 2019 through this association. In July 2019, Uplinger terminated his employment with Royal Alliance. In January 2020, he became associated with The Huntington Investment Company, and in February 2020 became registered with FINRA as GS through this association. In March 2021, Huntington filed a Uniform Termination Notice for Securities Industry Registration (Form U5), which disclosed that Huntington terminated Uplinger's employment for cause.

In April 2021, Uplinger became associated with Fidelity Brokerage Services LLC and in August 2021 became registered with FINRA as a GS through this association. In November 2021, Fidelity filed a Form U5, which disclosed that Fidelity terminated Uplinger's employment for cause. Uplinger is not currently registered or associated with a FINRA member firm but is subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.¹

¹ For more information about the respondent visit BrokerCheck® at www.finra.org/brokercheck.

OVERVIEW

From November 2018 through October 2021, while associated with and employed by Royal Alliance, Huntington, and Fidelity, Uplinger did not obtain each employer firm's prior written consent before opening, or continuing to maintain, as many as nine outside brokerage accounts in which securities transactions could be effected and in which Uplinger had a beneficial interest. Uplinger also did not notify in writing the financial institutions at which he held those outside brokerage accounts of his association with Royal Alliance, Huntington or Fidelity. As a result, Uplinger violated FINRA Rules 3210 and 2010.

FACTS AND VIOLATIVE CONDUCT

This matter originated from a Form U5 filing concerning Uplinger.

FINRA Rule 3210(a) provides that “[n]o person associated with a member (‘employer member’) shall, without the prior written consent of the member, open or otherwise establish at a member other than the employer member (‘executing member’), or at any other financial institution, any account in which securities transactions can be effected and in which the associated person has a beneficial interest.” FINRA Rule 3210(b) further requires associated persons, “prior to opening or otherwise establishing an account” subject to the Rule, to “notify in writing the executing member, or other financial institution, of his or her association with the member.” For accounts opened or otherwise established prior to the person’s association with the employer member, the associated person must, within 30 calendar days of becoming associated, “obtain the written consent of the employer member to maintain the account” and “notify in writing the executing member or other financial institution of his or her association with the employer member.”

FINRA Rule 2010 requires registered representatives, in the conduct of their business, to “observe high standards of commercial honor and just and equitable principles of trade.” A violation of Rule 3210 is inconsistent with maintaining high standards of commercial honor and just and equitable principles of trade and, therefore, also violates FINRA Rule 2010.

From November 2018 through July 2019, while employed by Royal Alliance, Uplinger opened or continued to maintain six outside brokerage accounts in which securities transactions could be effected and in which he had a beneficial interest without timely obtaining Royal Alliance’s written consent. More specifically, when Uplinger became associated with Royal Alliance, he maintained five outside brokerage accounts, but he did not obtain Royal Alliance’s written consent to maintain those accounts at any time. Uplinger also opened one outside securities account after becoming associated with Royal Alliance without obtaining Royal Alliance’s prior written consent to open the account. Uplinger failed to disclose these accounts despite certifying in Royal Alliance’s 2019 Annual Compliance Questionnaire that he understood he must disclose all personal securities accounts. Moreover, for all six of the undisclosed outside brokerage accounts,

Uplinger did not notify the financial institutions at which he held the accounts that he was associated with Royal Alliance.

From January 2020 through March 2021, while employed at Huntington, Uplinger opened or continued to maintain nine outside brokerage accounts in which securities transactions could be effected and in which he had a beneficial interest without timely obtaining Huntington's written consent. More specifically, at the time he became associated with Huntington, Uplinger maintained four outside brokerage accounts, but did not obtain Huntington's written consent to maintain those accounts at any time. Moreover, in April 2020, Uplinger certified in an annual compliance form that he disclosed all outside accounts. Uplinger also opened five new accounts after becoming associated with Huntington without obtaining Huntington's prior written consent. Uplinger also failed to notify the financial institutions at which he held the accounts that he was associated with Huntington.

Finally, from April 2021 through October 2021, while employed at Fidelity, Uplinger did not disclose to Fidelity three outside brokerage accounts that he maintained at the time he became associated with the firm. Moreover, Uplinger certified in his employment application that he would not maintain outside brokerage accounts unless Fidelity granted prior written approval. Uplinger also failed to notify the financial institutions at which he held the accounts that he was associated with Fidelity.

Therefore, Uplinger violated FINRA Rules 3210 and 2010.

B. Respondent also consents to the imposition of the following sanctions:

- a three-month suspension from associating with any FINRA member in all capacities and
- a \$5,000 fine

The fine shall be due and payable either immediately upon reassociation with a member firm 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.

Respondent specifically and voluntarily waives any right to claim an inability to pay, now or at any time after the execution of this AWC, the monetary sanction imposed in this matter.

Respondent understands that if he is barred or suspended from associating with any FINRA member, he becomes 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, he 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 in this AWC shall be effective on a date set by FINRA.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a complaint issued specifying the allegations against him;
- 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, Respondent specifically and voluntarily waives 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 its acceptance or rejection.

Respondent further specifically and voluntarily waives 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

Respondent understands 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 Respondent; and
- C. If accepted:

1. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future action brought by FINRA or any other regulator against Respondent;
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 its subject matter in accordance with FINRA Rule 8313; and
4. Respondent 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. Respondent 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 Respondent's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party. Nothing in this provision affects Respondent's testimonial obligations in any litigation or other legal proceedings.

D. Respondent may attach a corrective action statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent understands that he 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.

Respondent certifies that he has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; Respondent understands and acknowledges that FINRA does not represent or advise him and Respondent cannot rely on FINRA for legal advice. Respondent has agreed to the AWC's provisions voluntarily; and no offer, threat, inducement, or promise of any kind, other than the terms set forth in this AWC and the prospect of avoiding the issuance of a complaint, has been made to induce him to submit this AWC.

April 20, 2023

Date

Drake Uplinger

Drake Uplinger
Respondent

Accepted by FINRA:

April 21, 2023

Date

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

Kellie Shlifer

Kellie Shlifer

Counsel

FINRA

Department of Enforcement

15200 Omega Drive

Rockville, MD 20850