

BEFORE THE NATIONAL ADJUDICATORY COUNCIL
FINANCIAL INDUSTRY REGULATORY AUTHORITY

In the Matter of

The Association of

David Girton

as a

General Securities Representative

with

Blaylock Van, LLC

Notice Pursuant to
Rule 19h-1
Securities Exchange Act
of 1934

SD-2317

April 13, 2023

I. Introduction

On February 2, 2022, Blaylock Van, LLC (the “Firm”) filed a Membership Continuance Application (the “Application”) with FINRA. The Application seeks to permit David Girton, a person subject to statutory disqualification, to associate with the Firm as a general securities representative. A hearing was not held in this matter; rather, pursuant to FINRA Rule 9523(a), FINRA’s Department of Member Supervision (“Member Supervision”) recommended that the Chairperson of the Statutory Disqualification Committee, acting on behalf of the National Adjudicatory Council, approve Girton’s association with the Firm pursuant to the terms and conditions set forth below.

For the reasons explained below, we approve the Application to permit Girton to associate with the Firm as a general securities representative, as described herein.

II. The Statutorily Disqualifying Event

Girton is statutorily disqualified due to FINRA’s acceptance, on December 5, 2016, of a Letter of Acceptance, Waiver and Consent (the “Disqualifying AWC”). The Disqualifying AWC found that Girton willfully failed to disclose on his Uniform Application for Securities Industry Registration or Transfer (“Form U4”) four unsatisfied judgments and two unsatisfied tax liens filed against him totaling approximately \$131,600.¹ The judgments and liens were filed

¹ FINRA’s By-Laws provide that a person is subject to “disqualification,” and thus must seek and obtain FINRA’s approval prior to associating with a member firm, if he is disqualified under Section 3(a)(39) of the Securities Exchange Act of 1934 (“Exchange Act”). See FINRA

[Footnote continued on next page]

against Girton from July 2012 through July 2015. Girton disclosed these matters on his Form U4 from nine months to more than 2.5 years after he was required to do so. For these disclosure failures, FINRA suspended Girton for four months and fined him \$7,500. Girton has served his suspension and paid the fine in full.

III. Background Information

A. Girton

1. Registration and Employment History

Girton first registered as an investment company and variable contracts products limited representative in January 1985, as a general securities representative in March 1986, and as a general securities principal in February 2006 (which registration expired in June 2018). He also passed the uniform securities agent state law examination in February 1985. Girton has been associated with 20 different member firms during his career.²

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By-Laws, Art. III. Exchange Act Section 3(a)(39)(F) provides that a person is subject to statutory disqualification if he has willfully made a false or misleading statement of material fact, or has omitted to state a material fact required to be disclosed, in any application or report filed with a self-regulatory organization.

Question 14.M of Form U4 asks, “Do you have any unsatisfied judgments or liens against you?” Article V, Section 2(c) of FINRA’s By-Laws requires that an associated person keep his Form U4 current at all times and to update information on the Form U4 within 30 days. Further, FINRA Rule 1122 states 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.”

Girton satisfied in full one of the six judgments and liens underlying the Disqualifying AWC (a judgment in the amount of \$2,500). Further, FINRA’s Central Registration Depository (“CRD”®) shows that in connection with another one of the judgments underlying the Disqualifying AWC (a judgment in the original amount of \$80,000), the amount currently owed is approximately \$33,000. CRD shows that the four other judgments underlying the Disqualifying AWC and liens remain outstanding.

² Girton was terminated from a firm in December 2016 because of the suspension arising from the Disqualifying AWC. Another firm terminated Girton as part of a larger firm restructuring process in July 2012, and Girton was discharged from a firm in January 1999 for “failure to comply with [the] firm’s requests for documentation and account procedures.”

2. Outside Business Activities

CRD shows that Girton has managed a commercial building through an entity called IMS Building Services since January 2017. Girton spends approximately four hours per month on this outside business activity. Girton also owns The Indiana Project, an entity that provides training for college students to take the Securities Industry Essentials (“SIE”®) Exam. Girton spends approximately two to three hours per week on this outside business activity.

3. Regulatory History

CRD shows that in August 2015, the Indiana Securities Division brought an action against Girton for failing to disclose accurate information on his Form U4, which involved the same judgments and liens that were addressed by the Disqualifying AWC. Girton settled the matter by consenting to a civil and administrative penalty of \$500. Further, Girton filed for bankruptcy in June 2011 and received a discharge from his debts in April 2012.

4. Outstanding Liens and Judgments

CRD shows that Girton has 17 outstanding liens, judgments, and tax warrants (which include five of the six liens underlying the Disqualifying AWC). These liens, judgments, and tax warrants were filed from February 2007 to February 2021, and originally totaled \$317,710. The Firm states that the amount currently owed by Girton in connection with these matters is approximately \$98,000.³

5. Prior Exchange Act Rule 19h-1 Notices and Results of Prior Statutory Disqualification Examinations

FINRA filed two previous notices pursuant to Exchange Act Rule 19h-1 approving Girton’s association with member firms. In June 2018, FINRA approved his association with Powell Capital Markets, Inc. as a general securities representative, and the Commission acknowledged this notice in August 2018. In June 2019, Member Supervision filed a notification letter with the Commission approving Girton’s association with Sturdivant & Co., Inc. (“Sturdivant”) as a general securities representative, and the Commission acknowledged this notification in August 2019.

FINRA conducted two statutory disqualification examinations while Girton was employed with Sturdivant. FINRA completed the most recent examination in February 2022. This examination resulted in a referral to FINRA’s Department of Enforcement (“Enforcement”) for further review and disposition. The referral was based on two exceptions noted in the examination relating to Sturdivant’s failure to accurately disclose on Girton’s Form U4 an

³ As described below, the Firm’s supervisory plan provides that it will obtain a status update on these open judgments and liens and Girton’s progress with paying down the judgments and liens on a quarterly basis.

Indiana tax lien within 30 calendar days as required, and Sturdivant's failure to implement an adequate process and written supervisory procedures ("WSPs") to supervise Girton. Girton explained that he was caring for his elderly father and did not receive notice of the lien at his home and he had hired an accounting firm to accept correspondence relating to tax matters on his behalf. Enforcement subsequently closed the matter without further action in October 2022.

In connection with FINRA's examination completed in October 2020, FINRA issued Cautionary Actions to Girton and Sturdivant. The exception underlying these Cautionary Actions related to Girton's failure to timely amend his Form U4 to reflect five tax liens filed by the state of Indiana. Girton stated the tax liens were sent to his prior address and he was unaware of them until he was notified by FINRA. Girton also stated that he had hired a certified public accountant to serve as his power of attorney to receive correspondence relating to his personal taxes.

B. The Firm

1. Background

The Firm has been a FINRA member since December 2007 and has four Offices of Supervisory Jurisdiction ("OSJ") and three non-OSJ offices. The Firm employs 36 registered representatives, 14 of whom are registered principals.

2. Regulatory History

In January 2023, FINRA accepted a Letter of Acceptance, Waiver and Consent ("AWC") from the Firm for violations of MSRB Rule G-27. Without admitting or denying the allegations, the Firm consented to findings that from October 2016 through June 2021, it failed to establish and maintain a supervisory system, including WSPs, reasonably designed to detect and prevent pre-arranged trading. The pre-arranged trading occurred between October 2016 and April 2017 between Firm customers, who executed transactions without the Firm detecting the pre-arranged trading pattern. The Firm closed the customer accounts in April 2017 and sold bonds in the marketplace for a monetary loss. FINRA censured the Firm, fined it \$50,000, and required it to correct the issues identified in the AWC. The Firm has complied with this undertaking, and is currently paying the fine pursuant to an installment plan (for which it is current on its payments).

The record does not show any other recent final regulatory or disciplinary actions against the Firm.⁴

⁴ CRD also shows that FINRA accepted an AWC from the Firm in 2016 finding that it filed quarterly forms with the Municipal Securities Regulatory Board ("MSRB") that omitted required information concerning the issuers with which the Firm had engaged in municipal securities business. FINRA censured the Firm and fined it \$15,000.

3. Recent Examinations

FINRA conducted the Firm's most recent examination in 2021. This examination resulted in a July 2022 Cautionary Action, which cited the Firm for the following deficiencies: failure to maintain minimum net capital for one day (which was self-reported to FINRA); failure to ensure that three registered representatives who engaged in underwriting held investment banking registrations; failure to maintain a full memorandum of each brokerage order, specifically order tickets that denoted whether an order was solicited or unsolicited, and WSPs to ensure customer orders were marked as solicited; failure to establish, maintain and implement WSPs related to its participation in special purpose acquisition company ("SPAC") offerings, and failure to conduct due diligence on three SPAC offerings; failure to maintain a record of risk considerations of four proposed outside business activities; failure to keep a Form U4 current for a registered representative with respect to his outside business activities; failure to maintain the required registration in Tennessee while conducting municipal underwriting business; over and under reporting deficiencies in Form G-37 Municipal Securities Business disclosure filings from 2017 through 2021; failure to follow Form CRS filing instructions for its December 2020 filing; failure to update its Form CRS, file it with the Commission within 30 days, and deliver it to customers within 60 days, when it became materially inaccurate; and failure to establish WSPs reasonably designed to comply with Exchange Act Rule 17a-14 concerning Form CRS. The Firm responded in writing to the deficiencies noted.

IV. Girton's Proposed Business Activities and Supervision

The Firm proposes that Girton will work from his residence in Indianapolis, Indiana. The Firm represents that Girton will work as a registered representative acting as an "institutional relationship manager," performing sales functions for institutional clients. Specifically, Girton "will be involved in the sales to and purchases from institutional customers of municipal securities (agency basis and/or riskless principal) and some corporate securities (agency basis and/or riskless principal). He will not be trading securities (proprietary position trading), nor will he be acting as the Firm's underwriter." Girton's activities will be limited to municipal securities banking and he will not handle retail accounts. Girton will be compensated by salary, commission, and a discretionary bonus.

The Firm proposes that Vera Reid ("Reid"), the Firm's Compliance Manager, will serve as Girton's primary supervisor. Reid does not currently supervise any other individuals and works from the Firm's Plantation, Florida office. She first registered as a general securities representative in October 1987, as a general securities principal in March 1998, as an equity trader in February 2001, as a municipal securities principal in February 2004, and as a financial and operations principal in June 2010. Reid also passed the uniform securities agent state law examination in July 2020. Reid has been associated with the Firm since February 2021. She was previously associated with 11 firms.

The Firm represents that Reid has over 24 years of experience as a supervisor, including acting in a direct supervisory capacity and supervising individuals subject to heightened

supervision plans, without any recorded issues. The record does not show any regulatory or disciplinary actions, complaints, or arbitrations against Reid.⁵

If Reid is unavailable, the Firm designated Eric Standifer (“Standifer”) to serve as Girton’s alternate supervisor. Standifer has served as the Firm’s President since 2007 and is responsible for the Firm’s overall operations and supervision of 18 individuals. Standifer works from the Firm’s Miami, Florida office. He first registered as a general securities representative in December 1981, as a general securities principal in February 1992, and as a municipal securities principal in October 1993. He also passed the uniform securities agent state law examination in December 1982 and the uniform investment adviser law examination in August 2000. Standifer has been with the Firm since August 2007, and he was previously associated with five other member firms.

The record does not show any recent regulatory or disciplinary actions, complaints, or arbitrations against Standifer.⁶

V. Member Supervision’s Recommendation

Member Supervision recommends approving the Firm’s request for Girton to associate with the Firm as a general securities representative, subject to the terms and conditions of heightened supervision described below.

VI. Discussion

We have carefully considered the entire record in this matter. Based on this record, and pursuant to the Commission’s controlling decisions in this area, we approve the Firm’s Application to employ Girton as a general securities representative, subject to the supervisory terms and conditions set forth below.

⁵ CRD shows that Reid filed a bankruptcy petition, and received a discharge of her debts, in 2006. CRD further reflects that several liens were filed against Reid, which she subsequently satisfied.

CRD also shows that since 2005, Reid has served as the president of an investment-related compliance consulting business, Vee’s Consulting Services. Reid spends approximately three hours per week on this outside business activity.

⁶ CRD shows that in 1984, a customer alleged that Standifer made inappropriate and unauthorized trades. Standifer’s firm paid the customer \$30,000 to settle the matter, without Standifer contributing any funds. Standifer’s firm also terminated Standifer based upon allegations that he removed customer records related to this complaint. CRD further reflects that two liens were filed against Standifer in 1995 and 1996, which he subsequently satisfied.

A. The Legal Standards

We acknowledge that Girton, as a registered representative, was responsible for knowing the rules of the securities industry and for timely updating his Form U4. *See, e.g., Robert E. Kauffman*, 51 S.E.C. 838, 840 (1993) (“Every person submitting registration documents [to FINRA] has the obligation to ensure that the information printed therein is true and accurate.”), *aff’d*, 40 F.3d 1240 (3d Cir. 1994) (table). The Commission has emphasized that Form U4 “is critical to the effectiveness of the screening process used to determine who may enter (and remain in) the industry. It ultimately serves as a means of protecting the investing public.” *See Robert D. Tucker*, Exchange Act Release No. 68210, 2012 SEC LEXIS 3496, at *25-26 (Nov. 9, 2012). A registered representative’s financial problems “raise concerns about whether [he] could responsibly manage his own financial affairs, and ultimately cast doubt on his ability to provide trustworthy financial advice and services to investors relying on him to act on their behalf as a securities industry professional.” *Id.* at *32.

We also recognize, however, that FINRA weighed the gravity of Girton’s failures to disclose when it agreed to the Disqualifying AWC in December 2016. After considering Girton’s entire history in the securities industry, FINRA concluded that a four-month suspension and \$7,500 fine were appropriate sanctions for his misconduct. Girton served this suspension and paid the fine in full. In such circumstances, the Commission has instructed FINRA to evaluate a statutory disqualification application pursuant to the standards enunciated in the Commission’s decisions in *Paul Edward Van Dusen*, 47 S.E.C. 668 (1981), and *Arthur H. Ross*, 50 S.E.C. 1082 (1992). *See May Capital Group, LLC* (hereinafter “*Rokeach*”), Exchange Act Release No. 53796, 2006 SEC LEXIS 1068, at *21 (May 12, 2006) (holding that FINRA must apply *Van Dusen* standards to the membership continuance applications of statutorily disqualified individuals whose disqualifications resulted from FINRA enforcement action).

Van Dusen and *Rokeach* provide that in situations where an individual’s misconduct has already been addressed by the Commission or FINRA, and sanctions have been imposed for such misconduct, FINRA should not consider the individual’s underlying misconduct when it evaluates a statutory disqualification application. The Commission stated that when the period of time specified in the sanction has passed, in the absence of “new information reflecting adversely on [the applicant’s] ability to function in his proposed employment in a manner consonant with the public interest,” it is inconsistent with the remedial purposes of the Exchange Act and unfair to deny an application for re-entry. *Van Dusen*, 47 S.E.C. at 671.

The Commission also noted in *Van Dusen*, however, that an applicant’s re-entry is not “to be granted automatically” after the expiration of a given time period. *Id.* Instead, the Commission instructed FINRA to consider other factors, such as: (1) other misconduct in which the applicant may have engaged; (2) the nature and disciplinary history of the prospective employer; and (3) the supervision to be accorded the applicant. *Id.*

B. Application of the *Van Dusen* Standards

After applying the *Van Dusen* standards to this matter, we have determined to approve the Firm’s Application to employ Girton.

First, given the expiration of time for the suspension imposed upon Girton pursuant to the Disqualifying AWC, and the teachings of *Van Dusen*, he is now permitted to seek re-entry to the securities industry.⁷ The record does not show any complaints, formal regulatory actions, or criminal history since the Disqualifying AWC. We acknowledge that Girton received a Cautionary Action in 2020 for failing to report several tax liens on his Form U4, although he explained that he did not receive notice of these liens because the state taxing authority sent notices to his prior address and he was unaware of them until he was notified by FINRA. We further acknowledge that in connection with FINRA's most recent statutory disqualification examination involving Girton, Girton's failure to report a single tax lien on his Form U4 was referred to Enforcement. Girton, however, explained that he did not receive notice of this lien because he was caring for his elderly father and did not receive notice of the lien at his home and he had hired an accounting firm to accept correspondence relating to tax matters on his behalf. Enforcement closed this matter without any further action. We agree with Member Supervision that these matters do not warrant denial of the Application in light of Girton's explanations for these disclosure failures, the measures Girton has taken to prevent reoccurrence, and the requirements of the heightened supervisory plan to prevent further disclosure failures.

Second, although the Firm recently agreed to an AWC that contained findings that it failed to establish and maintain a supervisory system reasonably designed to detect and prevent pre-arranged trading, the underlying misconduct was not related to supervising individuals and occurred more than five years ago. Moreover, the Firm completed the required undertakings in connection with this AWC. We also note that other than the recent AWC, the Firm has only one other matter on its record in its 15 years of FINRA membership. Further, the Firm took corrective action with respect to the pertinent deficiencies noted in the July 2022 Cautionary Action, including revising its WSPs and hiring additional staff to help the Firm to comply with securities rules and regulations. Moreover, the Firm has in place well-qualified individuals to supervise Girton. Reid, Girton's primary proposed supervisor, has more than 24 years of experience supervising individuals (including supervising individuals on heightened supervision without incident), and she has no disciplinary or regulatory history. Similarly, Standifer has decades of experience and a relatively clean record. We find nothing in the record to suggest that the Firm will be unable to provide the stringent supervision necessary for a statutorily disqualified individual such as Girton, particularly given Girton's limited proposed activities at the Firm as described herein.⁸

⁷ As noted above, FINRA approved Girton's association with member firms, notwithstanding his disqualification, in 2018 and 2019.

⁸ We also find that under the circumstances, the fact that Girton will be supervised remotely does not serve as a basis to deny the Application. See *The Ass'n of X*, SD10003, slip op. at 8 (FINRA NAC 2010), http://www.finra.org/sites/default/files/NACDecision/p125898_0_0.pdf (redacted decision) ("While we agree that on-site supervision is the ideal standard for most statutorily disqualified individuals, we do not find that it is always necessary."). As stated herein, Girton's duties at the Firm are narrow in scope and he will

Third, based on the record before us, we find that the Firm's proposed plan of supervision is sufficiently stringent and comprehensive and contains several well-designed provisions to help prevent reoccurrence of the misconduct underlying the Disqualifying AWC. We are satisfied that the following heightened supervisory procedures will enable the Firm to reasonably monitor Girton's activities on a regular basis:

1. The WSPs for the Firm will be amended to state that Reid will serve as the primary supervisor for Girton. If at any time Reid is not available to perform these functions, alternate supervisor Standifer shall perform her responsibilities.
2. Girton will not be permitted to service retail accounts or take on retail customers.
3. Girton will not effectuate securities transactions and will not make recommendations to any customers.
4. Girton will not be permitted to maintain discretionary accounts for any customers.
5. Girton will not act in a supervisory or principal capacity.
6. Girton and Reid will meet via teleconference or video conference each day that Girton conducts business. "Conducts business" shall be defined as any time the Firm has been notified it will be acting in an underwriting capacity based on activities or relationships brought forth by Girton, or relationships or transactions Girton has been assigned. Reid and Girton will meet via teleconference or video conference at least once per week if Girton does not conduct any business activities to discuss Girton's business activities, including any client meetings, date, time, participants, the topics discussed or to be discussed with clients, and the location of all Girton's meetings; any issues regarding the plan of supervision; and any new events warranting disclosure on Girton's Form U4, such as new liens and arbitration cases, to ensure timely reporting to FINRA. Reid will maintain a written record of these meetings, which will include the purpose of the meeting and a description of the matters discussed. Records of these meetings should be kept segregated for ease of review during any FINRA examination.
7. Girton shall input any meetings and telephone calls on an electronic calendar to be accessible by Reid. Reid will review the calendar on a weekly basis and

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interact solely with institutional customers. Further, the heightened supervisory plan contains procedures to ensure that he is stringently supervised, including four yearly in-person meetings and at least weekly telephonic meetings with Reid. We conclude that these factors, along with Girton's general lack of regulatory and disciplinary history and his supervisors' backgrounds, support offsite supervision of Girton.

maintain a record/log of her review. The record/log should be kept segregated for ease of review during any FINRA examination.

8. Girton and Reid will meet in person in the presence of the Firm's Chief Compliance Officer on a quarterly basis each year. The Firm's Chief Compliance Officer may attend by videoconference or telephone. At least two of such meetings will be held at Girton's non-branch office location in Indianapolis, Indiana, and the remainder at a mutually agreed upon Firm office location. Discussions will include, but not be limited to, a review the provisions of the plan, Girton's business activity, Girton's customers, and the status of Girton's outstanding liens. Reid will maintain a record of these meetings which will include a description of the matters discussed along with any documentation provided by Girton. The record should be kept segregated for ease of review during any FINRA examination.
9. All of Girton's outgoing emails will be blind copied to Reid and reviewed within one business day. Reid will also review all of Girton's incoming emails within one business day. Reid will review any other written correspondence directed to, authorized by, or sent by Girton within one business day of receipt or transmission of said correspondence. Reid will maintain a log/record of her reviews. The record/log should be kept segregated for ease of review during any FINRA examination.
10. For the purposes of client communication, Girton will only be allowed to use an email account that is held at the Firm, with all emails being filtered through the Firm's email system. If Girton receives a business-related email message in another email account outside the Firm, he will immediately deliver that message to the Firm's email account. Girton will also inform the Firm of all outside email accounts that he maintains and will provide to the Firm access to those accounts upon request.
11. The Firm will communicate on a quarterly basis with the State of Indiana Department of Revenue to obtain a status update on any new tax warrants or liens Girton generates, as well as the status of currently open tax warrants or liens and his progress with payment. Girton will provide the State of Indiana permission to communicate with the Firm, if required. If Girton moves to a new state, the Firm will communicate with the tax authority in his new state of residence and continue its contact with the Indiana Department of Revenue as long as there exists an unsatisfied tax warrant or lien.
12. By using a third-party vendor, Reid will conduct a quarterly public records search to ascertain whether Girton has additional liens, judgments, and other reportable matters in connection with Girton's outside businesses that requires disclosure under FINRA rules and will subsequently review Girton's regulatory disclosures to ensure that he has complied with his regulatory obligations. Reid will document the outcome of each public records search and maintain and keep

segregated all documents related to the public records search and reviews for ease of review during any FINRA examination.

13. All complaints relating to Girton, whether verbal or written, will be immediately referred to Reid for review. Reid will prepare a memorandum to the file as to what measures she took to investigate the merits of the complaints and the resolution of the matters. The memorandum should be kept segregated for ease of review during any FINRA examination.
14. Quarterly (as of March 31st, June 30th, September 30th, and December 31st), Girton will provide the Firm with documentation of balances and details of any payment plans in connection with all disclosable judgments and liens. Documentation will include proof of payments. Reid will review the evidence of payments and maintain a record of her review for ease of review during any FINRA examination.
15. Girton will certify in writing to Reid on a quarterly basis (as of March 31st, June 30th, September 30th, and December 31st) that Girton has read the Firm's current code of conduct and other applicable policies pertaining to Girton's obligations to disclose legal and regulatory matters to the Firm and that Girton fully understands his obligations thereunder. Girton will further certify on a quarterly basis that he has reviewed his Form U4 and that all his answers are complete, accurate, and were made in a timely manner.
16. Reid will certify on a quarterly basis (as of March 31st, June 30th, September 30th, and December 31st) that she and Girton have followed and are in compliance with all of the above conditions of heightened supervision. Certifications should be kept segregated for ease of review during any FINRA examination.
17. The Firm must obtain prior approval from Member Supervision if it wishes to change any provision of this Plan or to change Girton's supervisors.
18. Documentation and records evidencing compliance with the above provisions of this Plan shall be kept together in a segregated location for ease of review during any FINRA examination.

FINRA certifies that: (1) Girton meets all applicable requirements for the proposed employment; (2) the Firm is a member of the MSRB; (3) the Firm has represented that Girton is not related to Reid or Standifer by blood or marriage; and (4) the Firm does not employ any other statutorily disqualified individuals.

VII. Conclusion

Accordingly, we approve the Firm's Application to employ Girton as a general securities representative, subject to the above-mentioned heightened supervisory procedures. In conformity with the provisions of Exchange Act Rule 19h-1, the association of Girton with the Firm will become effective within 30 days of the receipt of this notice by the Commission, unless otherwise notified by the Commission. FINRA requests that the Commission not direct FINRA to bar Girton from associating with the Firm pursuant to Exchange Act Section 15A(g)(2).

On Behalf of the National Adjudicatory Council,

Jennifer Mitchell Piorko
Vice President and Deputy Corporate Secretary