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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES 2013 AUG -7 AM 11:51

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES: BUREAU OF SECURITIES LICENSING, COMPLIANCE AND ENFORCEMENT	:	
v.	:	**Docket No. 13 0050 (SEC-OSC)**
FINANCIAL TRIUMPH ASSOCIATES PETER L. WORKMAN	:	

NOTICE TO ANSWER AND REQUEST A HEARING

You, Financial Triumph Associates/Peter L. Workman, have the right to challenge the attached Order to Show Cause ("Order") by filing an Answer, in writing, with the Docket Clerk **within 30 days** of the date of this Order as required by 1 Pa. Code § 35.37. **If you do not file an Answer within 30 days, then you will waive your right to a hearing and the Banking and Securities Commission ("Commission") may enter a final order against you.**

Your Answer must be in writing. Your Answer must specifically admit or deny the allegations in the Order, set forth the facts you rely upon and state concisely the law you rely upon. General denials of the allegations set forth in the Order are not sufficient; you must support your denials with specific facts. Failure to support your denials with specific facts may cause the Commission to deem the facts in the Order as admitted and to enter a final order against you, without a hearing.

The Answer and any other documents must be filed with the Docket Clerk:

Linnea Freeberg, Docket Clerk
Department of Banking and Securities
17 N. Second Street, Suite 1300
Harrisburg, PA 17101

Further, you must serve a copy of the Answer and any other documents on the person who signed the Order by providing a copy to his or her counsel indicated below:

Joseph J. Minisi
Deputy Chief Counsel for Securities Litigation
Department of Banking and Securities
Market Square Plaza
17 North Second Street
Harrisburg, PA 17101

Once you file your Answer, you will be notified of pertinent information such as the name of the presiding officer designated by the Commission to hear this matter and, if a hearing is scheduled, the date, time and location of the hearing. You have the right to be represented by an attorney.

All procedural matters will be governed by the Pennsylvania Administrative Agency Law, 2 Pa. C.S. §§ 501-508, 701-704, and the General Rules of Administrative Practice and Procedure, 1 Pa. Code §§ 31.1.-35.251.

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PA DEPT OF BANKING & SECURITIES

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES, BUREAU OF SECURITIES LICENSING, COMPLIANCE AND ENFORCEMENT	:	**Docket No. : 13**0050**(SEC-OSC)**
v.	:	
FINANCIAL TRIUMPH ASSOCIATES PETER L. WORKMAN	:	

ORDER TO SHOW CAUSE

You, Financial Triumph Associates and Peter L. Workman, are notified that the Department of Banking and Securities ("Department") through the Bureau of Securities Licensing, Compliance and Enforcement ("Bureau") hereby **ORDERS YOU TO SHOW CAUSE** why the Banking and Securities Commission ("Commission") should not impose the sanctions and remedies described below. Specifically, this proceeding is instituted pursuant to 1 Pa. Code § 35.14 to determine:

(1) whether the allegations set forth below are true; and

(2) if these allegations are true, whether there has been a violation of the Pennsylvania Securities Act of 1972 ("1972 Act") or of the regulations promulgated thereunder; and

(3) if so, whether the sanctions and remedies proposed by the Bureau should be imposed by the Commission.

The Bureau alleges the following facts and violations of law for the purpose of tentatively framing the issues for consideration by the Commission. The Commission may consider this

matter directly, or may designate a hearing officer to issue a recommended decision prior to the Commission issuing a final order.

STATEMENT OF THE PARTICULARS AND MATTERS CONCERNING WHICH THE BUREAU IS INQUIRING

PARTIES

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.

2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. The Bureau operates from the Department's main office located at 17 North Second Street, Suite 1300, Harrisburg, Pennsylvania 17101.

4. Respondent Financial Triumph Associates (IARD#123507) (Respondent FTA) was, at all times material herein, a Pennsylvania sole proprietorship with a business address of 345 Main Street, Suite 109, Harleysville, Pennsylvania 19438.

5. Respondent Peter L. Workman (Respondent Workman) was, at all times material herein, President of Respondent FTA with a business address of 345 Main Street, Suite 109, Harleysville, Pennsylvania 19438.

FACTUAL ALLEGATIONS

6. At all times material herein, Respondent FTA was an investment adviser engaged in the business of advising others, for compensation, on the purchase and sale of securities in Pennsylvania and held approximately 75% of its clients' funds on a discretionary basis.

7. At all times material herein, Respondent Workman was the President and "control person" of Respondent FTA within the meaning of Section 102(g) of the 1972 Act, 70 P.S. § 1-

102(g), and as such, caused Respondent FTA to commit the herein alleged acts which violated the 1972 Act, 70 P.S. § 1-101 et seq.

8. From on or about May 18, 1988 through the present, Respondent FTA has been registered in Pennsylvania as an investment adviser pursuant to Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c).

9. On or about March 22, 2012, Staff of the Bureau (Staff) conducted an investment adviser examination (Exam) at Respondent FTA and Respondent Workman's business office. At the conclusion of the Exam, Staff noted that Respondent FTA and Respondent Workman's investment adviser business operation was deficient in several areas:

a) as a discretionary investment adviser, Respondent FTA and Respondent Workman were required to maintain a minimum net worth of $10,000.00 at all times. Respondent FTA and Respondent Workman had, in fact, a negative net worth of approximately $81,000.00. In addition, the Respondent FTA's financial statements filed for 2011 were not in conformance with Generally Accepted Accounting Principles (GAAP);

b) the advertising materials (web page, business cards and letterhead) circulated by Respondent FTA and Respondent Workman were misleading by misrepresenting Respondent Workman's professional credentials. These materials identified Respondent Workman as a Certified Financial Planner (CFP); however, Respondent Workman's CFP credential is not current as he has not satisfied the continuing educational requirements that were mandatory for CFPs to maintain their certification;

c) Respondent Workman's Uniform Application for Investment Adviser Registration (ADV) Part 2 was misleading. The ADV Part 2 identified Respondent Workman as a CFP and also overstated Respondent FTA's Assets Under Management.

10. On or about August 1, 2012, Staff sent a letter to Respondent FTA and Respondent Workman which outlined the deficiencies noted during the Exam ("August 1, 2012 letter"). The deficiencies set forth in the letter cited Department Regulation 303.042(a)(4), 10 Pa. Code § 303.042(a)(4) entitled Investment Adviser Capital Requirements, Department Regulation 404.010(a)(5), 10 Pa. Code § 404.010(a)(5) entitled Advertisements by Investment Advisers and Investment Adviser Representatives and Department Regulation 404.011(i), 10 Pa. Code § 404.011(i) entitled Investment Adviser Brochure Disclosure. The letter directed Respondent FTA and Respondent Workman to comply with the above-referenced Department Regulations and provide proof thereof by August 31, 2012. A true and correct copy of the August 1, 2012 letter is attached as Exhibit 1.

11. On or about April 5, 2013, Staff sent another letter to Respondent FTA and Respondent Workman advising that should the deficiencies noted in the March 22, 2012, Exam and outlined in the August 1, 2012 letter not be resolved by April 12, 2013, the file would be referred to the Department's legal office for enforcement action. A true and correct copy of the April 5, 2013 letter is attached as Exhibit 2.

12. As of the date of this Order to Show Cause, Respondent FTA and Respondent Workman have not resolved the above-referenced deficiencies and failed to come into compliance with the aforementioned Department Regulations.

Non-Compliance with the Department's New ADV Part 2 Requirement

13. Paragraphs 1 through 12 are incorporated herein by reference as if set forth in their entirety.

14. On or about February 15, 2011, the Department issued an Order[1] (Department's Order) which required that investment advisers registered in Pennsylvania file a revised Part 2 of the Uniform Application for Investment Adviser Registration (New ADV Part 2) on or before September 30, 2011 and deliver a copy to existing clients within thirty (30) days of such filing. A true and correct copy of the Department's Order is attached as Exhibit 3.

15. On or about March 16, 2011, the Bureau mailed a Notice to all investment advisers registered in Pennsylvania, including Respondent FTA and Respondent Workman, explaining New ADV Part 2 (which includes Part 2(A) "the firm brochure," Part 2(A) "Appendix" (Wrap Fee Program Brochure, if applicable), and Part 2(B) "Brochure Supplement"). A true and correct copy of the Notice is attached as Exhibit 4.

16. A review of the Department's records indicate that Respondent FTA and Respondent Workman failed to fulfill this requirement; therefore, Respondent FTA and Respondent Workman are not in compliance with the Department's Order and are therefore in violation of Department Regulations 303.012, 10 Pa. Code 303.012 and 404.011(b), 10 Pa. Code 404.011(b).

COUNTS

Section 303(d) of the 1972 Act, 70 P.S. § 1-303(d) and 10 Pa. Code § 303.042(a)(4), promulgated thereunder

17. Paragraphs 1 through 16 are incorporated herein by reference as if set forth in their entirety.

[1] The Order was issued by the Pennsylvania Securities Commission, which was merged with the Pennsylvania Department of Banking effective October 1, 2012, creating the Department.

18. By engaging in the acts and conduct set forth in Paragraphs 1 through 12 of the Factual Allegations, Respondent FTA and Respondent Workman failed to comply with the requirements of Section 303(d) of the 1972 Act, 70 P.S. § 1-303(d) and 10 Pa. Code § 303.042(a)(4) promulgated thereunder in willful violation of those provisions.

Violation of Section 404(b) of the 1972 Act, 70 P.S. § 1-404(b)

and 10 Pa. Code § 404.010(a)(5)

19. Paragraphs 1 through 18 are incorporated herein by reference as if set forth in their entirety.

20. By engaging in the acts and conduct set forth in paragraphs 1 through 12 of the Factual Allegations, Respondent FTA and Respondent Workman have made untrue statements of material fact while soliciting clients, in willful violation of Section 404(b) of the 1972 Act, 70 P.S. § 1-404(b) and Department Regulation 404.010(a)(5), 10 Pa. Code § 404.010(a)(5).

Violation of Section 404(b) of the 1972 Act, 70 P.S. § 1-404(b)

and 10 Pa. Code § 404.011(i)

21. Paragraphs 1 through 20 are incorporated herein by reference as if set forth in their entirety.

22. By engaging in the acts and conduct set forth in paragraphs 1 through 12 of the Factual Allegations, Respondent FTA and Respondent Workman have made untrue statements of material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading while soliciting clients, in willful violation of Section 404(b) of the 1972 Act, 70 P.S. § 1-404(b) and Department Regulation 404.011(i), 10 Pa. Code § 404.011(i).

Section 303(a)(i) of the 1972 Act, 70 P.S. § 1-303(a)(i) and

10 Pa. Code § 303.012, promulgated thereunder

23. Paragraphs 1 through 22 are incorporated herein by reference as if set forth in their entirety.

24. By engaging in the acts and conduct set forth in Paragraphs 13 through 16 of the Factual Allegation, Respondent FTA and Respondent Workman failed to comply with the requirements of Section 303(a)(i) of the 1972 Act, 70 P.S. § 1-303(a)(i) and Department Regulation § 303.012, 10 Pa. Code §1-303.012 promulgated thereunder in willful violation of those provisions.

Violation of Section 404 of the 1972 Act, 70 P.S. § 1-404 and

10 Pa. Code § 404.011(b)

25. Paragraphs 1 through 24 are incorporated herein by reference as if set forth in their entirety.

26. By engaging in the acts and conduct set forth in Paragraphs 13 through 16 of the Factual Allegations, Respondent FTA and Respondent Workman have engaged in fraudulent and deceptive or manipulative acts, practices or courses of business, in willful violation of Section 404 of the 1972 Act, 70 P.S. § 1-404, and Department Regulation 404.011(b), 10 Pa. Code § 404.011(b).

Section 305(a)(xiii) of the 1972 Act, 70 P.S. § 1-305(a)(xiii)

27. Paragraphs 1 through 26 are incorporated herein by reference as if set forth in their entirety.

28. By engaging in the acts and conduct set forth in paragraphs 1 through 16 of the Factual Allegations, Respondent FTA and Respondent Workman have refused to furnish information reasonably requested by the Commission, which acts and conduct form a basis to suspend, revoke or condition the registration of Respondent FTA.

Section 305(a)(v) of the 1972 Act, 70 P.S. § 1-305(a)(v)

29. Paragraphs 1 through 28 are incorporated herein by reference as if set forth in their entirety.

30. By engaging in the acts and conduct set forth in paragraphs 1 through 16 of the Factual Allegations, Respondent FTA and Respondent Workman have willfully violated provisions of the 1972 Act and a Department Order, which acts and conduct form a basis to suspend, revoke or condition the registration of Respondent FTA.

SANCTIONS AND REMEDIES

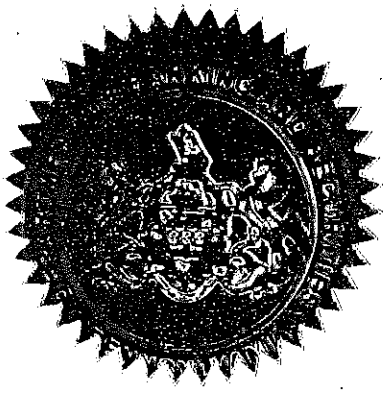
WHEREAS, the Bureau respectfully requests the penalties and relief pursuant to its authority under the 1972 Act:

1. That an order be issued pursuant to Section 305 of the 1972 Act, 70 P.S. § 1-305 that the registration of Respondent FTA be suspended, revoked or censured.

2. That Respondent FTA and Respondent Workman be ordered to pay the costs of the investigation pursuant to Section 602.1(b) of the 1972 Act, 70 P.S. § 1-602.1(b).

3. That Respondent FTA and Respondent Workman be ordered to pay an administrative assessment of up to $100,000.00, pursuant to Section 602.1(c) of the 1972 Act, 70 P.S. § 1-602.1(c).

IT IS SO ORDERED.



FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES LICENSING,
COMPLIANCE AND ENFORCEMENT

_____

Douglas E. Block
Chief/Eastern Region Field Office

Dated: 8-2-13

EXHIBIT 1

EXHIBIT 2

EXHIBIT 3

COMMONWEALTH OF PENNSYLVANIA

BEFORE THE

PENNSYLVANIA SECURITIES COMMISSION

IN THE MATTER OF	:
	:
Notice to Persons Registered or Applying for Registration as Investment Advisers in the Commonwealth of Pennsylvania Regarding the New Form ADV Part 2	:
	:

ORDER

WHEREAS, the Pennsylvania Securities Commission (Commission) is charged with the administration of the Pennsylvania Securities Act of 1972 (1972 Act) and the regulations promulgated thereunder; and

WHEREAS, pursuant to Section 609(a) of the 1972 Act, the Commission may make, amend, and rescind any regulations, forms and orders that are necessary to carry out the 1972 Act; and

WHEREAS, Commission Regulation 303.012 provides, *inter alia*, that an application for initial registration as an investment adviser shall contain the information requested in and shall be made on the Uniform Application for Investment Adviser Registration (FORM ADV) or a successor form and filed with the Commission or with an investment advisory registration depository designated by order of the Commission; and

WHEREAS, the instructions to FORM ADV require the filing of an annual updating amendment to FORM ADV within 90 days after the end of the investment adviser's fiscal year end; and

WHEREAS, Commission Regulation 303.012 requires an amended FORM ADV to be filed within 30 days if any material statement in FORM ADV becomes incorrect or inaccurate; and

WHEREAS, by order effective May 11, 2002, the Commission designated the Investment Adviser Registration Depository (IARD) to receive FORM ADV, FORM ADV amendments, annual updating amendments, and filing fees on behalf of the Commission; and

WHEREAS, Commission Regulation 404.011(b) requires each investment adviser registered under Section 301 of the 1972 Act to offer and deliver to each client at least once a year the current firm brochure and supplements which contain the information required by Part 2 of FORM ADV; and

WHEREAS, on July 28, 2010, the Securities and Exchange Commission (SEC) adopted amendments to Part II of FORM ADV (the "New ADV Part 2") to provide advisory clients with a brochure and brochure supplements written in plain English. The New ADV Part 2 consists of Part 2(A) (the Firm brochure), Part 2(A) Appendix 1 (Wrap Fee Program Brochure, if applicable), and Part 2(B) (the Brochure Supplements); and

WHEREAS, the New ADV Part 2 became effective October 12, 2010; and

WHEREAS, the Commission has determined that it is necessary and appropriate in the public interest, for the protection of the investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue the following order:

NOW, THEREFORE, the Commission, on this _____ day of February, 2011, ORDERS the following:

1) Effective immediately, all investment adviser applications must be filed through IARD in accordance with FORM ADV Instructions, and must include FORM ADV Parts 1(A) and 1(B), the New ADV Part 2(A) (the Firm Brochure), Part

2(A) Appendix 1 (Wrap Fee Program Brochure, if applicable), and Part 2(B) (Brochure Supplements);

2) All investment advisers presently registered under Section 301, who have not already done so, must file the New ADV Part 2(A) (the Firm Brochure), Part 2(A) Appendix 1 (Wrap Fee Program Brochure, if applicable), and Part 2(B) (Brochure Supplements) through IARD in accordance with FORM ADV Instructions on or before September 30, 2011, and must deliver a copy of the New ADV Part 2(A) (the Firm Brochure), Part 2(A) Appendix 1 (Wrap Fee Program Brochure, if applicable), and Part 2(B) (Brochure Supplements) to existing clients within thirty (30) days of such filing.

So ORDERED this ____ day of February, 2011.

BY ORDER OF THE COMMISSION

_____

Jeanne S. Parsons, Secretary

Date Issued & Entered: _____

EXHIBIT 4

pennsylvania
SECURITIES COMMISSION

Robert M. Lam, *Acting Chairman*
Thomas A. Michlovic, *Commissioner*
Steven D. Irwin, *Commissioner*

Jeanne S. Parsons, *Secretary*
Michael J. Byrne, *Chief Counsel*
Scott Lane, *Deputy Chief Counsel*

March 16, 2011

IMPORTANT NOTICE
(REQUIRES ACTION PRIOR TO SEPTEMBER 30, 2011)

To: **ALL PENNSYLVANIA REGISTERED INVESTMENT ADVISERS**

FROM; **PAUL M. SCHWARTZ, DIRECTOR**
DIVISION OF LICENSING

The Commission Adopts The New Form ADV Part 2

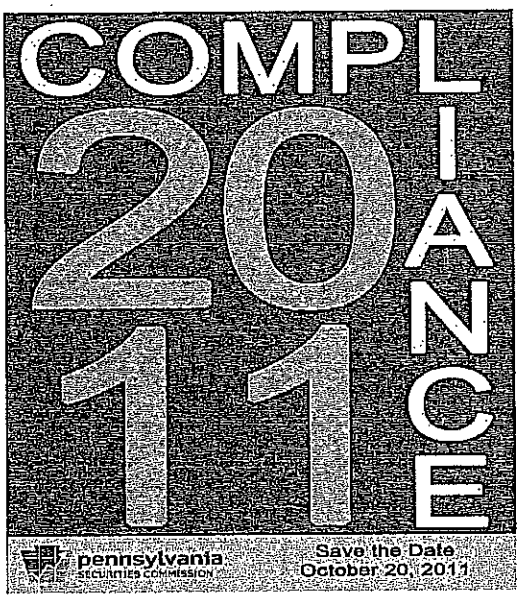
Recently, the Securities and Exchange Commission (SEC) adopted amendments to Part II of FORM ADV (the "New ADV Part 2") and related rules that require investment advisers registered under the Investment Advisers Act of 1940 (1940 Act) to provide new and prospective clients with a brochure and brochure supplements written in plain English. The amendments to the New ADV Part 2 became effective October 12, 2010.

The Pennsylvania Securities Commission's Regulation 303.012 provides that an application for initial registration shall contain the information requested in and shall be made on the Uniform Application for Investment Adviser Registration (Form ADV), "or a successor form." Regulation 303.012 also provides that any investment adviser registered under the Pennsylvania Securities Act of 1972 (1972 Act) shall take steps necessary to ensure that material information contained in its Form ADV remains current and accurate. In addition, Regulation 404.011 requires each investment adviser registered under the 1972 Act to deliver (or offer in writing to deliver) its current brochure and brochure supplements to each of its clients on an annual basis.

Based on the above, the Commission issued an Order on February 15, 2011 which provides in part that all investment advisers, who are presently registered in Pennsylvania and who have not already done so, must file the New ADV Part 2 through the IARD on or before September 30, 2011 and must deliver a copy of the New ADV Part 2 to existing clients within thirty (30) days of such filing.

The New ADV Part 2 consists of three parts: 1) Part 2(A) (the Firm Brochure); 2) Part 2(A) Appendix 1 (Wrap Fee Program Brochure—if the adviser engages in a wrap fee program); and 3) Part 2(B) (the Brochure Supplement, which provides information on investment advisory personnel). The New ADV Part 2 shall be completed in accordance with the instructions to the New ADV Part 2 and must be uploaded through the IARD using a text-searchable Adobe Portable Document Format ("PDF").

The Commission's Order is available at http://www.psc.state.pa.us and the New ADV Part 2 can be found at http://www.nasaa.org. Should you have additional questions or need guidance on the completion or upload of the New ADV Part 2, please contact us at 717-705-2961 or the IARD HOTLINE at 240-386-4848.



OCTOBER 20, 2011
Radisson Penn Harris Hotel & Convention Center
Camp Hill, PA

The New Form ADV Part 2
IA On-Site Examinations
BD Branch Office Examinations
Common IA Deficiencies on a National Scale
The Dodd Frank Act and Its Effect On You
IARD and How To Navigate

KEYNOTE SPEAKER
MS. PATRICIA D. STRUCK
ADMINISTRATOR, WISCONSIN DIVISION OF SECURITIES AND FORMER NASAA PRESIDENT

Please send your e-mail address to

ra-compliance2011@state.pa.us

and you will be added to the e-mail distribution list to receive future updates.

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PA DEPARTMENT OF BANKING AND SECURITIES

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES, BUREAU OF SECURITIES LICENSING, COMPLIANCE AND ENFORCEMENT	:	**Docket No. : 13 0050 (SEC-OSC)**
v.	:	
FINANCIAL TRIUMPH ASSOCIATES PETER L. WORKMAN	:	

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing Order to Show Cause upon the parties below, who constitute the only parties of record in this proceeding, in accordance with the requirements of 1 Pa. Code §§ 33.35, 33.36 and 33.37:

BY CERTIFIED AND FIRST CLASS MAIL

Peter L. Workman
Financial Triumph Associates
345 Main Street, Suite 109
Harleysville, Pennsylvania 19438

Dated this 7 day of August, 2013.

Joseph J. Mihisi
Deputy Chief Counsel for Securities Litigation
Attorney ID #45211
Office of Chief Counsel
FOR: Commonwealth of Pennsylvania
Department of Banking and Securities
Market Square Plaza

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Harrisburg, PA 17101
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