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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

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PA DEPARTMENT OF
BANKING AND SECURITIES

COMMONWEALTH OF PENNSYLVANIA	:	
DEPARTMENT OF BANKING AND	:	
SECURITIES, BUREAU OF SECURITIES	:	
LICENSING, COMPLIANCE AND	:	
EXAMINATIONS	:	DOCKET No. 16 <u>0024</u> (SEC-CAO)
v.	:	
	:	
BRYAN FUNDING, INC.	:	

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Licensing, Compliance and Examinations ("Bureau") has conducted an investigation of the business practices of Bryan Funding, Inc. ("Bryan") and its officers and employees. Based on the results of its investigation, the Bureau has concluded that Bryan has operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 et. seq. ("1972 Act"). Bryan, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agrees to the terms of this Consent Agreement and Order ("Order").

BACKGROUND

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. Bryan Funding, Inc., CRD # 11899, was, at all times material herein, a Pennsylvania corporation with an address at 1125 Technology Drive, Baily Center 1, Suite 105, Canonsburg, PA 15317.

4. At all times material herein, Bryan was in the business of effecting transactions in securities in Pennsylvania as a "broker-dealer" within the meaning of Section 102(e) of the 1972 Act 70 P.S. § 1-102(e) and was registered pursuant to Section 301 of 1972 Act, 70 P.S. § 1-301.

5. In or about November 2015, Staff of the Department conducted an examination ("Examination") of Bryan.

6. As a result of the Examination, Staff of the Department acquired evidence that Bryan failed to maintain and enforce its written supervisory procedures ("WSP") or comply with applicable FINRA Rules regarding the supervision of "outside business activities," as that term is defined by FINRA Rule 3270.

VIOLATION

7. By engaging in the acts and conduct set forth in paragraph 6 above, Bryan failed to reasonably supervise its agents which acts and conduct form a basis to sanction Bryan pursuant to Section 305(a)(vii) of the 1972 Act, 70 P.S. § 1-305(a)(vii).

AUTHORITY

8. Because Bryan has failed to reasonably supervise its agents pursuant to Section 305(a)(vii) of the 1972 Act, the Department has the authority to deny, suspend, revoke or condition the registration of Bryan or censure Bryan.

9. Because Bryan has failed to reasonably supervise its agents pursuant to Section 305(a)(vii) of the 1972 Act, the Department has the authority to order Bryan to pay the costs of the investigation and also order Bryan to pay an administrative assessment of up to \$100,000 for

each act or omission that constitutes a violation, *see* 70 P.S. § 1-602.1(b) and 70 P.S. § 1-602.1(c)(1)(i).

RELIEF

10. Bryan Funding, Inc., shall pay the Department an administrative assessment in the amount of \$5,000. Payment shall be made by certified check or money order made payable to the “Department of Banking and Securities” and shall be mailed or delivered, in person, to the Bureau of Securities Licensing, Compliance and Enforcement located at 17 N. Second Street, Suite 1300, Harrisburg, PA 17101. Payment is to be made as follows:

a. \$1,000 is to be paid contemporaneously with the submission of an executed Consent Agreement and Order;

b. \$800 it to be made payable on or before June 1, 2016, and on or before the 1st day of each following month thereafter, concluding with a final payment on or before October 1, 2016.

11. Bryan Funding, Inc. shall pay the Department investigative and legal costs in the amount of \$5,000. Payment shall be made by certified check or money order made payable to the “Department of Banking and Securities” and shall be mailed or delivered, in person, to the Bureau of Securities Licensing, Compliance and Enforcement located at 17 N. Second Street, Suite 1300, Harrisburg, PA 17101. Payment is to be made as follows:

a. \$1,000 is to be paid contemporaneously with the submission of an executed Consent Agreement and Order;

b. \$800 is to be made payable on or before June 1, 2016, and on or before the 1st day of each following month thereafter, concluding with a final payment on or before October 1, 2016.

12. Bryan Funding, Inc. is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Section 305(a)(vii), 70 P.S. § 1-305(a)(vii).

13. Should Bryan Funding, Inc. fail to pay investigative and legal costs and the assessment as set forth in paragraphs 10 and 11 above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording Bryan Funding, Inc. the option of either paying the costs and the assessment or being indefinitely subjected to the sanctions.

14. Should Bryan Funding, Inc. fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to Bryan Funding, Inc.'s right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

15. Consent. Bryan hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that it understands all of the terms and conditions contained herein. Bryan, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

16. Entire Agreement. This Order contains the entire agreement between the Department and Bryan. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and Bryan.

17. Binding Nature. The Department, Bryan, and all officers, owners, directors, employees, heirs and assigns of Bryan intend to be and are legally bound by the terms of this Order.

18. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

19. Effectiveness. Bryan hereby stipulates and agrees that the Order shall become effective on the date that the Bureau executes the Order ("Effective Date").

20. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Bryan in the future regarding all matters not resolved by this Order.

(b) Bryan acknowledges and agrees that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

21. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

22. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

23. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

24. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Licensing, Compliance and Examinations and Bryan Funding, Inc., intending to be legally bound, do hereby execute this Consent Agreement and Order.

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

Redacted

Chief, Western Region
Department of Banking and Securities

Date: 5/10/16

FOR BRYAN FUNDING, INC.

Redacted

(Officer Signature)

Richard G Bryan

(Print Officer Name)

President
(Title)

Date: 5/3/2016

