

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015045590301**

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

RE: Frank T. Marino, Respondent
General Securities Representative
CRD No. 1828290

Pursuant to FINRA Rule 9216 of FINRA’s Code of Procedure, I, Frank T. Marino (“Marino”), 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

Marino was intermittently registered with FINRA from April 1988 until February 2017, during which period he registered with seven FINRA regulated broker dealers, including Privex Securities, Inc. from August , 2012 to January 2, 2015, and MARV Capital, Inc. from August 29, 2000 to February 16, 2017. Marino is not currently registered or associated with any FINRA member firm, but remains subject to FINRA’s jurisdiction pursuant to Article V, Section 4 of FINRA’s By-Laws.

OVERVIEW

Between October 2014 and August 2015 (the “relevant period”), Marino was responsible for the content of an investment-related website that did not comply with FINRA rules regarding communications with the public. He thereby violated FINRA Rules 2210(d)(1) and 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 2210(d)(1) provides in relevant part:

(A) All member communications must be based on principles of fair dealing and good faith, must be fair and balanced, and must provide a sound basis for evaluating the facts in regard to any particular security or type of security, industry, or service. No member may omit any material fact or qualification if the omission, in light of the context of the material presented, would cause the communications to be misleading.

(B) No member may make any false, exaggerated, unwarranted, promissory or misleading statement or claim in any communication. No member may publish, circulate or distribute any communication that the member knows or has reason to know contains any untrue statement of a material fact or is otherwise false or misleading.

FINRA Rule 2010 states that a member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade. A violation of FINRA Rule 2210 is also a violation of FINRA Rule 2010.

During the relevant period, Marino was part owner, chairman, and chief executive officer of a corporation formed to manage pooled investments in businesses expected to benefit from the legalization of cannabis, MJIC, Inc. (the "Company"). Marino also was registered with MARV Capital throughout the relevant period and with Privex Securities – which served as the placement agent for a private placement that was raising capital for the Company – for part of the relevant period.

The Company marketed itself and attracted investors through a website for which Marino participated in creating, approved and published the content. During the relevant period, the content displayed on the website did not meet the standards for broker-dealer communications with the public as described in Rule 2210. More specifically, at various points during the relevant period, the Company's website, among other things: contained false and misleading references to the Company's registration status under the Investment Company Act of 1940; failed to include appropriate risk disclosure necessary to balance the discussion of the benefits of the Company; and included unwarranted suggestions of potential investment returns. The website also inaccurately characterized the Company as a "conglomerate," made unwarranted claims about further federal or state legalization of cannabis and made unwarranted statements regarding the liquidity of the Company's securities.

At several points during the relevant period, FINRA staff expressed to Marino its concerns about the content on the Company's website, and Marino revised the content to FINRA's requirements in August 2015. Prior to these revisions, the website had been viewable for approximately five months, and had received thousands of views. During the relevant period, the Company raised \$970,000,

\$305,000 of which was raised through the private placement offering for which Privex Securities served as placement agent.

As the principal that participated in creating, approved and published the above-described content contained on the Company's website, Marino violated FINRA Rule 2210(d)(1). By virtue of that violation, Marino also violated FINRA Rule 2010.

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

- Suspension of six months; and
- Fine of \$15,000.

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable upon re-association. I have submitted an Election of Payment form showing the method by which I propose to pay the fine imposed.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

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).

The sanctions imposed herein will 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 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 prejudice 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 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 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 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.

July 9th, 2018

Date (mm/dd/yyyy)



Frank T. Marino, Respondent

Reviewed by:



Robert I. Rabinowitz, Esq.
Counsel for Respondent
Becker & Poliakoff, LLP
331 Newman Springs Road, Suite 225
Red Bank, New Jersey 07701
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Accepted by FINRA:

August 2, 2018

Date

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



Emily D. Barnes
Principal Counsel
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