

M. Pollard

BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission  
**DOCKETED**

JAN 07 1999

JIM IRVIN  
Commissioner-Chairman  
TONY WEST  
Commissioner  
CARL J. KUNASEK  
Commissioner

DOCKETED BY 

In the matter of  
Daniel R. Wroble  
NationsBank  
101 S. Tryon Street, NC1-002-33-31  
Charlotte, NC 28255  
(CRD No. 1413861),

)  
) DOCKET NO. S-03316A-98-0000  
)  
) DECISION NO. 61336  
)  
) **ORDER REVOKING SECURITIES SALES**  
) **REPRESENTATIVE REGISTRATION**  
) **AND CONSENT TO SAME**

Respondent

I.

Daniel R. Wroble ("Wroble") elects to permanently waive his right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona ("Act") with respect to this Order Revoking Securities Sales Representative Registration ("Order"); admits the jurisdiction of the Arizona Corporation Commission ("Commission"); and consents to the entry of this Order by the Commission

II.

**FINDINGS OF FACT**

1. Wroble, National Association of Securities Dealers ("NASD") Central Registration Depository ("CRD") No. 1413861, is a securities sales representative presently registered in Arizona in association with the brokerage firm NationsBank Investments, Inc. ("NBII"), CRD No. 16361.

2. NBII was formed in January 1998 as a result of a merger between NationsBank Enterprises, Inc. and several other financial services firms, which together were general partners of NationsSecurities ("NS"). NS ceased to exist as a result of the merger.

3. NationsBank, N.A., (the "Bank") a national banking association, through its subsidiaries provides trust and banking services. In June 1993, a subsidiary of the Bank entered into a

1 joint venture with a subsidiary of Dean Witter Discover & Co. to form NS which thereafter, in its  
2 capacity as a brokerage firm, effected sales of shares in two trusts, Nations Government Income Term  
3 Trust 2003 and Nations Government Income Term Trust 2004 (the "Term Trusts").

4 4. NationsBank, an affiliate of NS, served as the investment adviser and administrator for  
5 both the Term Trusts. The brokerage firm of Stephens, Inc. ("Stephens") was the master-selling agent  
6 for the Term Trusts. NS sold the Term Trusts as a sub-agent to Stephens, Inc.

7 5. During the sale of the Term Trusts, from mid-1993 through early 1994, the Bank  
8 employed Wroble as the national sales manager responsible for marketing the Term Trusts to the sales  
9 force. Wroble was not involved in the design or management of the Term Trusts. Wroble also  
10 provided information about the Term Trusts to the NS registered representatives and motivated them to  
11 sell the Term Trusts. At the time, Wroble was registered with the NASD as a general securities  
12 representative and government securities representative.

13 6. On May 4, 1998, NASD Regulation, Inc., ("NASDR"), a self-regulatory organization  
14 registered under the Securities Exchange Act of 1934, accepted Wroble's Letter of Acceptance, Waiver  
15 and Consent ("AWC"), No. CAF980020, in settlement of the NASDR's alleged rule violations  
16 contained in the AWC.

17 7. Through its acceptance of the AWC, the NASDR found that Wroble violated NASD  
18 Conduct Rules 2110 (Standards of Commercial Honor and Principals of Trade) and 2210  
19 (Communications with the Public), in connection with his role as the national sales manager  
20 responsible for marketing the Term Trusts. In particular, the NASD found that Wroble (1) violated  
21 just and equitable principles of trade in that he made false and materially misleading statements during  
22 training sessions concerning the description of the Term Trusts; (2) was involved in the review, use  
23 and distribution of materially misleading sales scripts to the sales force; and (3) blurred the distinctions  
24 between the Bank and NS as the brokerage firm and Bank products and the Term Trusts as securities  
25 products during sales training sessions.

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IV.

ORDER

THEREFORE, on the basis of the Findings of Fact and the Conclusions of Law, the Commission issues the following Order.

IT IS ORDERED, pursuant to A.R.S. §44-1962, that Wroble's registration as a securities sales representative is hereby revoked.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

*James R. Ivie*  
COMMISSIONER-CHAIRMAN

COMMISSIONER

*Bob Hernandez*  
COMMISSIONER

IN WITNESS WHEREOF, I, STUART R. BRACKNEY, Acting Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 2<sup>nd</sup> day of JAN, 1999.

*Stuart R. Brackney*  
STUART R. BRACKNEY  
Acting Executive Secretary

DISSENT  
(PH)

**CONSENT BY DANIEL R. WROBLE**

**TO ENTRY OF ORDER BY THE CORPORATION COMMISSION**

**REVOKING SECURITIES SALES REPRESENTATIVE REGISTRATION**

**AND WAIVER OF HEARING**

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5       1.     Respondent, Daniel R. Wroble, an individual, admits the jurisdiction of the Arizona  
6 Corporation Commission ("Commission") over the subject matter of this proceeding, and solely, with  
7 respect to this matter, knowingly and voluntarily waives any and all rights to a hearing before the  
8 Commission and all other procedures otherwise available under Article 11 of the Securities Act of  
9 Arizona (the "Act") and Title 44, The Arizona Administrative Code. Wroble acknowledges that the  
10 accompanying Order of Relief and Consent to Same ("Order") constitutes a valid final order duly  
11 rendered by the Commission.

12       2.     Wroble knowingly and voluntarily waives any right he may have under Article 12 of the  
13 Act to judicial review by any court by way of suit, appeal or extraordinary relief resulting from the  
14 entry of this Order.

15       3.     Wroble acknowledges and agrees that this Order is entered into freely and voluntarily  
16 and that no promise was made or coercion used to induce Wroble to enter into it.

17       4.     Wroble acknowledges that he has been represented by counsel in this matter and that he  
18 has reviewed this Order with his attorney and understands all terms and obligations contained herein.

19       5.     Wroble consents to the issuance of the Findings of Fact and Conclusions of Law  
20 contained in the Order. Wroble does not admit the truth of said Findings of Fact and Conclusions of  
21 Law, but agrees that he shall not challenge their validity in any present or future administrative  
22 proceedings before the Commission or any other branch of state government concerning the denial or  
23 issuance of any license or registration required by the State in order to engage in the practice of any  
24 business or profession.

25       6.     Wroble consents to the entry of this Order and agrees to be fully bound by its terms and  
26 conditions. Wroble further acknowledges that should he fail to comply with any and all provisions of

1 this Order, the Commission may impose additional sanctions and costs and seek other appropriate  
2 relief subject to Wroble's right to a hearing pursuant to the Act.

3 7. Wroble acknowledges that this Order resolves only alleged administrative violations of  
4 the of the Act and that nothing contained in the Order purports to resolve any other issues which may  
5 exist between Wroble and the State. Nothing in the Order shall be construed to restrict the State's right  
6 in a future proceeding to bring an action against Wroble from or related to facts not set forth in the  
7 Order.

8 8. Wroble acknowledges that he has been informed and understands that the Commission  
9 or its designee, at the Commission's sole and exclusive discretion, may refer or grant access to this  
10 matter, or any information or evidence gathered in connection therewith or derived therefrom, to any  
11 person or entity having appropriate administrative, civil or criminal jurisdiction. In connection  
12 therewith, Wroble acknowledges that no representations regarding the above have been made so as to  
13 induce him to enter into this Order, including the fact that no promise or representation has been made  
14 by the Commission or its designee or staff with regard to any potential criminal liability or immunity  
15 from any potential criminal liability.

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17 \_\_\_\_\_

18 DANIEL R. WROBLE

19 SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

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21 \_\_\_\_\_  
22 Notary Public  
23 My Commission Expires: \_\_\_\_\_  
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1 APPROVED AS TO CONTENT AND FORM:

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Date:

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Attorney for Respondent

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