



**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE**

TENNESSEE SECURITIES DIVISION,)
)
 Petitioner,)
)
 v.)
)
 A&G FINANCIAL MANAGEMENT LLC,)
 and VINCENT GIANNATTASIO)
)
 Respondents.)

Matter No.: 24-02002

CONSENT ORDER

The Securities Division of the Tennessee Department of Commerce and Insurance (“Division”) and A&G Financial Management, LLC (“A&G Financial”) and Vincent Giannattasio (“Giannattasio”), together (“the Respondents”), agree to the entry and execution of this Consent Order in accordance with Tennessee Code Annotated (“Tenn. Code Ann.”) § 48-1-116 of the Tennessee Securities Act of 1980 (“Act”), as amended, and Tenn. Code Ann. § 48-1-101 to 48-1-201, subject to the approval of the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”).

PARTIES

1. A&G Financial is an investment adviser firm whose principal place of business is located in Nashville, Tennessee. It is assigned Central Registration Depository (“CRD”) Number 154561 with the Financial Industry Regulatory Authority (“FINRA”).

2. Giannattasio is a managing member and Chief Compliance Officer of A&G Financial, is assigned CRD Number 4790912 with FINRA, and is a registered investment adviser representative in Tennessee.

3. The Division is the lawful agent through which the Commissioner discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

GENERAL STIPULATIONS

4. It is expressly understood that this Consent Order is subject to the Commissioner's acceptance and has no force and effect until such acceptance is evidenced by the entry and execution of the Commissioner.

5. It is expressly understood that this Consent Order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

6. This Consent Order is executed by the Commissioner, the Division, and the Respondents to avoid further administrative action with respect to this cause. Should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

7. The Respondents fully understand that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondents for acts and/or omissions not specifically addressed in this Consent Order nor for facts and/or omissions that do not arise from the facts or transactions herein.

8. The Respondents fully understand that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner, for acts or

omissions addressed specifically in this Consent Order, violations of law under statutes, rules, or regulations of the State of Tennessee that arise out of the facts, acts, or omissions contained in this Consent Order, or acts or omissions addressed specifically herein that result from the execution of this Consent Order.

9. The Respondents waive all further procedural steps and waive all rights to seek judicial review of, or otherwise challenge the validity of this Consent Order, the stipulations and imposition of discipline contained herein, or the consideration and entry and execution of this Consent Order by the Commissioner.

10. This Consent Order is submitted on the condition that, if accepted, the Commissioner will not bring any future actions against the Respondents alleging violations based on the same factual findings described herein.

FINDINGS OF FACT

11. A&G Financial is registered as an investment adviser firm with the Securities Division.

12. On or about May 24, 2024, the Division opened a routine cyclical books and records examination of A&G Financial (“2024 Exam”).

13. The Division found that A&G Financial failed to obtain executed client agreements for twenty-seven (27) out of two hundred fifty (250) clients, of which the Respondents exercised discretionary authority without written authorization.

14. The Division found that A&G Financial maintained insufficient tracking of client agreements due to a transition from paper to electronic record-keeping.

15. The Division discovered that A&G Financial failed to meet net capital requirements from December 2023 to June 2024, totaling seven (7) months of deficiency.

16. The Division noted that A&G Financial included \$200,000 in non-allowable assets on its balance sheet.

CONCLUSIONS OF LAW

17. Pursuant to Tenn. Code Ann. § 48-1-115(a), the responsibility for the administration of the Act is vested in the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility pursuant to Tenn. Code Ann. § 48-1-115(b).

18. Tenn. Code Ann. § 48-1-116 provides that the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of the Act upon a finding that such order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

19. Tenn. Comp. R. & Regs. 0780-04-03-.01(6) provides, in part, that:

- (a) Except as provided under subparagraph (6)(d) of this Rule, every investment adviser registered or to be registered shall have and maintain a minimum net capital of fifteen thousand dollars (\$15,000).

20. Tenn Comp. R. & Regs. 0780-04-03-.02(6) provides, in part, that:

- (c) The following are deemed “dishonest or unethical business practices” by an investment adviser or an investment adviser representative under T.C.A. § 48-1-112(a)(2)(G), to the extent permitted under Section 203A of the Investment Advisers Act, without limiting those terms to the practices specified herein:
 - ...
 - 1. Exercising any discretionary power in placing an order for the purchase or sale of securities for the account of a customer without first obtaining written discretionary authority from the customer;

21. Tenn. Comp. R. & Regs. 0780-04-03-.02(6) provides, in part, that:

- (c) The following are deemed “dishonest or unethical business practices” by an investment adviser or an investment adviser representative under T.C.A. § 48-1-112(a)(2)(G), to the extent permitted under Section 203A of the

Investment Advisers Act, without limiting those terms to the practices specified herein:

...

5. Executing a transaction on behalf of a customer without authority to do so;

22. Tenn. Comp. R. & Regs. 0780-04-03-.02(3) provides, in part, that:

- (a) Except as provided in subparagraph (3)(c) of this Rule, every registered investment adviser shall maintain and keep current the following books and records relating to its business, unless waived by order of the commissioner:

...

8. Copies of all agreements entered into by the investment adviser with respect to any account, which agreements shall set forth the fees to be charged and the manner of computation and method of payment thereof, and copies of all communications, correspondence, and other records relating to securities transactions;

23. The Findings of Fact detailed above show that Respondents failed to obtain executed client agreements and executed discretionary authority without client authorization in violation of Tenn. Comp. R. & Regs. 0780-04-03-.02(6)(c)1; 0780-04-03-.02(6)(c)5 and 0780-04-03-.02(3)(a)8. Respondents' violations constitute grounds for the assessment of civil penalties pursuant to §§ 48-1-112(a)(2)(B) and (d).

24. The Findings of Fact detailed above show that the Respondents failed to maintain investment adviser net capital requirements of at least \$15,000, in violation of Tenn. Comp. R. & Regs. 0780-04-03-.01(6). Respondents' violations constitute grounds for the assessment of civil penalties pursuant to §§ 48-1-112(a)(2)(B) and (d).

25. The Commissioner finds the following relief appropriate, in the public interest, and necessary for the protection of investors.

ORDER

NOW, THEREFORE, based on the foregoing, including the Respondents' waiver of the right to a hearing and appeal under the Act and the Tennessee Uniform Administrative Procedures

Act, Tenn. Code Ann. §§ 4-5-101 *et seq.*, and the Respondents' admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondents agree to the entry and execution of this Consent Order to settle this matter as evidenced by the Respondents' signature.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116(a), of the Law, that:

1. The Respondents shall **COMPLY** with the Act, as amended, and all rules promulgated thereunder; and

2. Giannattasio shall **COMPLETE** six (6) hours of investment adviser continuing education with three (3) hours in ethics and three (3) hours in products and practices within sixty (60) days of the execution and entry of this consent order. This requirement is in addition to those continuing education hours required pursuant to Tenn. Comp. R & Regs. 0780-04-03-.17(1). All required continuing education must be from providers approved by the North American Securities Administrators Association ("NASAA"). Proof of completion of this requirement shall be sent to the Division's Director of Registration via email at April.X.Odom@tn.gov along with Catherine Tabor, Associate Counsel via email at Catherine.Tabor@tn.gov within ninety (90) days of completion of the additional hours.

3. The Respondents **PAY A CIVIL PENALTY** to the State of Tennessee in an amount of three thousand dollars (\$3,000), of which each shall be held jointly and severally liable pursuant to the following payment terms:

The payment of such civil penalty shall be made by check payable to the Tennessee Department of Commerce and Insurance within thirty (30) days of the execution of this Order by the Commissioner. Page one (1) of this Consent Order must accompany the payment for reference. Payment shall be mailed to the attention of:

**State of Tennessee
Department of Commerce and Insurance**

**Attn: Catherine Tabor
500 James Robertson Parkway
Davy Crockett Tower
Nashville, Tennessee 37243**

4. **GRACE PERIOD** – Payment shall be made in a timely manner if postmarked within five (5) business days of the date payment is due.

5. **DELINQUENCY** – Respondents hereby agree that failure to make any payment according to this Consent Order shall result in the immediate suspension of Respondents' registrations with the Division.

6. **MODIFICATION** – The Division and Respondent hereby agree that modifications to this Consent Order regarding any term may only be made in writing and signed

7. The Respondents' failure to comply with the terms of this Consent Order, including the manner and method of payment of the civil penalty described above, shall result in further administrative disciplinary actions, which may include the assessment of additional civil penalties.

8. This Consent Order represents the complete and final resolution of and discharge of all administrative and civil claims, demands, actions, and causes of action by the Commissioner against the Respondents for violations of the Act with respect to the transactions involved in above-referenced facts. However, excluded from and not covered by this paragraph, are any claims by the Division arising from or relating to the enforcement of the Consent Order provisions contained herein.

9. This Consent Order is in the public interest and the best interests of the Parties. It represents a settlement of the controversy between the Parties and is for settlement purposes only. By the signatures affixed below, or in two (2) or more counterparts, the Respondents affirmatively state the following: the Respondents freely agree to the entry and execution of the Consent Order; the Respondents waive the right to a hearing on, or a review of, the matters, the Findings of Fact,

and the Conclusions of Law underlying this Consent Order or the enforcement of this Consent Order; and the Respondents encountered no threats or promises of any kind by the Commissioner, the Division, or any agent or representative thereof.

10. By signing this Consent Order, the Commissioner, the Division, and the Respondents affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement as set forth in this Consent Order, are binding upon them.

11. This Consent Order may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same document. The facsimile, email, or other electronically delivered signatures of the parties shall be deemed to constitute original signatures, and facsimile or other electronic copies shall be deemed to constitute duplicate originals.

ENTERED AND EXECUTED April 24, 2025.



Carter Lawrence (Apr 24, 2025 09:04 CDT)

Carter Lawrence, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:



Vincent Giannattasio
Individually and on behalf of:
A&G Financial Management, LLC.



[Elizabeth Bowling \(Apr 22, 2025 17:29 CDT\)](#)

Elizabeth Bowling
Assistant Commissioner for Securities
Department of Commerce and Insurance

Catherine A. Tabor

[Catherine A. Tabor \(Apr 21, 2025 10:49 CDT\)](#)

Catherine Tabor, BPR #038467
Associate General Counsel
Department of Commerce and Insurance