

also the director of investment banking at Charles Vista. Most recently, on December 7, 2010, Lorenzo was registered with the Bureau as an agent of Hunter Wise Securities LLC (CRD# 104193).

2. Charles Vista was registered with the Bureau as a broker-dealer from December 8, 2004 through June 24, 2013. Charles Vista maintained a primary business address in Staten Island, New York.

3. On February 15, 2013, the Securities and Exchange Commission, (“SEC”) issued an order (“February 2013 Order”) instituting administrative and cease-and-desist proceedings against Lorenzo, Gregg C. Lorenzo, and Charles Vista pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) and Sections 15(b), 21B, and 21C of the Securities Exchange Act of 1934 (“Exchange Act”).

4. The February 2013 Order contained allegations that included that:

- a. Lorenzo made fraudulent representations to investors to induce them to invest in the debentures of Waste2Energy Holdings, Inc., (“W2E”), a renewable energy company; and
- b. Lorenzo sent at least two customers Charles Vista emails containing false and/or misleading statements concerning W2E’s assets and alleged contracts.

5. A hearing was held before an administrative law judge on September 18-19, 2013.

6. The administrative law judge issued an initial decision on December 31, 2013 (“December 31, 2013 initial decision”) which contained findings that Lorenzo had willfully violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Exchange Act of 1934, and Exchange Rule 10b-5 by, including:

- a. In September 2009, Charles Vista was engaged by W2E as placement agent for an offering of up to \$15 million in W2E convertible debentures to investors. Charles Vista would collect a 10% commission on sales of the debentures in addition to other fees.
- b. Lorenzo served as the main contact between Charles Vista and W2E for the sale of the debentures.
- c. Lorenzo was responsible for conducting due diligence on investment banking clients, and for reviewing SEC filings, including those of W2E.
- d. W2E was in extremely poor financial health while Lorenzo was at Charles Vista.
- e. On October 1, 2009, W2E filed with the SEC an amended Form 8-K and a Form 10-Q including audited fiscal year-end financial statements. These filings showed that W2E had under \$370,600 in total assets, and over \$6.6 million in total liabilities.
- f. The October 1, 2009 SEC filings represented a substantial write down for W2E, which had previously reported in June 2009 \$14 million in total assets, including \$10 million in “intangibles” and about \$470,000 in “goodwill.”
- g. Lorenzo had known about the substantial write downs for at least a month prior to the October 1, 2009 amended Form 8-K and a Form 10-Q SEC filings.
- h. On October 1, 2009, Lorenzo reviewed the October 1, 2009 amended Form 8-K and a Form 10-Q filings and on October 2, 2009, he shared the filings with all brokers at Charles Vista.
- i. Following receipt of the October 1, 2009 amended Form 8-K and a Form 10-Q filings, Lorenzo was involved in discussions between Charles Vista and W2E regarding the asset write-off.

- j. On October 14, 2009, Lorenzo sent an email to two Charles Vista clients regarding the financial condition of W2E and the status of the debentures.
 - k. The October 14 emails sent by Lorenzo contained false and/or misleading statements concerning the financial position of W2E, including:
 - (I) the Company has over \$10mm in confirmed assets;
 - (II) the Company has purchase orders and LOI's [letters of intent] for over \$43mm in orders; and
 - (III) Charles Vista has agreed to raise additional monies to repay these Debenture holders (if necessary.)
7. The December 31, 2013 initial decision provided for sanctions as to Lorenzo including:
- a. Lorenzo cease-and-desist from committing or causing any violations and any future violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10(b)-5 thereunder;
 - b. a bar from association with any broker, dealer, investment advisor, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization, and from participating in the offering of penny stocks; and
 - c. a civil monetary penalty of \$15,000.
8. On January 27, 2014, Lorenzo filed an appeal against the administrative law judge's ruling and received a *de novo* review.
9. After the SEC conducted the *de novo* review, on April 29, 2015 the SEC issued an opinion ("SEC opinion") which contained similar findings as in the December 31, 2013 initial decision.
10. The SEC decision sustained the sanctions of the initial decision, detailed above.

11. Lorenzo filed a motion for reconsideration which the SEC denied on June 3, 2015.

CONCLUSIONS OF LAW

**LORENZO IS THE SUBJECT OF AN ORDER BY THE SECURITIES AND EXCHANGE
COMMISSION BARRING HIM FROM A NATIONAL SECURITIES ASSOCIATION**

N.J.S.A. 49:3-58(a)(1)

N.J.S.A. 49:3-58(a)(2)(vi)

12. The preceding paragraphs are incorporated by reference as though set forth verbatim herein.

13. Pursuant to N.J.S.A. 49:3-58(a):

[t]he bureau chief may by order deny, suspend, or revoke any registration if he finds: (1) that the order is in the public interest; and (2) that the applicant or registrant ...(vi)... is the subject of an order of the Securities and Exchange Commission, a self-regulatory organization, the Commodity Futures Trading Commission, an insurance regulator, or a federal or state banking regulator, suspending or expelling him from a national securities or commodities exchange or national securities or commodities association registered under the "Securities Exchange Act of 1934"...

14. Having been barred by the SEC from association with any broker, dealer, investment advisor, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization, and from participating in the offering of penny stocks, there is good cause, pursuant to N.J.S.A. 49:3-58(a)(2)(vii), to revoke Lorenzo's agent registration.

15. Based upon the foregoing, and pursuant to N.J.S.A. 49:3-58(a)(1), the revocation of Lorenzo's registration as an agent and all applicable exemptions is in the public interest.

**LORENZO HAS ENGAGED IN DISHONEST OR UNETHICAL PRACTICES IN THE
SECURITIES BUSINESS**

N.J.S.A. 49:3-58(a)(1)

N.J.S.A. 49:3-58(a)(2)(vi)

16. The preceding paragraphs are incorporated by reference as though set forth verbatim herein.

17. The foregoing conduct by Lorenzo as described above constitutes dishonest or unethical practices in the securities business, which is good cause, pursuant to N.J.S.A. 49:3-58(a)(2)(vii), to revoke Lorenzo's agent registration.

18. Based upon the foregoing, and pursuant to N.J.S.A. 49:3-58(a)(1), the revocation of Lorenzo's registration as an agent and all applicable exemptions is in the public interest.

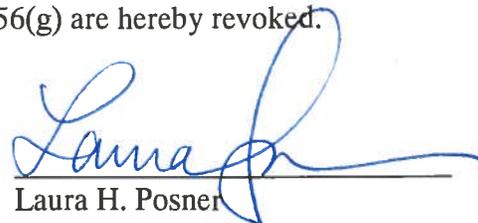
CONCLUSION

For the reasons stated above, it is on this 8th day of September, 2015

ORDERED that the agent registration of Francis Vincent Lorenzo be **REVOKED**; and it is further

ORDERED that Lorenzo is denied all exemptions contained in N.J.S.A. 49:3-50 subsections (a) paragraph 9, 10, and 11 and subsection (b); and it is further

ORDERED that the exemptions to the registration requirements provided by N.J.S.A. 49:3-56(b), N.J.S.A. 49:3-56(c) and N.J.S.A. 49:3-56(g) are hereby revoked.



Laura H. Posner
Chief, Bureau of Securities

NOTICE OF RIGHT TO HEARING

Pursuant to the Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq., specifically, N.J.S.A. 49:3-58(c), the Bureau Chief shall entertain on no less than three days notice, a written application to lift the summary revocation on written application of the applicant or registrant and in connection therewith may, but need not, hold a hearing and hear testimony, but shall provide to the applicant or registrant a written statement of the reasons for the summary revocation.

This matter will be set down for a hearing if a written request for such a hearing is filed with the Bureau within 15 days after the respondent receives this Order. A request for a hearing must be accompanied by a written response, which addresses specifically each of the allegations set forth in the Order. A general denial is unacceptable. At any hearing involving this matter, an individual respondent may appear on his/her own behalf or be represented by an attorney.

Orders issued pursuant to this subsection to suspend or revoke any registration shall be subject to an application to vacate upon 10 days' notice, and a preliminary hearing on the order to suspend or revoke any registration shall be held in any event within 20 days after it is requested, and the filing of a motion to vacate the order shall toll the time for filing an answer and written request for a hearing.

If no hearing is requested, the Order shall be entered as a Final Order and will remain in effect until modified or vacated. If a hearing is held, the Bureau Chief shall affirm, vacate or modify the order in accord with the findings made at the hearing.

NOTICE OF OTHER ENFORCEMENT REMEDIES

You are advised that the Uniform Securities Law provides several enforcement remedies, which are available to be exercised by the Bureau Chief, either alone or in combination. These remedies include, in addition to this action revoking your registration, the right to seek and obtain injunctive and ancillary relief in a civil enforcement action, N.J.S.A. 49:3-69, and the right to seek and obtain civil penalties in an administrative or civil action, N.J.S.A. 49:3-70.1.

You are further advised that the entry of the relief requested does not preclude the Bureau Chief from seeking and obtaining other enforcement remedies against you in connection with the claims made against you in this action.