

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 86711 / August 20, 2019**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19364**

**In the Matter of**

**RONALDO GONZALEZ,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF  
THE SECURITIES EXCHANGE  
ACT OF 1934, MAKING FINDINGS,  
AND IMPOSING REMEDIAL  
SANCTIONS**

**I.**

The Securities and Exchange Commission (the “Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) against Ronaldo Gonzalez (“Gonzalez” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds<sup>1</sup> that:

#### Summary

1. Gonzalez, chief executive officer of registered broker-dealer Mosaic Capital, LLC, f/k/a AOC Securities, LLC ("AOC"), failed reasonably to supervise an AOC trader in connection with the trader's violations of the antifraud provisions of the federal securities laws. Specifically, Gonzalez failed to supervise Frank Dinucci Jr. ("Dinucci"), an associated person of AOC, who among other things, participated in a fraudulent valuation scheme including by providing artificially inflated price quotes or marks for certain mortgage-backed securities to a significant customer of AOC in return for the promise of securities trades being sent to AOC. Gonzalez knew Dinucci was providing price quotes or marks to at least one AOC customer as part of AOC's brokerage business. Nonetheless, Gonzalez failed to establish or implement adequate policies and procedures reasonably designed to prevent and detect Dinucci's violations.

#### Respondent

2. **Gonzalez**, age 44, resides in New York, New York. From August 2015 to December 2018, Gonzalez served as, among other things, chief executive officer of AOC. Gonzalez formerly worked at several registered broker-dealers including other firms that, similar to AOC, focused on mortgage-backed securities.

#### Other Relevant Entity and Individual

3. **AOC** is a Delaware limited liability company with its principal place of business in New York, New York. During Gonzalez's employment, AOC was registered and operated as a broker-dealer that focused on mortgage-backed securities.

4. **Dinucci**, age 36, was associated with AOC from May 8, 2015 to April 6, 2017. On April 6, 2017, Dinucci pleaded guilty to several criminal counts including securities fraud. *See U.S. v. Frank Dinucci, Jr.*, No. 18 Cr. 332 (S.D.N.Y.). Dinucci also agreed to settle related follow-on administrative proceedings brought by the Commission. *See In re Frank Dinucci, Jr.*, Exchange Act Release No. 85053 (Feb. 5, 2019). The criminal information to which Dinucci pleaded guilty alleged that Dinucci entered into a deferred prosecution agreement with the Commission in which he agreed, among other things, "to refrain for a period of one year . . . from any association with any broker [or]

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<sup>1</sup>The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

dealer,” from October 8, 2015, to October 8, 2016, and that Dinucci submitted four certifications to the Commission that falsely certified that he was “not associated with any broker [or] dealer,” when he was associated with AOC.

### **Background**

5. “[I]t is critical for investor protection that a broker establish and enforce effective procedures to supervise its employees.” *In re Donald T. Sheldon*, Exchange Act Release No. 31475 (Nov. 18, 1992) (Commission opinion), *aff’d*, 45 F.3d 1515 (11th Cir. 1995).

6. At various times, from at least September 2015 through March 2016 (the “Relevant Period”), Dinucci provided inflated price quotes or marks on securities to a New York-based investment adviser, Premium Point Investments LP (“PPI”). PPI used those marks in conjunction with other so-called levers to inflate the value of the securities it held, at times by more than 100%, and to report inflated monthly valuations and net asset values for several funds to investors in those funds.

7. In return, PPI traders promised Dinucci to send securities trades to him and AOC.

8. Late in PPI’s monthly valuation process—after it had already received price quotes from other broker-dealers or independent pricing services for the securities in its funds’ portfolios and once PPI had determined the marks needed to meet certain performance targets—traders at PPI told Dinucci the prices they wanted to receive for certain bonds in the funds’ portfolios. Dinucci in return gave the traders, in essence, whatever marks they wanted.

9. Based on the conduct above, Dinucci violated Sections 17(a)(1) and (3) of the Securities Act of 1933, Section 10(b) of the Exchange Act and Rules 10b-5(a) and (c) thereunder, and aided and abetted violations of Sections 206(1), (2), and (4) of the Investment Advisers Act of 1940 and Rule 206(4)-8(a)(2) thereunder by PPI and certain other individuals.

10. During part of the Relevant Period, Dinucci had agreed to refrain from association with any broker-dealer. Although AOC filed a Form U5 to terminate his registration, Dinucci continued to, among other things, work out of AOC’s offices, have contact with PPI and its traders, and solicit trades from PPI for AOC. Dinucci also continued to provide and/or facilitate the providing of inflated price quotes or marks by AOC to PPI.

11. Gonzalez was AOC's chief executive officer and was responsible for overall supervision at AOC and also was Dinucci's supervisor. Gonzalez did not establish policies and procedures reasonably designed to prevent and detect Dinucci's violations during the Relevant Period. Specifically, AOC did not have adequate policies or procedures governing its brokers' provision of price quotes or marks to customers like PPI, which was one of AOC's largest customers.

12. Gonzalez was aware of the practice of broker-dealers that trade in mortgage-backed securities providing their customers with price quotes or marks to value such securities on their customers' books.

13. Prior to the Relevant Period, when both Gonzalez and Dinucci were working at another registered broker-dealer that traded in mortgage-backed securities, Gonzalez knew that Dinucci had provided price quotes or marks to PPI on behalf of that broker-dealer. For one month-end, Gonzalez provided such price quotes or marks to PPI on behalf of that broker-dealer.

14. After Gonzalez joined AOC, during the Relevant Period, he knew that AOC traders, including Dinucci, were providing price quotes or marks to PPI on behalf of AOC. Nevertheless, Gonzalez did not develop any policies or procedures concerning the provision of price quotes or marks to customers such as PPI that were reasonably designed to prevent or detect Dinucci's violations.

### **Violations**

15. As a result of the conduct described above, Gonzalez failed reasonably to supervise within the meaning of Section 15(b)(4)(E) of the Exchange Act with a view to preventing and detecting violations of the antifraud provisions of the federal securities laws by Dinucci.

### **Compliance Affidavit**

16. Gonzalez has agreed to provide to the Commission, within 10 days after the end of the limitations on activities described in Section IV.A. below, an affidavit that he has complied fully with such limitations described in Section IV.A. below.

## **IV.**

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offer.

Accordingly, pursuant to Section 15(b) of the Exchange Act, it is hereby ORDERED that:

A. Pursuant to Section 15(b) of the Exchange Act, Gonzalez shall be, and hereby is, subject to the following limitations on his activities:

Respondent Gonzalez shall not act in a supervisory capacity with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization for a period of 12 months, effective on the second Monday following the entry of this Order.

B. Pursuant to Section 21B of the Exchange Act, Gonzalez shall pay a civil money penalty in the amount of \$40,000 to the Commission. The Commission may distribute civil money penalties collected in this proceeding if, in its discretion, the Commission orders the establishment of a Fair Fund pursuant to 15 U.S.C. § 7246, Section 308(a) of the Sarbanes-Oxley Act of 2002. The Commission will hold funds paid pursuant to this paragraph in an account at the United States Treasury pending a decision whether the Commission, in its discretion, will seek to distribute funds or, subject to Exchange Act Section 21F(g)(3), transfer them to the general fund of the United States Treasury. Payment shall be made in the following installments: (a) \$10,000, within ten days of the entry of this Order; (b) \$7,500, within 90 days of the entry of this Order; (c) \$7,500, within 180 days of the entry of this Order; (d) \$7,500, within 270 days of the entry of this Order; and (e) \$7,500, within 360 days of the entry of this Order. Payments shall be applied first to post order interest, which accrues pursuant to 31 U.S.C. § 3717. Prior to making the final payment set forth herein, Respondent shall contact the staff of the Commission for the amount due. If Respondent fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Order, including post-order interest, minus any payments made, shall become due and payable immediately at the discretion of the staff of the Commission without further application to the Commission.

C. Payment must be made in one of the following ways:

1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;

2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or

3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center  
Accounts Receivable Branch  
HQ Bldg., Room 181, AMZ-341  
6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying the Respondent and the file number of this proceeding; a copy of the cover letter and check or money order must be sent to Daniel Michael, Chief, Complex Financial Instruments Unit, and Osman Nawaz, Assistant Director, Complex Financial Instruments Unit, Division of Enforcement, Securities and Exchange Commission, 200 Vesey Street, New York, NY 10281.

D. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of civil penalties in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

By the Commission.

Vanessa A. Countryman  
Secretary