

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2007007331101**

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REGISTRATION & DISCLOSURE

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

RE: [REDACTED]

Garry B. Lindboe
Registered Principal
CRD # 309834

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, [REDACTED] and Garry B. Lindboe ("Lindboe") [collectively, "Respondents"] 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 Respondents alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Respondents 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

Garry B. Lindboe first became registered as a General Securities Representative ("GSR") with a member of FINRA on about May 31, 1966. He later became registered as a General Securities Principal ("GSP") with another member firm on about June 10, 1974. Currently, Lindboe is the President of [REDACTED] where he has been registered as a GSR and GSP since about December 28, 1977.

[REDACTED] became a member of FINRA in December 28, 1977 and registered with the Securities and Exchange Commission ("SEC") on December 6, 1977. [REDACTED] is a limited broker-dealer whose securities business consists

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primarily of the sale of investment company shares. According to its annual audit, [REDACTED] total commission revenue for the fiscal year ended June 30, 2007 was \$52,585. Its membership with FINRA and registration with the SEC remain currently in effect.

RELEVANT PRIOR DISCIPLINARY HISTORY

Respondents do not have any relevant prior disciplinary history.

OVERVIEW

[REDACTED] acting through Lindboe, failed to properly register a Financial and Operations Principal during the period of February 17, 1999 through October 21, 2007, in violation of NASD Rules 1022 and 2110. In addition, from February 2003 through October 2007, [REDACTED] acting through Lindboe, failed to prepare a general and a trial balance, in violation of SEC Rule 17a-3 and NASD Rules 2110 and 3110.

FACTS AND VIOLATIVE CONDUCT

1. From about February 17, 1999 through about October 21, 2007, [REDACTED] acting through Lindboe, operated a securities business without employing a properly registered Financial and Operations Principal ("FINOP"). Such acts, practices, and conduct constitute separate and distinct violations of NASD Membership and Registration Rule 1022(c) and NASD Conduct Rule 2110 by [REDACTED] and Lindboe.
2. [REDACTED] acting through Lindboe, failed to prepare a general ledger and a trial balance during the period of February 2003 through October 2007. Such acts, practices, and conduct constitute separate and distinct violations of SEC Rule 17a-3 and NASD Conduct Rules 2110 and 3110 by [REDACTED] and Lindboe.

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

- A censure against [REDACTED] and Lindboe;
- a \$2,500 joint and several fine against [REDACTED] and Lindboe; and
- a \$22,500 additional fine against Lindboe.

Respondents agree to pay the monetary sanctions upon notice that this AWC has

¹ Pursuant to the General Principles Applicable to all Sanction Determinations contained in the Sanction Guidelines, FINRA imposed a lower fine in this case after it considered, among other things, the firm's revenues and financial resources. See Notice to Members 06-55.

been accepted and that such payments are due and payable. Respondents have submitted an Election of Payment form showing the method by which Respondents propose to pay the fine imposed.

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

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondents specifically and voluntarily waive the following rights granted under FINRA's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against Respondents;
- B. To be notified of the Formal 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 to have 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, Respondents specifically and voluntarily waive any right to claim bias or prejudgment of the General Counsel, 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.

Respondents further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of NASD Rule 9143 or the separation of functions prohibitions of NASD 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

Respondents understand that:

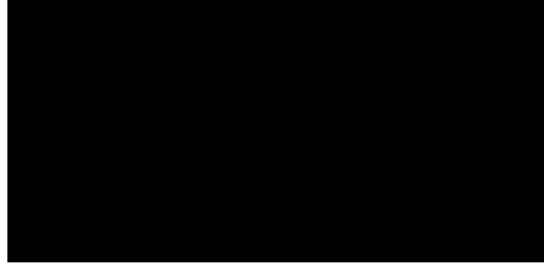
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Respondents; and
- C. If accepted:
 - 1. this AWC will become part of Respondents' permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Respondents;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about Respondents' disciplinary record;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-3; and
 - 4. Respondents 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. Respondents 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 Respondents' right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. Respondents may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondents understand that Respondents 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.

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Respondents certify that Respondents have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that Respondents 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 Respondents to submit it.

Feb. 15, 2008
Date



Feb. 15, 2008
Date

Garry B. Lindboe
Garry B. Lindboe
Registered Principal

Reviewed by:

Attorney Name
Counsel for Respondents

Accepted by FINRA:

Feb. 22, 2008
Date

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

Marclita Kerr
Marclita Kerr
Senior Regional Attorney
FINRA Department of Enforcement
55 W. Monroe, 27th Floor
Chicago, IL 60603
312.899.4673; (f) 312.899.4600