

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20070094299**

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

RE: John Walter Keller, Respondent
Former Registered Representative
CRD No. 873009

Pursuant to Rule 9216 of FINRA Code of Procedure, I, John Walter Keller, 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 me alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A.** I 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

John Walter Keller ("Keller") entered the securities industry in July 1979 when he became employed by a member firm (the "Firm"). He became registered by the NASD in October 1979.

Keller does not have any prior disciplinary history.

OVERVIEW

Between February 2002 and November 2005, Keller submitted various documents to the Firm, on which he signed the names of the customers in violation of NASD Rule 2110. Additionally, Keller failed to appear and provide on-the-record testimony ("OTR") in violation of NASD Rule 8210 and Rule 2110.

000094067 2008

FACTS AND VIOLATIVE CONDUCT

Keller Signed Customers' Names on Account Related Documents Without Authorization

Between February 2002 and November 2005, in six customers' accounts, Keller signed the customers' name on a variety of account-related documents, without the customers' authorization.

Keller did not make a notation on any of the documents that he had signed on behalf of the customers and did not notify the Firm that he was signing the documents for the customers. Keller did not have discretionary authority, letters of authorization or powers of attorney over any of the aforementioned customers. He signed his customers' names knowing that it was against the rules of the securities industry.

The Firm had specific policies and procedures with respect to customer signatures. Specifically, the compliance manual, which all Firm employees were required to read and understand, stated, "[u]nder no circumstances may [the registered representative] sign or back-date any documents on behalf of a client." Keller violated these procedures when he signed customers' names on account-related documents without the customers' authorization.

The Firm terminated Keller's employment on March 14, 2006.

Keller violated NASD Rule 2110 by signing customers' signatures to account-related documents.

Keller Failed to Appear and Provide Testimony

By letter dated October 4, 2007, pursuant to NASD Rule 8210, FINRA sent Keller a letter requiring him to appear and testify in an OTR on October 19, 2007. The letter stated, among other things, "[y]our failure to appear and testify as requested may result in the institution of formal disciplinary proceedings against you based upon your failure to comply with NASD Rule 8210 of the FINRA Code of Procedure." It was sent via certified mail, return receipt requested, which Keller signed on October 9, 2007.

On October 19, 2007, Keller failed to appear and provide testimony.¹ In a telephone conversation with Keller on that date, he stated that he received the October 4, 2007 letter, but that he would not appear and testify.

¹ Keller also failed to appear on one occasion as requested by the Division of Enforcement of New York Stock Exchange Regulation, Inc. ("NYSE Regulation"). On May 17, 2007, The Division of Enforcement of NYSE Regulation contacted Keller to schedule his OTR. Keller agreed to appear and provide testimony on June 21, 2007. On June 6, 2007, NYSE Regulation sent Keller a letter confirming the location of the OTR for June 21, 2007. That letter stated, among other things, "[f]ailure to provide

Keller's failure to appear and provide testimony violated NASD Rule 8210 and Rule 2110.

SANCTIONS

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

A bar from association with any member firm in any capacity.

I understand that if I am barred or suspended from association with any FINRA member, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See, NASD Rule 8310 and IM-8310-1.)

The sanction imposed herein shall be effective on a date set by FINRA staff. Pursuant to NASD IM-8310-3(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

I 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 me;
- 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.

testimony to Enforcement on the scheduled date may result in the institution of formal disciplinary action against you." It continued, "[y]ou may be charged any offense with which you could have been charged had your status as an employee with a member organization not been terminated." This letter was sent via certified mail, return receipt requested, which Keller signed. During several conversations with NYSE Regulation between May 17, 2007 and June 21, 2007, Keller agreed that he would appear for the OTR. On June 21, 2007, Keller failed to appear and provide testimony.

Further, I 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.

I 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

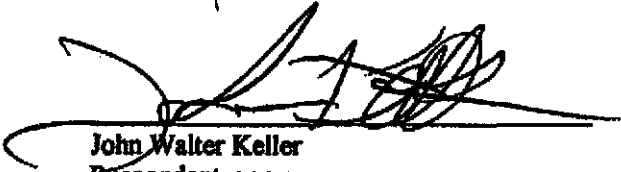
I understand that:

- 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 me; and
- C. If accepted:
 - 1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about my 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-8310-2; and
 - 4. I 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. I 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 my right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

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

2/25/08
Date


John Walter Keller
Respondent, *pro se*

Accepted by FINRA:

3/5/08
Date

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


James E. Day
Associate Vice President and Chief Counsel
FINRA Department of Enforcement
1801 K Street, NW
Washington, D.C. 20006-1506
Tel. (202) 974-2917; Fax (202) 974-2805