

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT**

NO. 20080130862

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

RE: ~~Charles Russ Huffington, Respondent~~
General Securities Representative
~~CRD No. 844086~~

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I 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

On October 10, 1977, Charles Russ Huffington ("Huffington") first became registered with FINRA as a General Securities Representative, and on November 28, 1994 he became registered as a General Securities Principal. From July 20, 2001 through May 19, 2008, Huffington was registered in those same capacities through member firm Empire Financial Group. Huffington is currently associated with another member firm. He has no FINRA disciplinary history.

OVERVIEW

Huffington recommended and engaged in excessive, unsuitable trading in the accounts of three customers. Huffington also exercised discretion in the customers' accounts without prior written authorization from them or written acceptance of their accounts as discretionary from his member firm. This conduct violated NASD Conduct Rules 2510, 2310 and 2110 and IM-2310-2.

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FACTS AND VIOLATIVE CONDUCT

At various times from May 2003 through May 2007, Huffington recommended and engaged in excessive and unsuitable trading in the accounts of three customers, two of whom were elderly investors (89 and 78). For instance, the trading that Huffington recommended in three of the accounts resulted in annualized turnover ratios of from 8 to 19 and annualized cost-to-equity ratios of at least 20%. The three customers suffered substantial losses in their accounts due to Huffington's excessive trading activity.

In addition, Huffington exercised discretion in the customers' accounts without obtaining prior written authorization from the customers and written acceptance of their accounts as discretionary by his employer member firm.

By excessively trading these accounts and exercising discretion without written authority, Huffington violated NASD Conduct Rules 2510, 2310 and 2110 and IM-2310-2.

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

- A six-month suspension from association with any FINRA member in any capacity.

Respondent has submitted a sworn financial statement and demonstrated an inability to pay. In light of the financial status of Respondent, no monetary sanctions have been imposed.

I understand that if I am barred or suspended from associating 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 FINRA Rules 8310 and 8311).

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

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Complaint issued specifying the allegations against me;

- B. To be notified of the 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, 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 FINRA Rule 9143 or the separation of functions prohibitions of FINRA 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 FINRA 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;
- 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 FINRA Rule 8313; and

A. 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; and

D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I 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.

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.

June 22, 2009
Date

Charles Russ Huffington
Charles Russ Huffington
Respondent

Reviewed by:

James R. Katz, Esq.
James R. Katz, Esq.
Counsel for Respondent
Sallah & Cox, LLC
2101 NW Corporate Blvd., Suite 218
Boca Raton, Florida 33431

James A. Katz, Esq.
James A. Katz, Esq.

Accepted by FINRA:

8/4/09
Date

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

A handwritten signature in black ink, appearing to read "Mike", written over a horizontal line.

Michael J. Newman
Senior Regional Counsel
FINRA Department of Enforcement
581 Main Street, Suite 710
Woodbridge, New Jersey 07095
Phone: (732) 596-2030
Fax: (202) 721-6557