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REGISTRATION & ENCLOSURE

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2008014980201**

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

RE: James W. Geis, Respondent
Direct Participation Programs Representative and Investment Company
Products/Variable Contracts Representative
CRD No. 1205939

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, James W. Geis, 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

Geis first became registered in October 1983. From June 3, 2002 through November 29, 2006, Geis was associated with FINRA member Standard Investment Chartered Inc. (SAC) as a Direct Participation Programs Representative and Investment Company Products/Variable Contracts Representative. From August 27, 2008 to December 9, 2009, Geis was associated with another FINRA member. Geis presently is not associated with a member firm. On November 8, 2007, the California Department of Corporations issued to Geis an order to Desist and Refrain from selling in California unqualified private securities in connection with the offering described below.

OVERVIEW

In connection with two offerings, Geis engaged in private securities transactions without providing prior notice to or obtaining approval from SAC, in violation of NASD Conduct Rules 3040 and 2110.

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FACTS AND VIOLATIVE CONDUCT

Between March 2003 and September 2006, without prior approval from his firm, Geis participated in 43 private securities transactions of two related offerings, by selling oil and gas "working interests" in Grey Wolf Exploration, Inc. (Grey Wolf), and preferred stock of Norwalk Management, Inc. (Norwalk). In total, Geis sold unapproved securities in the amount \$975,271.00, and received commissions in an aggregate amount of \$43,026.00. In connection with Grey Wolf, Geis sold \$610,808.00 of the working interests to 26 investors and received commissions of \$28,447.00. In connection with Norwalk, Geis sold approximately \$364,463 of the Norwalk preferred stock to 17 investors and received commissions of \$14,579.00. Four of the private transactions involved customers of Geis's firm.

The foregoing conduct constitutes separate and distinct violations of NASD Conduct Rules 3040 and 2110 by Geis.

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

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

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. Pursuant to FINRA Rule 8313(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 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; 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 FINRA Rule 8313; 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.

12/16/2009
Date

James W. Geis
James W. Geis

Accepted by FINRA:

Jan 12, 2009
Date

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

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