

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2009016157802**

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

RE: Alan David Goddard, Jr., Respondent
General Securities Representative
CRD No. 3019681

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

Alan David Goddard, Jr. ("Goddard") entered the securities industry in August 1997 when he became associated with a FINRA member. From May 5, 2006 until July 21, 2010, Goddard was associated with former FINRA member Sierra Equity Group, LLC¹ ("Sierra"). Goddard has not been associated with a FINRA member firm since his association with Sierra. Goddard holds Series 7 and 63 licenses. Under Article V, Section 4 of FINRA's By-Laws, FINRA retains jurisdiction over Goddard until July 20, 2012, two years after he was last associated with Sierra.

RELEVANT DISCIPLINARY HISTORY

Goddard does not have any disciplinary history.

¹ On December 30, 2010, Sierra's FINRA membership was cancelled for failure to pay outstanding fees. Sierra was later suspended and expelled by FINRA for failure to submit FOCUS filings.

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OVERVIEW

While associated with Sierra, Goddard was actively engaged in Sierra's investment banking and securities business as a principal without having a principal's license, in violation of NASD Membership and Registration Rule 1021, NASD Conduct Rule 2110 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

During the time period of January 2006 through January 2009, Goddard was actively engaged in Sierra's investment banking and securities business as a principal without proper registration. Specifically, Goddard signed selling agreements and consulting agreements with issuers on behalf of Sierra as an officer of the firm and worked closely with Sierra's outside counsel to establish the terms of selling agreements and private placement offerings that Sierra conducted during the same time period. In addition and unbeknownst to Goddard, on January 17, 2007, Sierra's Chief Compliance Officer amended its Form BD to list Goddard as the firm's CEO. During Goddard's entire association with Sierra, however, he was only registered as a general securities representative. On December 10, 2008, Goddard took the Series 24 examination but failed. Goddard erroneously believed that he could function in the capacities set forth above without a principal's license.

As a result of the foregoing conduct, Goddard violated NASD Membership and Registration Rule 1021. In addition, Goddard violated NASD Conduct Rule 2110 from January 2006 through December 14, 2008 and FINRA Rule 2010 from December 15, 2008 through January 2009.

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

A suspension from association with any FINRA member firm in all capacities for 45 days and a \$10,000 fine.

The fine shall be due and payable either immediately upon reassociation with a member firm following the 45-day suspension noted above, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

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 Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the

Securities Exchange Act of 1934. 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; 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.
- 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.

04/22/11
Date (mm/dd/yyyy)

[Signature]
Alan David Goddard, Jr., Respondent

[Signature]
DEBBIE COLUNGA
MY COMMISSION # DD 748687
EXPIRES: February 12, 2012
Bonded Third Budget Notary Services


Accepted by FINRA:

10/6/11
Date

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

[Signature]

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