

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2009017234001**

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

RE: Dedric Gill, Respondent
General Securities Representative
CRD No. 1935821

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

Dedric Gill entered the securities industry in July 1989 when he became registered with a FINRA member as a General Securities Representative. In August 2003, Gill became registered in the same capacity with FINRA member QA³ Financial Corp. ("QA³"), where he remained registered until February 2009. Gill is not currently registered with a FINRA member but remains under FINRA's jurisdiction until February 2011.

RELEVANT DISCIPLINARY HISTORY

In June 1999, Gill entered into an AWC with FINRA. While registered with a prior broker-dealer, Gill engaged in private securities transactions without providing the requisite notice to his then employing broker-dealer. Gill was censured, fined \$5,000, suspended from association with any member firm in any

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capacity for 20 days and required to pay restitution of \$36,150. Gill also entered into a consent order with the state of Nebraska for these violations. The state of Nebraska prohibited Gill from acting in a supervisory, principal, or managerial capacity for a two-year period and from having discretionary accounts. In addition, the state of Nebraska placed Gill under special supervision and required him to pass the Series 63 licensing test again with a score of 80% or better.

OVERVIEW

Gill engaged in private securities transactions without providing prior written notice to QA³. Gill also engaged in lending arrangements with his QA³ customers, though QA³ prohibited representatives from borrowing money from and lending money to customers. Finally, Gill refused to respond to FINRA's requests for information and on-the-record testimony

FACTS AND VIOLATIVE CONDUCT

1. During the period of April 2008 through January 2009, Gill referred seven (7) members of the public, including four elderly persons, to invest \$266,600 in two privately held companies, without providing prior written notice to QA³ of such private securities transactions. Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rules 3040 and 2110 and FINRA Conduct Rule 2010 by Gill.
 2. During the period of January 2008 through November 2008, Gill borrowed from and loaned to seven customers of QA³ a total of \$115,000. QA³'s procedures prohibit its registered persons from lending money to, or borrowing money from, its customers. Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rules 2370 and 2110 by Gill.
 3. FINRA staff sent Gill a FINRA Rule 8210 request for an on-the-record interview and certain documents related to the activity described above. Gill refused to appear for the on-the-record interview and to produce the requested documents. Such acts, practices and conduct constitute separate and distinct violations of FINRA Conduct Rule 2010 and FINRA Procedural Rule 8210 by Gill.
- 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.

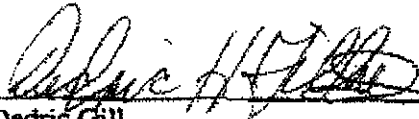
OTHER MATTERS

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.

3/10/10
Date

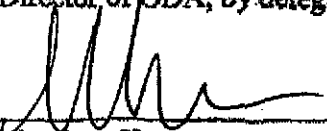

Dedric Gill

Reviewed by:

Accepted by FINRA:

3/25/10
Date

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



Marcletta Kerr
Senior Regional Counsel
FINRA Department of Enforcement
55 West Monroe Suite 2700
Chicago, IL 60603
(o) 312.899.4673; (f) 312.899.4600