

HAND DELIVERED

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2010021587801**

RECEIVED

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

DEC 23 2010

RE: Roger Jack Mouallem, Respondent
General Securities Representative
CRD No. 1815781

**FINRA
Florida District Office**

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

Roger Jack Mouallem ("Mouallem") entered the securities industry in May 1988 when he became associated with a FINRA member. From February 7, 2008 through January 16, 2009, Mouallem was associated with Dawson James Securities, Inc. ("Dawson James"). On January 16, 2009, Dawson James filed a Form U5 terminating Mouallem's association with the firm as of that date. On February 4, 2010, Dawson James amended Mouallem's Form U5 to disclose a new customer complaint. Mouallem has not been associated with a FINRA member since his termination from Dawson James. Mouallem holds series 7, 24 and 63 licenses. FINRA retains jurisdiction over Mouallem until February 3, 2012.

RELEVANT DISCIPLINARY HISTORY

On November 19, 2009, Mouallem agreed to an Offer of Settlement with FINRA wherein he agreed to a \$25,000 fine and a two-year suspension in all capacities for knowingly or recklessly engaging in manipulative or deceptive devices in connection with the purchase or sale of securities under Section 10(b) of the Securities Exchange Act of 1934, Rule 10b-5 thereunder, Rule 2110 and 2120. The suspension commenced on February 16, 2010 and will be completed on February 15, 2012.

OVERVIEW

While associated with a FINRA member firm, Mouallem effected 37 unauthorized transactions in two customers' accounts and attempted to settle one customer's complaint without notifying his employing member firm. Mouallem also failed to respond to requests for information and documents from FINRA staff.

FACTS AND VIOLATIVE CONDUCT

Unauthorized Transactions

Between April 8, 2008 and October 1, 2008, while associated with Dawson James, Mouallem effected 30 transactions in customer DB's account without DB's prior knowledge, authorization or consent and seven transactions in customer MB's account without MB's prior knowledge, authorization or consent. As a result of the foregoing conduct, Mouallem violated NASD Rule 2110 and IM-2310-2.

Settling Away

In early 2009, Mouallem attempted to settle MB's complaint of, among other things, unauthorized transactions, by offering to pay MB \$33,000 in exchange for MB not notifying Dawson James of MB's complaint or that he had offered to pay MB \$33,000 to resolve it. As a result of the foregoing conduct, Mouallem violated FINRA Rule 2010.

Failure to Respond to Requests for Information and Documents

Between March and June 2010, in connection with its investigation of customers DB, MB and FB's complaints of, among other things, unauthorized transactions in their accounts, FINRA staff, pursuant to FINRA Rule 8210, sent eight separate

requests for information and documents to Mouallem. Mouallem responded to six of the eight requests two months or more beyond the response due dates and failed to provide any documents requested pursuant to those six requests. In addition to Mouallem's untimely and incomplete response to the aforementioned six FINRA requests for information and documents, Mouallem failed to provide any response or documents in response to two requests for information and documents from FINRA staff. As a result of the foregoing, Mouallem violated FINRA Rules 8210 and 2010.

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

A bar from associating with any member firm 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 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. 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

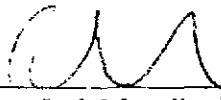
I understand that:

- 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.

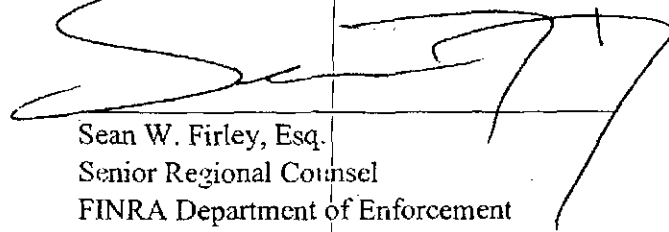
12/17/2010
Date (mm/dd/yyyy)


Roger Jack Mouallem, Respondent

Accepted by FINRA:

1/7/11
Date

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



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