

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2010022686301**

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

RE: Thomas Miszczak, Respondent [CRD No. 1060481]

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Respondent submits 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 Respondent alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Respondent hereby accepts and consents, 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

Thomas Miszczak ("Miszczak") first became employed in the securities industry in 1984. Miszczak obtained a Series 6 license in 1983, a Series 63 license in 1984, and a Series 7 license in 1995. Miszczak worked continuously in the industry from July 1984 until April 2010, when his employment was terminated with Tower Square Securities, Inc ("Tower Square" or "the firm"). Although Miszczak currently is not registered with a member firm, this disciplinary action falls within two years of Miszczak's registration, subjecting Miszczak to FINRA's jurisdiction pursuant to Article V Section 4 of the FINRA by-laws.

RELEVANT DISCIPLINARY HISTORY

Miszczak has no relevant disciplinary history.

OVERVIEW

In January 2005, while working as a registered representative at Tower Square Securities, Inc., Thomas Miszczak formed an outside business entity called Tuscany Development, Inc. ("Tuscany"). Miszczak incorporated Tuscany in the state of Michigan as a real estate development and construction company formed for the purpose of building homes. Miszczak, who was part owner and COO of Tuscany, disclosed this outside business activity to Tower Square but claimed that he would not be selling or recommending any investments in the company to firm customers. However, during the time period of January 2005 through June 2006 ("the relevant time period"), while still working as a registered representative with Tower Square, Miszczak solicited and convinced seven firm customers to purchase a combined total of \$165,000 worth of Tuscany common stock. Further, Miszczak submitted false annual compliance certification forms to Tower Square, in 2005 and again in 2006, inaccurately claiming that he had never sold private investments in Tuscany.

By selling Tuscany stock to firm customers without first obtaining written permission from his member firm, Miszczak engaged in private securities transactions in violation of NASD Rule 3040 and NASD Rule 2110. Additionally, Miszczak further violated NASD Rule 2110 by submitting false certification forms to his member firm.

FACTS AND VIOLATIVE CONDUCT

In January 2005, while employed as a registered representative at Tower Square, Miszczak and two outside business partners started Tuscany Development for the purpose of building homes in Macomb and Lapeer Counties in Michigan. Miszczak, who served as Tuscany's COO, eventually disclosed this outside business activity to Tower Square on October 12, 2005, when he completed an Outside Business Activities disclosure form ("OBA form"). In the OBA form, however, Miszczak answered "No" to a question that asked if he had recommended, or intended to recommend, that his customers invest in Tuscany. Yet, at the time Miszczak filled out the OBA form, he had already recommended and sold \$135,000 in Tuscany securities to firm customers TC, MD, GD, LC, RA, RP, and FC. Miszczak would later sell an additional \$30,000 in Tuscany securities to MD in January 2006.

On June 13, 2006, Miszczak completed and submitted another OBA form to Tower Square in which he again answered "No" to the same question asking whether he had ever recommended, or intended to recommend, investment in Tuscany. At the time of submitting this second OBA form, Miszczak had sold a total of \$165,000 worth of Tuscany private securities to seven different Tower Square customers.

Miszczak did not inform Tower Square that he had sold investments in Tuscany until April 2010, after a series of letters had been exchanged between Miszczak and Firm customer TC. In a

February 2010 letter to Miszcak, TC complained about his May 2005 purchase of 4,000 Tuscany shares at a cost of \$40,000, and demanded to know the status of the Tuscany investment. In a subsequent letter in April 2010, after receiving what TC believed to be a wholly inadequate response from Miszcak, TC stated that he planned to contact the compliance department at Tower Square directly, as well as FINRA. Upon receiving that letter, Miszcak finally disclosed to Tower Square that he had sold Tuscany investments to firm customers. Miszcak subsequently admitted to Tower Square that he had made false statements in the OBA forms in 2005 and 2006 regarding his sale of Tuscany investments.

By virtue of the foregoing, Miszcak engaged in private securities transactions in violation of NASD Rule 3040 and NASD Rule 2110, and failed to uphold high standards of commercial honor and just and equitable principles of trade, in further violation of NASD Rule 2110, by falsely completing the OBA forms and submitting them to his member firm.

B. Respondent consents to the imposition of the following sanctions:

To be permanently barred from associating with any FINRA registrant in any capacity.

Respondent understands that he is barred from associating with any FINRA member and is 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, Miszcak may not be associated with any FINRA member in any capacity, including clerical or ministerial functions (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

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against Respondent;
- 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, Respondent specifically and voluntarily waives 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.

Respondent further specifically and voluntarily waives 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

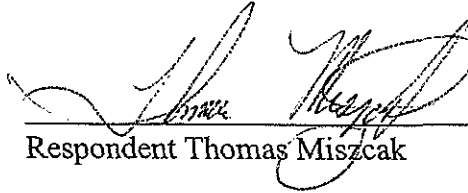
Respondent understands that:

- 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 Respondent; and
- C. If accepted:
 - 1. this AWC will become part of Respondent’s permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Respondent;
 - 2. this AWC will be made available through FINRA’s public disclosure program in response to public inquiries about Respondent’s disciplinary record;

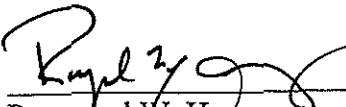
3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
4. Respondent may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. Respondent 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 Respondent's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

Respondent certifies that he has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that Respondent has 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 Respondent to submit it.

11/2/2011
Date


Respondent Thomas Miszczak

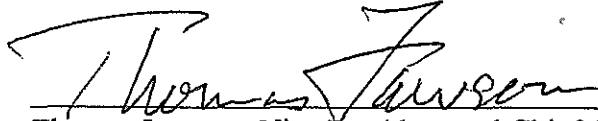
Reviewed by:


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Accepted by FINRA:

12/6/15
Date

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

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

Thomas Lawson, Vice President and Chief Counsel
Lane Thurgood, Director
Frank Mazzarelli, Counsel

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