

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011025603001**

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

RE: Glenn P. Scharf (CRD No. 1562031),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Glenn P. Scharf ("Scharf" or "Respondent"), 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

In July 1987, Scharf first became registered with FINRA as a General Securities Representative ("GSR") through an association with a member firm. From January 1995 to September 2011, he was registered with FINRA as a GSR through an association with former member firm Cumberland Brokerage Corporation (BD No. 13409) ("CBC" or the "Firm"). From October 2008 to September 2011, he was also registered through CBC as a General Securities Principal ("GSP"). In 2008, Scharf became the Firm's President and Chief Compliance Officer.

CBC filed a Form BDW in June 2011 and its membership was terminated in September 2011. CBC never filed a Form U5 for Scharf but CRD indicates that his CBC registrations were terminated by FINRA administratively in September 2011.

Since March 2011, Scharf has been registered with FINRA as a GSR, a GSP, and a Municipal Securities Principal through an association with another FINRA member firm. Accordingly, FINRA's jurisdiction over him is ongoing.

RELEVANT DISCIPLINARY HISTORY

Scharf has no relevant disciplinary history with the Securities and Exchange Commission, any self-regulatory organization or any state securities regulator.

FACTS AND VIOLATIVE CONDUCT

From January 2009 to December 2010 (the "Relevant Period"), CBC registered representative WT effected multiple purchases and sales of equity securities in which he charged customers excessive mark-ups and mark-downs (collectively, "mark-ups"). During the Relevant Period, Scharf was (1) WT's direct supervisor and (2) the principal responsible for reviewing daily order entries and the purchase and sales blotter. Scharf failed to detect WT's charging of excessive mark-ups or to otherwise ensure that he was charging fair and reasonable mark-ups.

By failing to supervise WT in a manner reasonably designed to achieve compliance with applicable securities laws and NASD and FINRA rules, Scharf violated NASD Conduct Rule 3010 and FINRA Rule 2010.

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

- A suspension of fifteen business days from associating with any FINRA member firm in a principal capacity; and
- A \$5,000 fine.

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. I have submitted an Election of Payment form showing the method by which I propose to pay the fine imposed.

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

I understand that if I am suspended from associating with any FINRA member in a principal capacity, 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 a principal capacity, during the period of the suspension (see FINRA Rules 8310 and 8311). Furthermore, because I am subject to a statutory disqualification during the suspension, if I remain associated with a member firm in a non-suspended capacity, an application to continue that association may be required.

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 Chief Legal Officer, 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

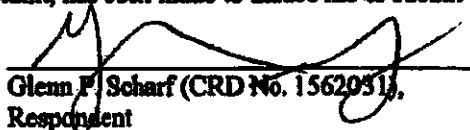
be considered in any future actions brought by FINRA or any other regulator against me;

2. this AWC will be made available through FINRA's public disclosure program in accordance with FINRA Rule 8313;
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: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

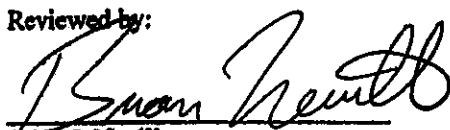
- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute 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.

08/21/2015
Date (mm/dd/yyyy)


Glenn F. Scharf (CRD No. 1562031),
Respondent

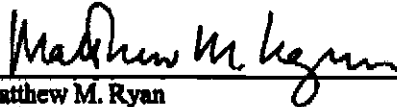
Reviewed by:


Brian J. Neville
Counsel for Respondent
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Fax: 212.566.4531

Accepted by FINRA:

September 11, 2015
Date

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

A handwritten signature in dark ink, appearing to read "Matthew M. Ryan", is written over a horizontal line.

Matthew M. Ryan
Regional Counsel
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