

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011025846901**

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

RE: John D. Rukenbrod, Respondent
Registered Representative
CRD No. 4505254

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Respondent John D. Rukenbrod ("Respondent" or "Rukenbrod"), 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. Rukenbrod 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

Rukenbrod entered the securities industry in 2002 as a General Securities Representative. He has been associated with Financial America Securities, Inc. ("Financial America" or the "Firm") as a General Securities Representative since 2002 and as the Firm's Financial and Operations Principal since 2005.

RELEVANT DISCIPLINARY HISTORY

Rukenbrod does not have any relevant disciplinary history.

OVERVIEW

Between August 2009 and May 2011 (the "Relevant Period"), Rukenbrod supervised the Firm's securities business, but was not properly licensed as a General Securities Principal of the Firm. As a result of this conduct, Rukenbrod

violated NASD Rule 1021 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

NASD Rule 1021(a) provides that all persons who are engaged in the securities business of a FINRA-registered firm who are to function as principals must be registered as principals. Under NASD Rule 1021(b) a "principal" includes any person associated with a FINRA-registered firm who is engaged in the supervision or management of the firm's securities business.

During the Relevant Period, Rukenbrod was engaged in the supervision of the Firm's securities business. Rukenbrod was responsible for supervising all aspects of the Firm's securities business except for private placement activity. Notwithstanding Rukenbrod's supervisory and managerial activities, at no point during the Relevant Period was Rukenbrod registered as a General Securities Principal of the Firm as required by NASD Rule 1021.

As a result of the foregoing conduct, Rukenbrod violated NASD Rule 1021 and FINRA Rule 2010.

B. Rukenbrod also consents to the imposition of the following sanctions:

a fine of \$5,000; and
a suspension from associating with any FINRA-registered firm in any capacity for a period of 15 business days.

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

Rukenbrod specifically and voluntarily waives any right to claim that he is unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

Rukenbrod understands that if he is barred or suspended from associating with any FINRA member, he becomes 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, Rukenbrod 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

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

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

Rukenbrod 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

Rukenbrod 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 him; and

C. If accepted:

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

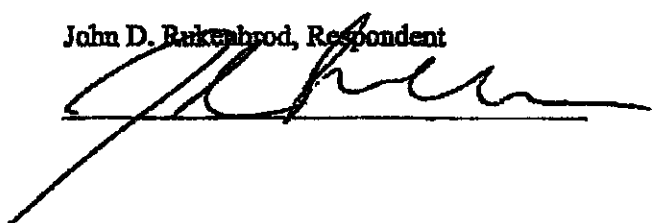
- D. Rukenbrod may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Rukenbrod understands that he may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement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

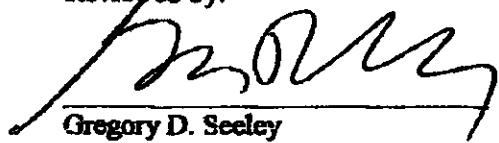
Date

6/11/2014

John D. Rukenbrod, Respondent



Reviewed by:



Gregory D. Seeley
Seeley, Savidge, Ebert & Gourash Co., LPA
26600 Detroit Road
Suite 300
Cleveland, Ohio 44145
216-566-8200

Accepted by FINRA:

7/9/14
Date

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



Thomas K. Anderson
Principal Regional Counsel
FINRA Department of Enforcement
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Chicago, Illinois 60603
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AWC Corrective Action Statement

John D. Rukenbrod plans to retake the Series 24 license exam. His window to sit for the exam was opened, May 23, 2014. The transaction number associated with that exam window is 32480610. Currently, John is diligently preparing for the exam and will sit for the exam in July 2014.

June 3, 2014

This Corrective Action Statement is submitted by the Respondent. It does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA, or its staff.