

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011025846902**

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

RE: Christopher J. McKenna, Respondent
Registered Representative
CRD No. 1704158

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Respondent Christopher J. McKenna ("Respondent" or "McKenna"), 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. McKenna 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

McKenna entered the securities industry in 2008 as a General Securities Representative. He has been associated with Financial America Securities, Inc. ("Financial America" or the "Firm") as a registered representative since that time.

RELEVANT DISCIPLINARY HISTORY

McKenna does not have any disciplinary history.

OVERVIEW

In June 2010, McKenna engaged in two private securities transactions without having received prior written authorization to do so from Financial America. As a result of this conduct, McKenna violated NASD Rule 3040 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

NASD Rule 3040 prohibits registered representatives from engaging in private securities transactions for compensation unless the registered representative receives written authorization to do so from his or her firm. "Private securities transactions" are securities transactions outside the regular course or scope of an associated person's employment with a FINRA-registered firm. Put differently, private securities transactions are transactions that are not effected through the FINRA-registered firm with which a registered representative is associated.

As a registered representative of the Firm, McKenna's securities business consisted solely of the sale of private placement offerings. In April 2010, McKenna and another registered representative of the Firm, PC, notified the Firm of a private placement offering (the "Private Offering") that they intended to sell. McKenna's supervisor attended an investor meeting regarding the Private Offering at that time. Approximately two weeks after the investor meeting, McKenna's supervisor sent an e-mail to McKenna and PC advising them that the Firm would not participate in the Private Offering until certain due diligence procedures were agreed upon. In July 2010, McKenna and PC and their attorney met with Firm management and the Firm's attorney to discuss and agree upon the due diligence procedures that the Firm would require for private placement offerings such as the Private Offering.

Prior to the July meeting, however, in June 2010, McKenna participated in two securities transactions in connection with the Private Offering. On June 11, 2010, one of McKenna's customers executed a subscription agreement to purchase \$200,000 of the Private Offering. On June 17, 2010, a second customer of McKenna's executed a subscription agreement to purchase \$100,000 of the Private Offering. McKenna effectuated each of these purchases by forwarding the executed subscription agreement directly to the issuer of securities in the Private Offering (the "Issuer"). McKenna did not provide copies of the subscription agreements to the Firm or otherwise notify the Firm of the transactions at the time he sent the subscription agreements to the Issuer. As a result, McKenna did not allow the Firm to have an opportunity to review and approve (or reject) his Private Offering securities transactions prior to their execution. Accordingly, although both of the securities transactions might have been of the type that were within the regular course or scope of McKenna's employment with the Firm (*i.e.*, private placements), they were not effected through the Firm. Consequently, both of these transactions were "private securities transactions" as defined by NASD Rule 3040.

Although McKenna had notified the Firm of his intent to engage in these private securities transactions, the Firm had not provided prior written authorization for him to do so.

As a result of the foregoing conduct, McKenna violated NASD Rule 3040 and

FINRA Rule 2010.

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

a fine of \$7,500; and
a suspension from associating with any FINRA-registered firm in any capacity for a period of two months.

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

McKenna 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.

McKenna 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, McKenna 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

McKenna 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, McKenna 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.

McKenna 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

McKenna 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 McKenna'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 McKenna'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. McKenna 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. McKenna 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 McKenna'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. McKenna may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. McKenna 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.

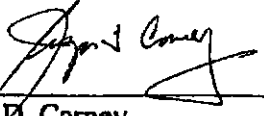
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

6/10/11
Date

Christopher J. McKenna, Respondent



Reviewed by:



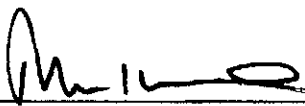
Joseph D. Carney
Brennan, Manna & Diamond, LLC
75 East Market Street
Akron, Ohio 44308
330-253-6328

Accepted by FINRA:

7/16/14

Date

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



Thomas K. Anderson
Principal Regional Counsel
FINRA Department of Enforcement
55 West Monroe Street, Suite 2700
Chicago, Illinois 60603
Tel. 312.899.4673
Fax 202.721.8396