

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2012031768901**

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

**RE: Eugene D. Maher, Respondent
CRD No. 5863570**

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

Eugene Dennis Maher ("Respondent") had common control in FINRA-registered firm, Luopan Capital, LLC, between November 8, 2010 and June 8, 2012 through his direct ownership interest in Big Phish LLC. Respondent's affiliation with Luopan Capital, LLC ceased on June 8, 2012 when the firm was sold to Strategic Energy Securities, LLC. Respondent did not have any registrations with Luopan Capital, LLC, nor is he currently registered or affiliated with any member firm.

As described more fully below, pursuant to Article I, Section (rr) of FINRA's Bylaws, Respondent was an associated person of Luopan Capital, LLC by virtue of having engaged in securities business and therefore, FINRA has jurisdiction over Respondent.

RELEVANT DISCIPLINARY HISTORY

Respondent has no relevant disciplinary history.

OVERVIEW

Respondent violated NASD Membership and Registration Rules 1031 and 1021, as well as FINRA Conduct Rule 2010 by acting in a capacity requiring registration without obtaining such registration.

FACTS AND VIOLATIVE CONDUCT

Between November 1, 2010 and January 31, 2011, Respondent solicited securities transactions from existing or prospective customers of Luopen Capital, LLC. Respondent's conduct required registration as a general securities representative. Because Respondent was not properly registered in such capacity, he violated NASD Membership and Registration Rule 1031 and FINRA Conduct Rule 2010.

In addition, Respondent, who had common control of Luopen Capital, LLC, failed to register as a Principal prior to becoming actively engaged in solicitation for the firm. This failure was inconsistent with his previous attestation to FINRA on September 17, 2010 that he would not participate in the firm's securities business until he completed the appropriate registrations. By reason of the foregoing, Respondent violated NASD Membership and Registration Rule 1021 and FINRA Conduct Rule 2010.

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

- a suspension of 50 days from association with any FINRA registered broker-dealer in any capacity; and,
- a fine in the amount of \$15,000.

The fine shall be due and payable either immediately upon reassociation with a member firm following the 50-day suspension noted above, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

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

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.

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: (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.

07/17/2013
Date (mm/dd/yyyy)

Eugene D. Maher
Respondent Eugene Dennis Maher

Reviewed by:

Gregory S. Levine, Esq.
Counsel for Respondent
70 West Madison Street, Suite 1400
Chicago, IL 60602-4267
(312) 399-4422

C. If accepted:

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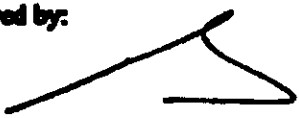
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Date (mm/dd/yyyy)



Respondent Eugene Dennis Maher

Reviewed by:



Gregory S. Levine, Esq.
Counsel for Respondent
70 West Madison Street, Suite 1400
Chicago, IL 60602-4267
(312) 399-4422

Accepted by FINRA:

7/23/13
Date

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


Heather L. Freiburger
Regional Counsel
FINRA Department of Enforcement
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Chicago, IL 60603-5052
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