

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20120328339-01**

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

RE: Ross, Sinclair & Associates, LLC, Respondent
Broker-Dealer
CRD No. 25440

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Respondent Ross, Sinclair & Associates, LLC (the "Respondent" or "firm") 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 the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm 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

The firm has been a member of FINRA, and its predecessor NASD, since November 30, 1989, and its registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

The firm has no relevant disciplinary history.

SUMMARY

In connection with FINRA Matter No. 20120328339, the Fixed Income staff of the Department of Market Regulation (the "staff") reviewed the firm's agency bond transactions from May 16, 2011 through December 31, 2011 (the "review period"). Based on its review, the staff determined the firm engaged in the violative conduct set forth below.

FACTS AND VIOLATIVE CONDUCT

In connection with FINRA Matter No. 20120328339, the staff found that:

1. During the review period, in seven transactions, the firm purchased agency securities for its own account from a customer and/or sold agency securities for its own account to a customer in the course of its business at an aggregate price that was not fair and reasonable, and in so doing failed to observe high standards of commercial honor and just and equitable principles of trade. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010.
2. During the review period, the firm's supervisory system did not provide for supervision reasonably designed to achieve compliance with respect to the applicable securities laws and regulations, and the Rules of FINRA, concerning the fair pricing of agency bond transactions. Specifically, the firm's supervisory system did not include written supervisory procedures ("WSPs") providing for: (a) a statement of the supervisory step(s) to be taken by the identified person(s); and (b) a statement as to how the completion of the step(s) in the WSPs should be documented. The conduct described in this paragraph constitutes a violation of FINRA Rule 2010 and NASD Rule 3010.

B. The firm also consents to the imposition of the following sanctions:

A censure; a fine of \$22,000 (consisting of \$14,500 for the agency bond transactions, and \$7,500 for supervision); and an undertaking to revise the firm's supervisory system with respect to the fair pricing of agency bond transactions. Within 30 business days of acceptance of this AWC by the National Adjudicatory Council ("NAC"), a registered principal of the Respondent shall submit to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850, a signed, dated letter, or an e-mail from a work-related account of the registered principal to MarketRegulationComp@finra.org, providing the following information: (1) a reference to this matter; (2) a representation that the firm has revised its supervisory system to address the deficiencies described above; and (3) the date that the revisions were implemented.

Restitution is ordered to be paid to the customers listed on Exhibit A hereto in the amount of \$5,806.67, plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. § 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the NAC.

A registered principal on behalf of the firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution. Such proof shall be submitted to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850, either by letter that identifies the Respondent and case number, or by e-mail from a work-related account of the registered principal of the firm to MarketRegulationComp@finra.org. This proof shall be provided to FINRA no later than 120 days after acceptance of this AWC.

If for any reason, Respondent cannot locate any customer identified in Exhibit A after reasonable and documented efforts within 120 days from the date the AWC is accepted, or such additional period agreed to by FINRA staff in writing, Respondent shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided. Respondent shall provide satisfactory proof of such action to FINRA in the manner described above, within 14 days of forwarding the undistributed restitution and interest to the appropriate state authority.

The imposition of a restitution order or any other monetary sanction herein, and the timing of such ordered payments, does not preclude customers from pursuing their own actions to obtain restitution or other remedies.

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Complaint issued specifying the allegations against the firm;
- 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 NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm 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.

The firm 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

The firm 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 the firm; and

C. If accepted:

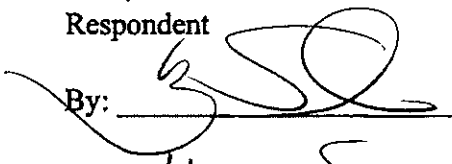
1. This AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
2. This AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm's 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. The firm 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. The firm 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 the firm's: (a) testimonial obligations; or (b) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it 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.

The undersigned, on behalf of the firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's 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 the firm to submit it.

6/9/14
Date

Ross, Sinclair & Associates, LLC,
Respondent

By: 

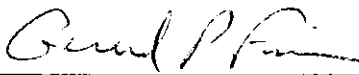
Name: Robert Sinclair, Jr.

Title: P. Ross / COO

Accepted by FINRA:

6/25/14
Date

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


Gerard P. Finn
Chief Counsel, Legal Section
Department of Market Regulation

Ross, Sinclair and Associates, LLC ("RSAI")
FINRA Matter No. 20120328339
Restitution Chart
Exhibit A

Item #	Trade 1 Date	Trade 1 Time	Trade 2 Date	Trade 2 Time	Issue Symbol	CUSIP	Contra 1*	Firm	Contra 2*	Quantity	Purchase Price	Sale Price	Mark-up	Restitution
	10/4/2011	12:45:58			FMCC3823368	3137ADZG5	B-D(S)	RSAI		5,000,000	7.00			
1			10/4/2011	14:08:17	FMCC3823368	3137ADZG5		RSAI	C(B)	783,000		7.5825	8.03%	\$ 1,533.04
2			10/4/2011	15:08:23	FMCC3823368	3137ADZG5		RSAI	C(B)	280,000		7.5825	8.03%	\$ 562.58
3			10/4/2011	15:08:28	FMCC3823368	3137ADZG5		RSAI	C(B)	320,000		7.5825	8.03%	\$ 842.95
4			10/4/2011	15:08:39	FMCC3823368	3137ADZG5		RSAI	C(B)	875,000		7.5825	8.03%	\$ 1,358.23
5			10/4/2011	15:08:42	FMCC3823368	3137ADZG5		RSAI	C(B)	478,000		7.5825	8.03%	\$ 960.41
6			10/4/2011	16:16:24	FMCC3823368	3137ADZG5		RSAI	C(B)	241,000		7.5825	8.03%	\$ 484.23
7			10/6/2011	10:28:44	FMCC3823368	3137ADZG5		RSAI	C(B)	133,000		7.5825	8.03%	\$ 267.23

Total Restitution	\$ 5,806.67
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* Contra parties are identified as follows: B-D(S) indicates another Broker-Dealer selling to the firm; B-D(B) indicates another Broker-Dealer buying from the firm; C(S) indicates a customer selling to the firm; and C(B) indicates a customer buying from the firm.