

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2012034656401**

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

RE: Barbara Ann Comer (CRD No. 1014222),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Barbara Ann Comer ("Comer" 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

Since January 1989, Comer has been registered with FINRA through an association with member firm Investacorp, Inc. (BD No. 7684) ("Investacorp" or the "Firm"). Through that association, Comer has been registered as a Corporate Securities Representative, a Direct Participation Programs Representative, an Investment Company Products/Variable Contracts Representative, a Municipal Securities Representative, and a General Securities Principal. Accordingly, Comer is subject to FINRA jurisdiction.

RELEVANT DISCIPLINARY HISTORY

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

OVERVIEW

From October 2004 through January 2011, Comer accepted instructions from a third party (a customer's then-husband) to effect redemptions from the customer's

accounts without written authorization from the customer.

FACTS AND VIOLATIVE CONDUCT

RT had an individual account at Investacorp, and RT also acted as trustee and/or custodian for two Investacorp accounts held for her children (all together, the "Accounts"). These Accounts held mutual funds.

From October 2004 to January 2011, twenty-two mutual fund redemptions were made from the Accounts in the aggregate amount of \$197,927.73. RT's husband requested the redemptions from Comer, and Comer subsequently submitted the redemption requests to the mutual fund custodian. The mutual fund custodian then issued checks payable to RT, which were sent to RT at her address of record.

There was no power of attorney or other letter of authorization on file permitting Comer to accept the husband's requests to execute these redemptions from the Accounts. The Firm's written supervisory procedures forbade its representatives from accepting orders from a third party without the prior written authorization of the accountholder.

Based on the foregoing, Comer violated (i) NASD Interpretive Material 2310-2, (ii) NASD Conduct Rule 2110(b), and (iii) NASD Conduct Rule 2110 (for the conduct on or before December 14, 2008) and FINRA Rule 2010 (for the conduct on or after December 15, 2008).

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

- A censure, and
- A \$7,500 fine.

I agree to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are 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(s) imposed in this matter.

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 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.**

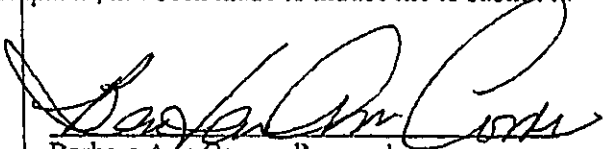
- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.**

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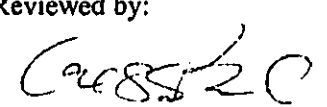
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the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

11/24/14

Date (mm/dd/yyyy)


Barbara Ann Comer, Respondent

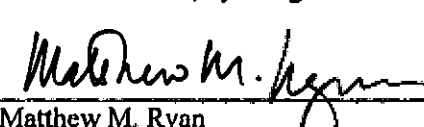
Reviewed by:


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Accepted by FINRA:

December 10, 2014
Date

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


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