

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20120348496-01**

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

RE: Carolyn Jackson, Respondent
Investment Company Products/Variable Contracts Representative
CRD No. 4715757

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

Carolyn Jackson ("Jackson") entered the securities industry in September 2003 when she became a registered personal banker dually employed by J.P. Morgan Chase Bank, N.A. and (the "Bank") and J.P. Morgan Securities, LLC (the "Firm"). Jackson was promoted to Bank branch manager in 2007. On November 21, 2012, the Firm filed a Uniform Termination Notice for Securities Industry Registration reporting the termination of Jackson's employment with the Firm on October 25, 2012. Jackson held Series 6 and 63 licenses.

Although Jackson is not currently employed in the securities industry, she remains subject to FINRA's jurisdiction pursuant to FINRA By-Law Article V, Section 4 until at least November 20, 2014.

RELEVANT DISCIPLINARY HISTORY

Jackson does not have any relevant disciplinary history.

OVERVIEW

Between November 2009 and October 2012, while employed as a registered personal banker and Bank branch manager, Jackson willfully failed to disclose on her Uniform Application for Securities Industry Registration or Transfer ("Form U4") a judgment and a bankruptcy filing. By willfully failing to disclose the judgment and bankruptcy filing, Jackson violated Article V, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010. Jackson also provided false statements regarding the judgment and bankruptcy filing on Firm compliance questionnaires in violation of FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

1. Violation of Article V, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010 - Failure to Amend Form U4 to Disclose an Unsatisfied Judgment and a Bankruptcy

Article V, Section 2 (c) of the FINRA By-Laws requires registered persons to keep their Forms U4 "current at all times," and that amendments to Forms U4 be filed "not later than 30 days after learning of the facts or circumstances giving rise to the amendment."

FINRA Rule 1122 requires registered persons to maintain a Form U4 that is complete and accurate.

FINRA Rule 2010 provides that "[a]member, in the conduct of his business, shall observe high standards of commercial honor and just and equitable principles of trade."

The failure to disclose all information required by the Form U4, including unsatisfied judgments or a bankruptcy filing, constitutes a violation of Article V, Section 2 (c) of the FINRA By-Laws and FINRA Rules 1122 and 2010.

Jackson's creditor BOC filed a Complaint for Money (the "Complaint") on October 2, 2009 in the Carroll County Municipal Court of Ohio (the "Court"). On October 5, 2009, the Court served Jackson with a Summons and the Complaint. On October 9, 2009, the Court received a certified card signed by Jackson indicating that she received the Summons and Complaint. On November 23, 2009, the Court issued a judgment against Jackson and in favor of BOC in the amount of \$12,468.86 (the "BOC Judgment"). On December 24, 2009, the Court issued a Certificate of Judgment to Jackson's attorney. The BOC Judgment has not been satisfied.

Question 14M of the Forms U4 in effect at all times relevant to this matter asked: "Do you have any unsatisfied judgments or liens against you?" Jackson knew on December 24, 2009 that the court had entered the BOC Judgment against her, it was unsatisfied and she was required to amend her Form U4 to disclose it within 30 days of learning about it. Jackson has never amended her Form U4 to disclose the BOC Judgment.

Jackson and her husband filed for bankruptcy in the U.S. Bankruptcy Court of the Northern District of Ohio on February 15, 2011. On June 15, 2011 the bankruptcy was discharged.

Question 14K of the Forms U4 in effect at all times relevant to this matter asked: "Within the past ten years: (1) Have you made a compromise with creditors, filed a bankruptcy petition or been the subject of an involuntary bankruptcy petition?" Jackson knew on February 15, 2011 that she had filed for bankruptcy and was required to amend her Form U4 to disclose the bankruptcy within 30 days of learning about it. Jackson has never amended her Form U4 to disclose the bankruptcy filing.

By willfully failing to amend her Form U4 to disclose the judgment and the bankruptcy filing, Jackson violated Article V, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010.

2. Violation of FINRA Rule 2010 - False Statements to the Firm

Jackson completed two Annual Compliance Certifications on December 2, 2010 and December 9, 2011 (together, the "Compliance Certifications"). Question 6 of the Compliance Certifications entitled "Legal Regulatory Disclosures" asked:

During the past year, have there been any changes to the criminal; regulatory disciplinary action; or civil, judicial or financial judgment information you previously reported to the Firm?

Jackson falsely stated "no" in response to Question 6 on the Compliance Certifications. She should have answered "yes" to Question 6 on the Compliance Certifications to reflect the BOC Judgment. She also should have answered "yes" to Question 6 on the December 9, 2011 Compliance Certification to reflect the bankruptcy filing in February 2011 and the discharge of the bankruptcy in June 2011.

By making false statements on the Compliance Certifications, Jackson failed to observe high standards of commercial honor and just and equitable principles of trade in violation of FINRA Rule 2010.

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

- A four-month suspension from associating with any FINRA member in any capacity; and
- A \$10,000 fine

The fine shall be due and payable either immediately upon reassociation with a member firm following the four-month 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 this settlement includes a finding that I willfully omitted to state material facts on a Form U4, and that under Section 3(a)(39)(F) of the Securities Exchange Act of 1934 and Article III, Section 4 of FINRA's By-Laws, these omissions make me subject to a statutory disqualification with respect to association with a member.

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

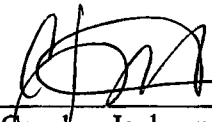
I understand that:

- 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.

8.3.2013
Date

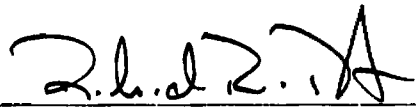


Carolyn Jackson
Respondent
Pro se

Accepted by FINRA:

8.26.13
Date

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



Richard Best
Chief Counsel
FINRA Department of Enforcement
One World Financial Center
200 Liberty Street, 11th Floor
New York, NY 10281-1003
646-315-7308; 202-689-3424 (Fax)