

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT**

NO. 2013035534902

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

RE: Gordon Hay Green, Respondent
General Securities Representative
CRD No. 2862873

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Respondent Gordon Hay Green, 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

In February 1997, Green first entered the securities industry through an association with a FINRA registered broker-dealer. Through that association, Green first became registered with FINRA as an Investment Company Products/Variable Contracts Representative ("IR") in March 1998. After Green left his first FINRA registered firm in May 2000, he was associated consecutively with four other FINRA registered broker-dealers, and through those associations, he was registered with FINRA as an IR during the period August 2000 through October 2005.

In October 2005, Green became associated with Financial Network Investment Corporation (BD No. 13572) (the "Firm"), now known as Cetera Advisor Networks LLC. In that same month, he became registered with FINRA as an IR. Green remained registered with FINRA through his association with the Firm until he was terminated on December 10, 2012. While associated with the Firm, he worked at a branch located in Potomac Falls, Virginia. In January 2013, the Firm filed a Uniform Termination Notice for Securities Industry Registration

("Form U5") amendment disclosing that Green had been permitted to resign on December 10, 2012 following his failure to address audit deficiencies relating to firm policies and procedures.

From December 2012 until June 2014, Green was not registered or associated with a FINRA member firm. On June 2, 2014, Green became associated with Financial Telesis Inc. (BD No. 31012). On June 6, 2014, Green became registered as an IR through that association. On August 13, 2014, Green voluntarily terminated his association with Financial Telesis Inc., and his registration with FINRA as an IR was terminated on August 14, 2014.

On August 25, 2014, Green submitted an application for employment and registration with NFP Advisor Services, LLC (BD No. 42046) ("NFP"). On September 3, 2014, NFP submitted to FINRA an NRF – Initial form regarding Green; NRF refers to a non-registered fingerprint person. Green never performed any work for NFP, and he was never registered with FINRA through that firm. On October 2, 2014, NFP submitted to FINRA an NRF Amendment Termination form. Green has not been registered or associated with a FINRA member firm since October 2014.

Green currently is not registered or associated with a FINRA member firm. FINRA retains jurisdiction over Green pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Green does not have any disciplinary history with the Securities and Exchange Commission, FINRA, any other self-regulatory organization, or any state securities regulator.

OVERVIEW

During the period November 2011 through November 2012, while employed as a registered representative with the Firm, Green violated FINRA Rule 2010 by communicating with 12 securities investors, at least one of whom was a Firm customer, regarding a securities-related business using a non-Firm email address that was not approved, registered or monitored by the Firm. Additionally, from March 18, 2013 to June 18, 2013, Green violated FINRA Rules 8210 and 2010 by failing to timely respond to requests for information sent to him pursuant to FINRA Rule 8210.

FACTS AND VIOLATIVE CONDUCT

Violation of Rule-2010 – Improper Use of Unapproved Email Account

While registered with the Firm, Green operated under the doing business as name The Austin James Company. The Firm permitted him, through the Austin James Company, to conduct securities business, including sales of mutual funds and variable annuities. During the period November 2011 through November 2012, on at least 25 occasions, Green communicated with 12 securities investors, at least one of whom was a Firm customer, regarding securities-related business using a non-Firm email address that was not approved, registered or monitored by the Firm, in contravention of the Firm's policies.

On November 14, 2011, as the result of a 2011 branch audit, the Firm advised Green verbally and in writing that his non-Firm email address was not approved by or registered with the Firm. The 2011 Sales Branch Audit letter issued to Green stated that Green was aware of the Firm's email policy and that he knew that he should not use his non-Firm, unapproved email address with securities clients. Green signed a statement on November 14, 2011 stating that it was his responsibility to take corrective action regarding these exceptions and concerns. Despite this Firm warning and his acknowledgment, on November 16, 2011, Green sent an email to a securities client from his unregistered and unapproved non-Firm email address.

On December 15, 2011, Green submitted an annual questionnaire to the Firm in which he confirmed in writing that he was aware of and in compliance with the requirement for representatives to utilize, for all securities-related activities, an email address issued and/or monitored by the Firm in a manner that permitted storage and access to email as required by the Firm's retention procedures and policies. Despite this confirmation, from December 15, 2011 through October 25, 2012, Green sent at least 19 emails to securities clients from his unregistered and unapproved non-Firm email address.

On October 26, 2012, Green submitted another annual questionnaire to the Firm in which he again confirmed in writing that he was aware of and in compliance with the Firm's policies and requirement for representatives to use an email address issued and/or monitored by the Firm. Nonetheless, from October 26, 2012 to November 30, 2012, Green sent at least five emails to securities clients from his unregistered and unapproved non-Firm email address.

On November 30, 2012, following a branch audit on November 15, 2012, the Firm advised Green that it had again found that he was using his unregistered and unapproved non-Firm email address. On December 10, 2012, Green was permitted to resign from the Firm.

Green's use of his unapproved and unregistered email address to communicate with securities customers prevented the Firm from effectively supervising his communications with the public. Green's actions also prevented the Firm from complying with its obligations to preserve emails in conformance with recordkeeping rules.

By his actions, Green violated FINRA Rule 2010.

Violation of Rules 8210 and 2010 – Failure to Timely Respond

FINRA's Requests for Information Pursuant to FINRA Rule 8210

On March 4, 2013, the staff of FINRA's Central Review Group ("CRG"), sent a written request pursuant to FINRA Rule 8210 to Green for documents and information regarding the allegations reported via the Firm's January 2013 Form U5 amendment. That Form U5 amendment alleged that Green was permitted to resign following his failure to address audit deficiencies relating to Firm policies and procedures. CRG sent the letter by certified and first class mail to the residential address listed for Green in FINRA's Central Registration Depository ("CRD Residential Address"). The response due date was March 18, 2013. Green did not respond to the request by March 18, 2013.

On May 13, 2013, CRG sent Green a follow-up final request for documents and information pursuant to FINRA Rule 8210. The response due date was May 23, 2013. CRG sent the May 2013 request letter by certified and first class mail to Green at his CRD Residential Address. Green did not respond to the second request by May 23, 2013.

The Rule 9552 Proceeding

On June 5, 2013, the staff of FINRA's Department of Enforcement ("Enforcement") initiated against Green a non-summary suspension proceeding pursuant to FINRA Rule 9552. During that proceeding, Enforcement sent Green a letter notifying him that he would be suspended on July 1, 2013 if he failed to respond to the outstanding request for documents and information by that date. The letter also notified Green that he would be barred on September 9, 2013 from associating with any FINRA member in any capacity if he failed to request termination of the suspension.

On June 18, 2013, which was two weeks before the suspension date, Enforcement received from Green a written response via electronic mail to the outstanding request for documents and information. Green sent FINRA his response to the request three months after the due date in the March 2013 letter. On June 19, 2013, FINRA terminated the Rule 9552 proceeding, and Green was not suspended.

By failing to provide a timely response to CRG's requests for documents and information, Green violated FINRA Rules 8210 and 2010.

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

- An eight-month suspension from association with any FINRA member in any capacity; and
- A \$7,500 fine.

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 fine shall be due and payable either immediately upon reassociation with a member firm following the eight-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 sanctions 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 accordance with FINRA Rule 8313;
 - 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

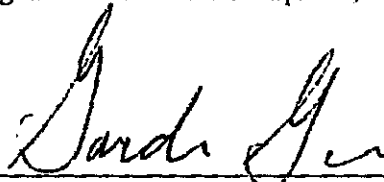
brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects my: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- 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, Gordon Hay Green, 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.

5-27-2015

Date



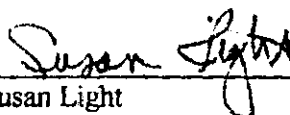
Gordon Hay Green, CRD No. 2862873

Accepted by FINRA:

6/23/15

Date

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



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