

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013036319301**

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

RE: Dan Moss, Jr., Respondent
General Securities Representative
[CRD No. 341422]

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Dan Moss, Jr., 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

Dan Moss, Jr. ("Moss" or "Respondent") entered the securities industry on April 19, 1973, as a General Securities Representative of a member of FINRA. Moss, during all periods mentioned herein, was associated with Morgan Stanley, and was registered with FINRA under Article V of the By-Laws as a General Securities Representative. Moss' employment with Morgan Stanley (the "Firm") ended on February 27, 2013. Although Moss is not currently registered with a FINRA member firm, he is subject to the jurisdiction of FINRA, pursuant to Article V, Section 4 of FINRA's By-Laws, which provides for a two-year period of retained jurisdiction over formerly registered persons. Moss has no prior disciplinary history.

FACTS AND VIOLATIVE CONDUCT

Failure to Disclose Fiduciary Status

1. During the period from on or about November 4, 2010 through on or about May 1, 2011, Moss violated the Firm's written supervisory procedures by failing to disclose that Customer EE had named him as the primary beneficiary of her estate and that EE had granted Moss' wife general power-of-attorney, granted Moss successor power-of-attorney, and named Moss' wife as executrix of EE's estate.

EE had been Moss' customer since her husband's death in 1994. EE had no children, and on November 4, 2010, at the age of 90, EE named Moss as her primary beneficiary and named Moss' wife as executrix of her estate. On November 19, 2010, EE granted Moss' wife general power-of-attorney and Moss successor power-of-attorney. At the time, EE's estate, including the account for which Moss was the registered representative was valued at \$750,000.

The Firm's written supervisory procedures state that an employee may not act as a fiduciary unless the fiduciary appointment is by a family member or the employee completes a Fiduciary Appointment Exception Request Form and is granted prior approval by the Firm for the appointment. The procedures note that generally no exception other than for family members will be allowed. Under the Firm's procedures, fiduciaries include executors and those holding power-of-attorney. In addition, the Firm's procedures provide that an employee may not use family or household members to engage in activities that the employee would not be permitted to engage in directly. Furthermore, the Firm's written supervisory procedures state that if an employee learned that he or she had been named as a beneficiary, he or she must immediately notify his or her manager and receive approval for the bequest.

Moss never disclosed his beneficiary status, his wife's appointment as general power-of-attorney, his appointment as residual power-of-attorney, or his wife's appointment as executrix of EE's estate.

On May 9, 2011 and August 2, 2012, EE completed two new wills that did not name Moss as beneficiary or Moss' wife as executrix. EE passed away on October 24, 2012, and Moss contested the will. As a result of court proceedings, Moss ultimately received \$75,000 from EE's estate. Moss' failure to disclose his beneficiary status and the fiduciary positions held by him and his wife prevented the Firm from addressing conflicts of interest and from preventing any exploitation of Moss' relationships with customers.

As a result of the foregoing conduct, Moss violated FINRA Rule 2010.

Failure to Fully Respond

2. In connection with its investigation concerning the allegation set forth in paragraph one above, FINRA staff sent three letters to Moss dated February 12, 2014, March 6, 2014, and April 7, 2014, pursuant to FINRA Rule 8210. The letters requested that Moss provide certain information, including the following: a) a list of all banking accounts in which he or his wife had full or partial ownership or beneficial interest, including the name of the bank, the name on the account, the banking account number, and the date on which the banking account was established; and b) copies of all banking account statements, including copies of the front and back of all cancelled checks, for all accounts in which he or his wife had full or partial ownership or beneficial interest. In response to these requests, Moss provided some information, but failed to provide the list of bank accounts, bank account statements, or copies of checks. On May 16, 2014, Moss' counsel advised FINRA staff that Moss would not provide the outstanding information to FINRA staff.

As a result of the foregoing conduct, Moss violated FINRA Rules 8210 and 2010.

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

A bar from association with any FINRA member in all capacities.

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. Pursuant to FINRA Rule 8313(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

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.

I certify that I have 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.

8/6/2014
Date (mm/dd/yyyy)


Dan Moss, Jr., Respondent

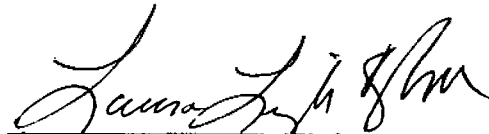
Reviewed by:

Counsel for Respondent

Accepted by FINRA:

August 22, 2014
Date

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



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