

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013037263701**

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

RE: Gloria Gonzales Andrus, Respondent
General Securities Representative
CRD No. 1178786

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

Respondent Gloria Gonzales Andrus ("Andrus" or "Respondent") entered the securities industry on July 16, 1997 when she became associated with FINRA member firm Frost Brokerage Services, Inc. (the "Firm"). From July 1997 through June 11, 2013, the date the Firm filed a Form U5 terminating Andrus' registration, she was registered with the Firm as a General Securities Representative (Series 7) and State Agent (Series 63). Andrus is not currently registered with any FINRA member. Andrus has no relevant disciplinary history.

FINRA retains jurisdiction over Andrus pursuant to Article V, Section 4(a) of FINRA's By-Laws because the conduct that serves as the basis for this action commenced prior to Andrus' termination of registration with a FINRA member and the AWC has been filed within two years after the effective date of her last termination of registration with a FINRA member.

OVERVIEW

In September 2012, without prior notice to or approval from the Firm, Andrus borrowed \$390,000 from a brokerage customer, LP, to purchase a condominium. Andrus also falsely certified to the Firm that she had received no loans from Firm customers. By reason of the foregoing, Andrus violated FINRA Rules 3240 and 2010.

FACTS AND VIOLATIVE CONDUCT

In September 2012, while associated with the Firm, Andrus accepted a \$390,000 loan from her brokerage customer, LP, to purchase a condominium. At the time she accepted the loan, she issued a three-year promissory note to LP promising to repay the loan. Since September 2012, she has repaid LP \$300,000.

At the time Andrus accepted the loan, the Firm's written supervisory procedures permitted loans under certain limited circumstances upon notice to and approval from the Firm. However, Andrus neither requested nor received Firm approval for the loan from customer LP. Additionally, Andrus falsely certified on her 2012 annual compliance questionnaire that she had not received any loans from her brokerage customers.

As a result of the foregoing conduct, Andrus violated FINRA Rules 3240 and 2010.

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

A two-month suspension from association with any FINRA member in any capacity; and

A \$5,000 fine.

The fine shall be due and payable either immediately upon reassociation with a member firm following the two-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 imposed in this matter.

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.

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

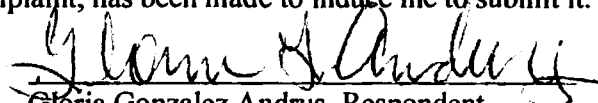
C. If accepted:

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.

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.

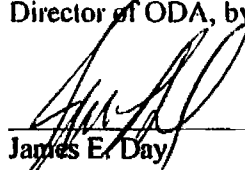
10/31/14
Date (mm/dd/yyyy)


Gloria Gonzalez Andrus, Respondent

Accepted by FINRA:

2/6/19
Date

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



James E. Day
Vice President and Chief Counsel
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