

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013038651901**

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

RE: James Martin Kierstead, Respondent
General Securities Principal
General Securities Representative
CRD No. 1431580

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

James Martin Kierstead ("Kierstead") became registered as a General Securities Representative with a FINRA-registered firm in 1985. Between 2006 and 2013, Kierstead was registered as a General Securities Principal and General Securities Representative with SICOR Investments, Inc. ("Sicor"). Kierstead's registrations with SICOR terminated with the Firm's filing of a Form U-5 on November 18, 2013, and Kierstead's employment with SICOR terminated in March 2014. Kierstead is not currently registered with any FINRA-registered firm.

RELEVANT DISCIPLINARY HISTORY

Kierstead has no relevant disciplinary history.

OVERVIEW

During the course of an investigation into suspected misconduct by DS, another SICOR registered representative, Kierstead instructed DS to submit a statement of facts to the Firm that was false, and which Kierstead knew at the time was untrue.

FACTS AND VIOLATIVE CONDUCT

During SICOR's investigation of DS, a SICOR representative who allegedly impersonated a client in order to facilitate withdrawals from the client's annuity, DS admitted to Kierstead that he had impersonated that client. Notwithstanding this admission, Kierstead advised and encouraged DS in September 2013 to provide a written statement to SICOR that was inconsistent with that admission and contained facts that were untrue, and which Kierstead knew at the time were false. DS's false written statement subsequently became a part of the books and records of the Firm and was thereafter provided to FINRA during an examination of the Firm. By directing and instructing DS to submit a false written statement to the Firm, Kierstead violated FINRA Rule 2010.

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

- a one-year suspension from association with any FINRA member in any capacity; and
- a fine of \$10,000.

The fine shall be due and payable either immediately upon reassociation with a member firm following the one-year 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.

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 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.

9/28/2015
Date (mm/dd/yyyy)


James Martin Kierstead, Respondent

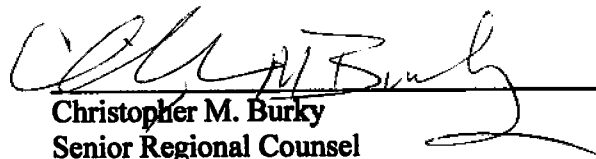
Reviewed by:


Dexter Johnson
Mallon & Johnson
33 North Dearborn Street
Suite 300
Chicago, Illinois 60602

Accepted by FINRA:

9/29/2015
Date

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


Christopher M. Burky
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FINRA Department of Enforcement
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Chicago, IL 60603
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