

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014040087601**

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

RE: John F. O'Brien (CRD No. 2572066),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, John F. O'Brien ("O'Brien" or "Respondent"), 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

O'Brien first became registered with FINRA in June 1995 through an association with a member firm. From January 2012 to November 2012, and then from January 2013 to December 2013, O'Brien was registered with FINRA as a General Securities Representative and a Limited Representative - Investment Banking through an association with Bedminster Financial Group, Limited (BD No. 39916) ("Bedminster").

Since May 2014, O'Brien has been registered with FINRA as a General Securities Representative and a Limited Representative - Investment Banking through an association with member firm Wood (Arthur W.) Company, Inc. (BD No. 3798) (the "Wood Company"). Accordingly, O'Brien is subject to FINRA's jurisdiction.

RELEVANT DISCIPLINARY HISTORY

O'Brien has no prior relevant disciplinary history with the Securities and Exchange Commission, any self-regulatory organization, or any state securities regulator.

OVERVIEW

O'Brien failed to timely amend his Uniform Application for Securities Industry Registration or Transfer ("Form U4") to disclose an unsatisfied tax lien in the amount of \$261,848.36. As a result, he violated Article V, Section 2(c) of the FINRA By-Laws, as well as FINRA Rules 1122 and 2010.

FACTS AND VIOLATIVE CONDUCT

Article V, Section 2(c) of FINRA's By-Laws requires that every application for registration filed with FINRA be kept current at all times by supplementary amendments and that required amendments be filed with FINRA not later than 30 days after learning of the facts or circumstances giving rise to them. Form U4 question 14M requires registrants to disclose whether they have any unsatisfied judgments or liens against them.

FINRA Rule 1122 prohibits filing with FINRA information regarding registration which is incomplete or inaccurate so as to be misleading, or which could in any way tend to mislead, or fail to correct such filing after notice thereof.

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 Internal Revenue Service filed a Notice of Federal Tax Lien against O'Brien on December 8, 2011 in the amount of \$261,848.36. A Notice of Federal Tax Lien Filing also dated December 8, 2011 was sent to O'Brien at his home address. O'Brien received notice of the tax lien sometime in 2011.

When O'Brien became registered with FINRA through his association with Bedminster in January 2012, the tax lien was unsatisfied. Accordingly, he should have answered "Yes" to Question 14M and disclosed the lien. O'Brien never disclosed the lien while he was associated with Bedminster. O'Brien first disclosed the lien on an initial Form U4 filed in May 2014 with the Wood Company.

By failing to timely disclose the federal tax lien, O'Brien violated Article V, Section 2(c) of the FINRA By-Laws, and FINRA Rules 1122 and 2010.

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

- A \$5,000 fine; and
- A suspension of two (2) months from associating with any FINRA member firm in any capacity.

I agree to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. I have submitted an

Election of Payment form showing the method by which I propose to pay the fine imposed.

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 if I am 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 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.

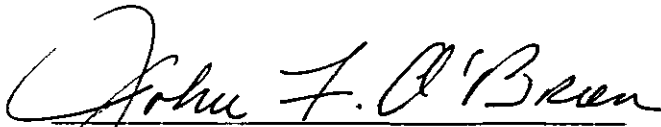
OTHER MATTERS

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 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.

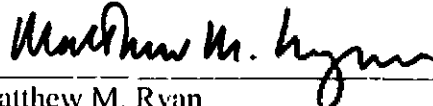
1-21-2015
Date (mm/dd/yyyy)


John F. O'Brien (CRD No. 2572066).
Respondent

Accepted by FINRA:

February 12, 2015
Date

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


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