

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014040829901**

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

RE: Randall A. Samson, Respondent
Former Registered Representative
CRD No. 2691518

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I [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

Randall A. Samson first became registered with a FINRA member firm in 1996. He was registered with Ameriprise Financial Services, Inc. (or its predecessor firms) from January 1996 until Ameriprise terminated his registration in April 2014. Samson has not been associated with a member firm since his termination from Ameriprise. However, FINRA retains jurisdiction over Samson pursuant to Article V, Section 4 of the FINRA By-Laws.

OVERVIEW

In December 2013, while associated with Ameriprise, Samson converted \$10,000 from the 401(k) account of an employee and customer, EA, in violation of FINRA Rule 2150(a) and FINRA Rule 2010. Samson also provided false information to Ameriprise compliance staff in connection with an inquiry into the \$10,000 distribution from EA's 401(k) account, in violation of FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

Conversion of customer funds

In approximately 2011, Samson established a 401(k) plan for himself and the employees of his Ameriprise business, Samson & Associates, including employee EA. Samson was the plan sponsor and trustee. He was also the financial advisor for the account and recommended a variable annuity in which the participants' contributions were invested. Each plan participant had a separate subaccount in his or her name in which their individual payroll contributions, employer match, and profit sharing allocations were invested.

On or about December 30, 2013, Samson used his position as the plan's trustee to complete a \$10,000 distribution out of EA's 401(k) subaccount to his personal bank account. Samson made the withdrawal without EA's knowledge or consent. Samson effected the transaction by completing a "Qualified Plan – Transaction Request" form that he submitted to Ameriprise. On the form, Samson identified EA's account as the source of the distribution and his personal bank account as the destination for the distribution. He also checked the selection instructing the plan custodian not to withhold taxes from the distribution. Samson signed the "Qualified Plan – Transaction Request" form as the plan sponsor and trustee. By so signing, he falsely represented that: (1) all required distribution-related disclosures and elections had been provided to EA; (2) the consent of EA had been separately obtained; and (3) any tax withholding instructions were consistent with EA's election. The distribution caused EA to incur a \$562.23 contingent deferred sales charge ("CDSC") fee, which was deducted from EA's 401(k) account balance.

The funds were wired to Samson's bank account. Samson then used the proceeds to fund payroll and other overhead expenses for Samson & Associates.

FINRA Rule 2150(a) states that no person associated with a member shall make improper use of a customer's securities or funds. EA was a customer of Ameriprise and Samson was the broker on EA's 401(k) account. Improper use of customer funds rises to the level of conversion where there is an intentional and unauthorized taking of and/or exercise of ownership over property by one who neither owns the property nor is entitled to possess it. Samson violated FINRA Rule 2150(a) by taking the unauthorized distribution out of EA's account and converting the funds to his own use. By virtue of that violation, he also violated FINRA Rule 2010.

Providing false information to firm compliance

On or about January 16, 2014, Samson was contacted by a member of Ameriprise's Compliance and Supervision Unit ("CSU") regarding the distribution from EA's 401(k) and accompanying CDSC. When questioned about the rationale for the transaction, Samson falsely stated that EA had requested the distribution, that EA needed the money because of EA's own financial situation, that he had explained the CDSC to EA, and that EA would be replacing the funds within 60 days. These statements were false, Samson knew they were false when he made them, and he made the false statements to CSU in an effort to conceal his unauthorized distribution from EA's account.

FINRA Rule 2010 requires that a member, in the conduct of his or her business, shall observe high standards of commercial honor and just and equitable principles of trade. Samson's provision of false statements to CSU to hide his misconduct is inconsistent with high standards of commercial honor and just and equitable principles of trade and is a violation of Rule 2010.

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

A bar from associating 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 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.

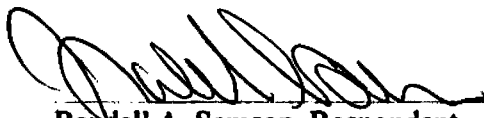
OTHER MATTERS

I understand that:

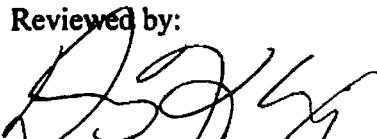
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;**
- B. If this AWC is not accepted, its submission will 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 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.

11/21/2014
Date (mm/dd/yyyy)


Randall A. Samson, Respondent

Reviewed by:

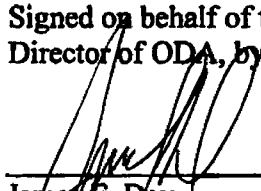

Dennis K. Egan
Kotz Sangster Wysocki P.C.
400 Renaissance Center, Suite 3400
Detroit, MI 48243

Counsel for Respondent

Accepted by FINRA:

12/17/14
Date

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


James E. Day
Vice President & Chief Counsel
FINRA Department of Enforcement
15200 Omega Drive, 3rd Floor
Rockville, MD 20850
P: (301) 258-8520
F: (202) 721-8303