

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20140429967 01**

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

RE: Brodie Johnson, Respondent
General Securities Representative, General Securities Principal, and Government
Securities Limited Representative
CRD No. 2460459

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Brodie Johnson ("Johnson" 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

Johnson first became registered with FINRA as a General Securities Representative ("GS") in 1994 through his association with member firm Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch" or the "Firm") (BD No. 7691). Johnson additionally became registered as a Government Securities Limited Representative ("RG") in 1997 and as a General Securities Principal ("GP") in 2008. Johnson continued to be registered as a GS, RG, and GP until Merrill Lynch terminated his employment in September 2014.

On October 15, 2014, Merrill Lynch filed a Uniform Termination Notice for Securities Industry Registration (Form U5) terminating Respondent's registration. The Form U5 stated that Johnson was terminated for "conduct inconsistent with firm policy regarding personal investments." Since leaving Merrill Lynch, Respondent has not been registered with FINRA or associated with a FINRA member firm. Pursuant to Article V, Section 4 of the By-Laws, however, FINRA retains jurisdiction over him.

RELEVANT DISCIPLINARY HISTORY

Respondent does not have any disciplinary history with the Securities and Exchange Commission, any state securities regulators, FINRA or any other self-regulatory organization.

OVERVIEW

Johnson failed to provide documents and information to FINRA in violation of FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

On February 23, 2015, during the course of an examination reviewing whether Johnson provided his Firm with prior written notice of certain outside business activities and reviewing trading in Johnson's personal accounts, FINRA staff sent a request to Johnson for the production of certain documents and information by March 9, 2015, pursuant to Rule 8210.

After Johnson, through his counsel, subsequently requested that FINRA staff extend the date by which Johnson's response was due, FINRA staff extended Johnson's time to respond until April 9, 2015. By letter dated April 9, 2015, Johnson's counsel advised FINRA that Respondent will not produce the documents and information requested. To date, Johnson has not provided the requested documents and information.

By failing to produce documents and information as requested pursuant to FINRA Rule 8210, Johnson 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 any capacity.

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. 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 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.

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.

01/27/2015
Date (mm/dd/yyyy)

Brodie Johnson
Brodie Johnson, Respondent

Reviewed by:



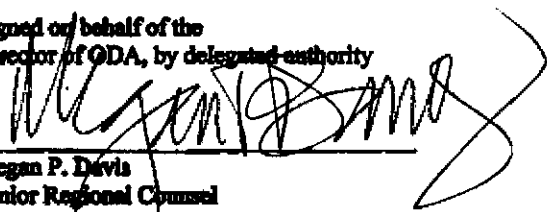
Daniel J. Horwitz
Counsel for Respondent
McLaughlin & Stern, LLP
260 Madison Avenue
New York, New York 10016
(212) 448-1100
dhorwitz@mccloughlinstern.com

Accepted by FINRA:

October 2, 2015

Date

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



Megan P. Davis
Senior Regional Counsel
FINRA Department of Enforcement
Brookfield Place
200 Liberty Street
New York, New York 10281-1003
(646) 315-7336
Megan.Davis@finra.org