

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014043714701**

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

RE: Jerry Allen Schutte, Respondent
Registered Representative
CRD No. 416042

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Jerry Allen Schutte, 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

Schutte entered the securities industry in 1974 when he became associated with FINRA-member firm Northwestern Mutual Investment Services, LLC ("NMIS" or the "Firm"). He was registered there as a General Securities Representative until June 2014, when he voluntarily resigned from the Firm. Schutte is currently associated with another FINRA-member firm.

RELEVANT DISCIPLINARY HISTORY

Schutte has no relevant disciplinary history.

OVERVIEW

In November 2010, while registered with NMIS, Schutte participated in a \$150,000 private securities transaction with a Firm customer without providing prior written notice, as required by NMIS's procedures and NASD Rule 3040. As a result, Schutte violated NASD Rule 3040 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

EV was a Firm customer and a client of Schutte's for over 20 years. On November 29, 2010, Schutte entered into an equity participation agreement and a corresponding promissory note with EV in which EV invested \$150,000 in a real estate project run by Schutte. Under the terms of the equity participation agreement and promissory note, Schutte would pay EV half of the profits from the sale of the developed lots as well as \$13,000 per year in interest. If the property was not developed or sold by November 30, 2015, Schutte would be required to repay the entire principal on that date.

Consistent with NASD Rule 3040, NMIS's policies prohibit its registered representatives "from participating in any manner in any transaction that involves any form of securities without prior written notice...." Schutte never disclosed the transaction to the Firm. By failing to provide prior written notice to NMIS before participating in a private securities transaction, Schutte violated NASD Rule 3040 and FINRA Rule 2010.

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

- A suspension from association with any FINRA member in any capacity for a period of three months; and
- A fine of \$5,000.

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 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 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.

3-4-2015
Date (mm/dd/yyyy)

Jerry Allen Schutte
Jerry Allen Schutte, Respondent

Reviewed by:

Gary M. Saretsky
Gary M. Saretsky
Counsel for Respondent
Saretsky Hart Michaels & Gould PC
995 South Eton
Birmingham, Michigan 48009
(248) 502-3300

Accepted by FINRA:

3/28/16
Date

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

James E. Day / ESB
James E. Day
Vice President and Chief Counsel
FINRA Department of Enforcement
15200 Omega Drive, 3rd Floor
Rockville, MD 20850
(301) 258-8520 (phone)
(301) 208-8090 (fax)