

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015043464401**

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

RE: Shannon Braymen ("Braymen")
Former General Securities Principal
Former Financial and Operations Principal
CRD No. 2099783

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure Shannon Braymen ("Braymen" or "Respondent") submits 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 Respondent alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Respondent hereby accepts and consents, 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

Braymen entered the securities industry in February 1995, when she associated with a FINRA member firm. Braymen registered with FINRA in April 1995 as a general securities representative. She subsequently associated with two other member firms, including former FINRA member firm Braymen, Lambert and Noel Securities, Ltd. ("BLNS") from December 2002 to February 26, 2016. During all times relevant to this matter, Braymen served as BLNS' FINOP and Chief Compliance Officer ("CCO"). During her career in the securities industry Braymen obtained Series 7, 24, 27, 53, 55, 63 and 66 securities licenses. On February 26, 2016, BLNS filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") terminating Braymen's association with the firm and her registrations with FINRA on that same date.

Although Braymen is not currently associated with a member firm, she remains subject to the jurisdiction of FINRA pursuant to Article V, Section 4(a) of FINRA's By-Laws, which provides for a two-year period of retained jurisdiction over formerly-registered persons.

RELEVANT DISCIPLINARY HISTORY

On August 26, 2015, FINRA issued a Letter of Acceptance, Waiver and Consent (No. 2011025610501), in which Braymen was fined \$20,000 and suspended in all principal capacities for one month for failing to supervise BLNS' private placement securities business and the activities of registered representatives located in two of the firm's branch offices; failing to register those two branch office locations; failing to conduct and/or to adequately document branch office inspections; having inadequate supervisory systems and written supervisory procedures regarding scheduling inspections of non-branch office locations; failing to capture, review and retain certain email correspondence; and failing to enforce BLNS' WSPs regarding documenting reviews of other email correspondence. Braymen's conduct violated NASD Rule 3010, NASD Rule 3110, NASD Rule 2110 (for activity occurring on or before December 14, 2008), and FINRA Rule 2010 (for activity occurring on or after December 15, 2008).

OVERVIEW

Braymen failed to appear and provide on-the-record testimony requested by FINRA staff pursuant to FINRA Rule 8210.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210 authorizes FINRA, in the course of its investigations, to require persons over whom FINRA possesses jurisdiction to "...provide information orally, in writing, or electronically...and to testify at a location specified by FINRA staff...with respect to any matter involved in the investigation." FINRA Rule 2010 provides that "[a] member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade."

In late 2015, FINRA staff commenced an investigation into possible net capital violations by BLSN, and the potential submission of a falsified document to FINRA in connection with the investigation.

On February 2, 2016, FINRA staff sent a request to Braymen for on-the-record testimony pursuant to FINRA Rule 8210. As stated in counsel's phone call with FINRA staff on February 15, 2016, and by this agreement, Braymen acknowledges that she received FINRA's request and will not appear for on-the-record testimony at any time. By refusing to appear for on-the-record testimony as requested pursuant to FINRA rule 8210, Braymen violates FINRA Rules 8210 and 2010.

- B. Respondent also consents to the imposition of the following sanctions:

A bar from association with any FINRA member firm in any capacity.

Respondent understands that if she is barred or suspended from associating with any FINRA member, she 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, Respondent 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).

A bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against her;
- 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, Respondent specifically and voluntarily waives 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.

Respondent further specifically and voluntarily waives 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

Respondent understands 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 Respondent; and
- C. If accepted:
 - 1. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Respondent;
 - 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. Respondent 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. Respondent 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 Respondent's: (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.

Respondent certifies that she has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that she has 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 Respondent to submit it.

Date

5/25/16

Shannon Braymen, Respondent

Reviewed by:

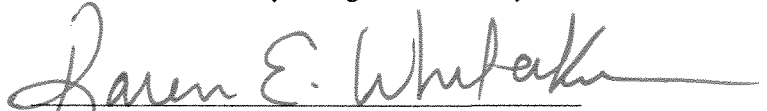


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Accepted by FINRA:

6/10/2016
Date

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



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