

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015043649101**

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

RE: David Bernard Girton
General Securities Principal
CRD No. 1317773

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

In January 1985, David Girton entered the securities industry as an Investment Company Products and Variable Contracts Representative with a FINRA-registered firm. In March 1986, he became registered as a General Securities Representative with another FINRA firm. In February 2006, he became registered as a General Securities Principal with another FINRA firm. Between October 2012 and December 2013, he was registered in the above capacities with Andes Capital Group, LLC. Later, between December 2013 and October 2015, he was registered in the above capacities with Indiana Merchant Banking and Brokerage Co., Inc. He is currently registered with another FINRA firm.

DISCIPLINARY HISTORY

David Girton has no disciplinary history.

OVERVIEW

David Girton willfully failed 1) to disclose unsatisfied judgments on his initial Forms U4 and 2) to timely amend his Forms U4 to report unsatisfied judgments and state tax liens, in violation of Article 5, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010.

FACTS AND VIOLATIVE CONDUCT

Article V, Section 2(c) of the FINRA By-Laws requires that registrations filed with FINRA be kept current at all times and that amendments be filed with FINRA no later than 30 days after learning of the facts or circumstances giving rise to the amendments. Furthermore, 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 fails to correct such filing after notice thereof.

At the relevant times mentioned below, Question 14M on the Form U4 inquired whether the applicant had any unsatisfied judgments or liens against him or her. Further, each firm Girton was registered with had a policy stating that a representative was obligated to notify the firm within thirty days of when he learned of any judgments or tax liens.

David Girton, while registered with Andes Capital Group, LLC and Indiana Merchant Banking and Brokerage Co., Inc., failed to disclose several civil judgments and state tax liens on his Form U4, as set forth below.

In July 2012, ML obtained a judgment against Girton in the approximate amount of \$80,000. Although Girton was aware of that judgment, he willfully failed to disclose that unsatisfied judgment when he became registered with Andes Capital Group in October 2012 and with Indiana Merchant in December 2013. The judgment was not disclosed until April 2015.

In May 2013, GJ obtained a judgment against Girton in the approximate amount of \$33,000. Although Girton was aware of that judgment, he willfully failed to amend his Form U4 to disclose the existence of that unsatisfied judgment while registered with Andes Capital Group. Additionally, Girton willfully failed to disclose this judgment on his Form U4 when he became registered with Indiana Merchant in December 2013. The judgment was not disclosed until April 2015.

In February 2014, CT obtained a judgment against Girton in the approximate amount of \$9,000. Although Girton was aware of that judgment, he willfully failed to amend his Form U4 to disclose the existence of that unsatisfied judgment while registered with Indiana Merchant. The judgment was not disclosed until April 2015.

In October 2014, PM obtained a judgment against Girton in the approximate amount of \$2,500. Although Girton was aware of that judgment, he willfully failed to amend his Form U4 to disclose the existence of that unsatisfied judgment while registered with Indiana Merchant. The judgment was not disclosed until June 2015.

In July 2015, Indiana filed two state tax liens against Girton in the approximate amounts of \$3,000 each. Although Girton was aware of those liens, he willfully failed to amend his Form U4 to disclose the existence of those unsatisfied liens while registered with Indiana Merchant. The liens were not disclosed until September 2016.

Girton disclosed the judgments and liens mentioned above only after FINRA staff requested that he do so.

As a result of the foregoing conduct, Girton willfully failed 1) to disclose unsatisfied judgments on his initial Forms U4 and 2) to timely amend his Forms U4 to report unsatisfied judgments and state tax liens, in violation of Article 5, 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 suspension from association with any FINRA member firm in any capacity for four months and a fine in the amount of \$7,500.

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is 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 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).

I understand that this settlement includes a finding that I willfully omitted to state material facts on a Form U4, and that under Section 3(a)(39)(F) of the Securities Exchange Act of 1934 and Article III, Section 4 of FINRA's By-Laws, these omissions make me subject to a statutory disqualification with respect to association with a member.

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

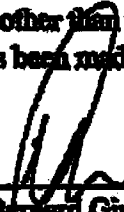
C. If accepted:

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.

10-5-2016
Date



David Bernard Giron

Accepted by FINRA:

12-5-16
Date

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



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