

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015044587501**

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

RE: Carlos Andres Abadi, Respondent
General Securities Principal
CRD No. 5867644

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

Carlos Andres Abadi ("Abadi") has been employed in the securities industry since January 2011 when he became associated with ACGM Inc. ("ACGM or the "Firm"), a FINRA-regulated broker-dealer. In June 2011, Abadi acquired ACGM, acting as its President and later Chief Executive Officer. Abadi holds the following securities licenses: Series 7 (General Securities Representative) and Series 24 (General Securities Principal) in January 2011, and Series 79 (Investment Banking Representative) in August 2012 and Series 63 (Uniform Securities Agent) in February 2014.

ACGM filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") dated February 1, 2017, reporting Abadi's voluntary termination from the Firm. On February 1, 2017, ACGM filed with FINRA a Uniform Request of Withdrawal From Broker-Dealer Registration ("Form BDW").

Although Abadi is not currently associated with a FINRA regulated broker-dealer, he remains subject to FINRA's jurisdiction, pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Abadi has no relevant disciplinary history in the securities industry.

OVERVIEW

In connection with its investigation concerning certain suspicious fund transfers involving ACGM and affiliates thereof indirectly owned and controlled by Abadi, FINRA's Department of Enforcement ("Enforcement") requested pursuant to FINRA Rule 8210 that Abadi produce documents and information, and appear for testimony. Abadi has indicated he will not provide the requested documents and information, nor will he appear for testimony. Abadi therefore violates FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210(a)(1) states, in relevant part, that FINRA has the right to "require a ... person associated with a member, or any other person subject to FINRA's jurisdiction to provide information orally, in writing, or electronically ... and to testify at a location specified by FINRA staff, under oath or affirmation ... with respect to any matter involved in the investigation, complaint, examination or proceeding." FINRA Rule 8210(a)(2) further states, in relevant part, that FINRA has the right to "inspect and copy the books, records, and accounts of such ... person with respect to any matter involved in the investigation...." FINRA Rule 8210(c) similarly provides that "[n]o member or person shall fail to provide ... testimony ... pursuant to this Rule." A failure to comply with a request for information pursuant to FINRA Rule 8210 is also a violation of FINRA Rule 2010, which requires associated persons to "observe high standards of commercial honor and just and equitable principles of trade."

On December 27, 2016, as part of its investigation of certain suspicious fund transfers involving ACGM and affiliates thereof indirectly owned and controlled by Abadi, FINRA staff sent Abadi a letter pursuant to FINRA Rule 8210 (the "December 2016 8210 Request") requesting that he appear for on-the-record testimony ("OTR") on January 19, 2017. The December 2016 8210 Request also informed Abadi that his failure to appear for testimony constitutes a violation of FINRA Rule 8210 exposing him to sanctions, including a bar from the securities industry.

On January 5, 2017, Enforcement sent Abadi a letter pursuant to FINRA Rule 8210 (the "January 2017 8210 Request") requesting that he produce information and documents concerning, among other things: (i) certain loan and/or debt transactions involving the Firm and affiliates thereof indirectly owned by Abadi; and (ii) account opening documents and statements for seven specific customers. The January 2017 8210 Request also informed Abadi that if he failed to produce the requested documents and information, he could be subject to disciplinary action and the imposition of sanctions, including a bar.

On or around January 12, 2017, Abadi's attorney contacted Enforcement and requested an extension of time to respond to the January 2017 8210 Request and discussed rescheduling Abadi's OTR. On January 13, 2017, Enforcement granted Abadi's request for an extension of time to respond to the January 2017 8210 Request until February 2, 2017, and rescheduled Abadi's OTR to February 16, 2017.

In a January 23, 2017 letter sent to Abadi pursuant to FINRA Rule 8210, Enforcement confirmed the February 16, 2017 OTR and reminded Abadi that a failure to appear for testimony constitutes a violation of FINRA Rule 8210 exposing him to sanctions, including a bar. Shortly thereafter, Abadi retained new counsel.

On February 2, 2017, during a telephone call with Enforcement, Abadi's attorney informed Enforcement that Abadi (i) had received December 2016 and January 2017 requests for information, documents and testimony pursuant to FINRA Rule 8210, and (ii) would not appear for on-the-record testimony at any time or produce the requested documents and information.

By refusing to produce documents and information requested and to appear for on-the-record testimony pursuant to FINRA Rule 8210, Abadi violated FINRA Rules 8210 and 2010.

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

A bar from associating with any FINRA member-firm 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 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

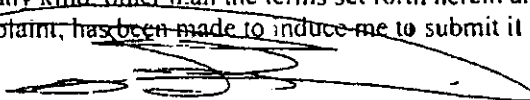
I understand that:

- 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

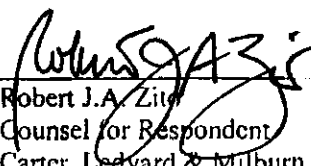
statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. I may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent 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

03/21/2017
Date (mm/dd/yyyy)


Respondent

Reviewed by:


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Accepted by FINRA:

4/4/17
Date

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


Richard Chin
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