

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015045014101**

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

RE: Michael B. Winegar, Respondent
Former Registered Representative
CRD No. 1232800

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

Respondent Michael B. Winegar ("Respondent" or "Winegar") entered the securities industry in 1984, when he first associated with a FINRA member firm. From September 1999 through December 4, 2014, he was registered with FINRA member firm Wedbush Securities, Inc. (the "Firm") as a General Securities Representative (Series 7) and an Investment Company and Variable Contracts Products Representative (Series 6). Winegar is not currently associated with a FINRA member firm.

Winegar has no relevant disciplinary history.

OVERVIEW

While associated with the Firm, Winegar converted \$100,000 from an elderly customer and used the funds to repay his family and personal debts, and to trade securities on his own behalf, in violation of FINRA Rules 2150(a) and 2010.

FACTS AND VIOLATIVE CONDUCT

On or about July 7, 2014, Winegar enticed an elderly Wedbush customer into paying him \$100,000. Winegar told the 85-year-old customer that he would use the funds to help establish an independent investment advisory firm through which Winegar would supposedly satisfy the \$100,000 debt by providing the elderly customer with free investment advice over the next four years.

Winegar never established an independent investment advisory firm. Indeed, at the time of the loan agreement, Winegar was planning on retiring from the securities industry. Shortly after obtaining the \$100,000 from the elderly customer, Winegar sold his securities business to another Wedbush registered representative and left the securities industry. As part of the sale, Winegar entered into a non-compete agreement that prevented him from providing investment advice to his former Wedbush customers, including the elderly customer from whom Winegar had obtained the \$100,000.

Winegar used the elderly customer's \$100,000 for his own personal use, including paying off his daughter's student loan debt and his own credit card bills. He also used some of the funds to engage in securities trading on his own behalf. Winegar has not repaid any of the funds obtained from the elderly customer.

By converting the elderly customer's funds for his own personal use, Winegar violated FINRA Rules 2150(a) and 2010.

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

A bar from association 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).

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 prejudice 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

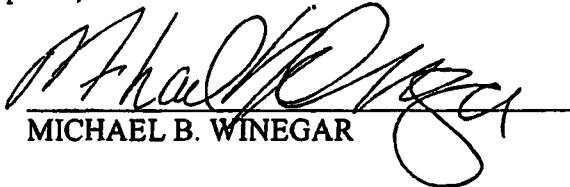
I understand that:

- 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.

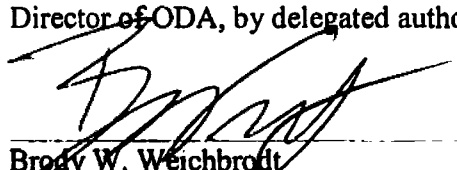
01/20/2016
Date (mm/dd/yyyy)


MICHAEL B. WINEGAR

Accepted by FINRA:

1/29/16
Date

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


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