

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015045099601**

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

RE: Hal Irving Marcus, Respondent
CRD No. 861802

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Hal Irving Marcus ("Marcus") 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 Marcus alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Marcus 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

Marcus entered the securities industry in October 1978 when he became associated with a FINRA registered firm. From October 1978 through March 2015, Marcus was registered with FINRA as a General Securities Representative, an Agent, and/or an Investment Advisor through three FINRA registered firms, including Citigroup Global Markets Inc. ("Citigroup") from February 2007 through June 2009 and November 2013 through March 2015. Since April 2015, Marcus has been associated with a non-FINRA registered firm as an Investment Advisor. Marcus obtained his Series 7, Series 63, Series 5, Series 65, Series 66, and Series 31 in January 1979, March 1980, October 1981, November 1991, May 2007, and November 2008, respectively.

RELEVANT DISCIPLINARY HISTORY

Marcus has no relevant disciplinary history.

OVERVIEW

On a single day, Marcus effected 48 discretionary transactions without written authorization in the account of one of his customers.

FACTS AND VIOLATIVE CONDUCT

NASD Conduct Rule 2510(b) prohibits registered representatives from exercising any discretionary power in a customer's account unless such customer has given prior written authorization to the registered representative and the registered representative's member firm has provided prior written acceptance of the account as discretionary.

On January 7, 2015, while registered through Citigroup, Marcus effected 48 transactions in the account of one of his customers without having obtained prior written authorization from the customer and written acceptance of the account as discretionary by Citigroup.

Based on the foregoing, Marcus violated NASD Conduct Rule 2510(b) and FINRA Rule 2010.

B. Marcus also consents to the imposition of the following sanctions:

1. A \$5,000 fine, and
2. A 10 business-day suspension from association with any FINRA member in any capacity.

The fine shall be due and payable either immediately upon reassociation with a member firm, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

Marcus specifically and voluntarily waives any right to claim that he is unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

Marcus understands that if he is barred or suspended from associating with any FINRA member, he becomes 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, Marcus 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

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

- A. To have a Complaint issued specifying the allegations against him;
- 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, Marcus 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.

Marcus 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

Marcus 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 him; and
- C. If accepted:

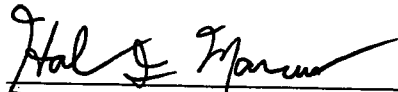
1. this AWC will become part of Marcus's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Marcus;
 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about Marcus's disciplinary record;
 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 4. Marcus 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. Marcus 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 Marcus'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.
- D. Marcus may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Marcus understands that he 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.

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

[Remainder Intentionally Left Blank]

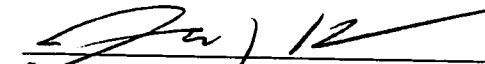
07/15/2016

Date (mm/dd/yyyy)



Respondent Hal Irving Marcus
(CRD No. 861802)

Reviewed by:

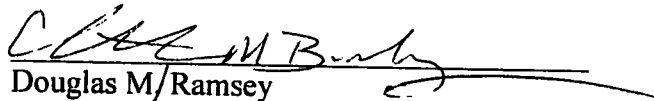

James L. Kopecky

Counsel for Respondent
Kopecky, Schumacher, Bleakley,
Rosenburg, P.C.
203 N. LaSalle St. Suite 1620
Chicago, IL 60601

Accepted by FINRA:

8/3/16
Date

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



Douglas M. Ramsey
Senior Regional Counsel
FINRA Department of Enforcement
55 West Monroe Street, Ste. 2700
Chicago, IL 60603