

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2018060415301**

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

RE: Howard Brian Landers, Respondent
Former General Securities Principal
CRD No. 1233612

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Respondent Howard Brian Landers 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

At various times since 1979, Landers was associated with several FINRA members. Most recently, from March 2018 through May 2019, Landers associated with Frontier Solutions, LLC ("Frontier"). On May 28, 2019, Frontier filed a Form U5 disclosing Lander's termination from the firm.

Although Landers is not currently associated with a FINRA member, FINRA retains jurisdiction over him pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

On September 30, 2016, FINRA issued an Order Accepting Offer of Settlement ("Order") in which he consented to a three-month all capacities suspension for willful violations of Article V, Section 2(c) of FINRA's By-Laws and FINRA Rules 1122 and 2010 for failing to timely amend his Form U4 to disclose tax liens. No fine was imposed based upon Landers' demonstrated inability to pay.

OVERVIEW

From March 2018 through May 2019 (the “Relevant Period”), Landers associated with Frontier while he was statutorily disqualified. As a result, Landers violated FINRA’s By-Laws Article III, Section 3(b) and FINRA Rule 2010.

In addition, Landers willfully failed to disclose a July 2017 voluntary petition for bankruptcy on his initial Form U4 filed at Frontier in August 2018, and only disclosed it on an amended Form U4 six months after the initial Form U4 filing and only after FINRA staff began investigating his non-disclosure. As a result, Landers willfully violated FINRA’s By-Laws Article V, Section 2(a) and FINRA Rules 1122 and 2010.

FACTS AND VIOLATIVE CONDUCT

Associating With a Member While Statutorily Disqualified

Article III, Section 3(b) of FINRA’s By-Laws prohibits a person who becomes statutorily disqualified from associating or continuing to associate with a FINRA member firm. A violation of Article III, Section 3(b) is also a violation of FINRA Rule 2010.

Under FINRA’s By-Laws, a “person is subject to a ‘disqualification’ with respect to membership, or association with a member, if such person is subject to any ‘statutory disqualification’ as such term is defined in Section 3(a)(39) of the [Exchange] Act.” Among the statutorily disqualifying events in Section 3(a)(39) is a person who files an application for association with a member of a self-regulatory organization, and who willfully omits any material fact in that application.

Landers was subject to a statutory disqualification as a result of the willful violations in the Order. In March 2018, Landers became associated with Frontier through a consulting agreement with the firm. On August 17, 2018, after Landers’ Form U4 was filed at Frontier, FINRA’s Registration and Disclosure Department notified Landers in writing that Landers was statutorily disqualified and he could not associate with the firm unless FINRA approved a Membership Continuance Application (“MC-400”). On September 6, 2018, Frontier submitted a MC-400 seeking approval of Landers’ association with the firm. The MC-400 was not approved and was withdrawn by Frontier in May 2019. Nonetheless, during the Relevant Period, Landers associated with Frontier while statutorily disqualified by: conducting exams of Frontier branch offices; reviewing and approving Frontier registered representatives’ outside business activities and private securities transactions requests; filing Forms U4 and U5 on behalf of Frontier for its registered representatives; reviewing requests from regulators and responding to regulators on behalf of Frontier, including requests from FINRA; and holding himself out to third parties as Frontier’s Chief Compliance Officer.

As a result of the foregoing, Landers willfully violated Article III, Section 3(b) of FINRA’s By-Laws and FINRA Rule 2010.

Willful Failure to Disclose a Bankruptcy Petition

Article V, Section 2(a) of FINRA's By-Laws requires that an "[a]pplication by any person for registration with the Corporation, properly signed by the applicant, shall be made to the Corporation . . . on the form to be prescribed by the Corporation and shall contain . . . such other reasonable information with respect to the applicant as the Corporation may require."

FINRA Rule 1122 provides that "[n]o member or person associated with a member shall file with FINRA information with respect to membership or registration which is incomplete or inaccurate so as to be misleading, or which could in any way tend to mislead, or fail to correct such filing after notice thereof."

A violation of FINRA Rule 1122 also constitutes a violation of FINRA Rule 2010, which requires all members to conduct business high standards of commercial honor and just and equitable principles of trade.

Landers filed and signed his Form U4 on August 13, 2018, while associated with Frontier.

Question 14K(1) of the Form U4 asks whether within the past 10 years "have you made a compromise with creditors, filed a bankruptcy petition or been the subject of an involuntary bankruptcy petition?" Landers answered no. However, on July 21, 2017, a Voluntary Petition for Individuals Filing for Bankruptcy was filed in the Southern District of Florida on behalf of Landers. Landers signed the bankruptcy petition and was aware of the bankruptcy petition at the time it was filed. Landers did not disclose the bankruptcy petition on his Form U4 until February 10, 2019 after FINRA staff inquired of Landers why he failed to disclose the bankruptcy. Accordingly, Landers willfully failed to timely disclose a reportable event, which was material information.

As a result of the foregoing, Landers willfully violated FINRA's By-Laws Article V, Section 2(a) and FINRA Rules 1122 and 2010.

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

- A two-year suspension from association with any FINRA member in any capacity.

Respondent has submitted a sworn financial statement and demonstrated an inability to pay. In light of the financial status of Respondent, no monetary sanctions have been imposed. Respondent 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, he 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.

Respondent understands that this settlement includes a finding that he willfully omitted to state a material fact 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, this omission makes him 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

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 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, 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 action 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.
- D. Respondent may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent 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.

Respondent certifies that he has read and understand all of the provisions of this AWC and has been given a full opportunity to ask questions about it; Respondent understands and acknowledges that FINRA does not represent or advise him and Respondent cannot rely on FINRA or FINRA staff members for legal advice. Respondent has agreed to the AWC's provisions voluntarily; and 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 this AWC.

12/10/2019
Date

Howard Brian Landers
Howard Brian Landers
Respondent

Accepted by FINRA:

12/23/2019
Date

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

Janine D. Arno
Janine D. Arno
Principal Counsel
Department of Enforcement
5200 Town Center Circle
Tower 1, Suite 200
Boca Raton, Florida 334