

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2016050903901**

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

RE: Michael J. Benn (CRD No. 4489423)
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Michael J. Benn ("Benn" or "Respondent"), 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

Benn first entered the securities industry in January 2002. From September 2004 to January 2017, Benn was registered as an Investment Company Products and Variable Contracts Representative through Cetera Financial Specialists LLC (BD No. 10358) ("Cetera"). From July 2007 to January 2017, Benn also was registered as a Direct Participation Programs Representative through Cetera. On January 12, 2017, Cetera filed a Uniform Termination Notice for Securities Industry Registration terminating Benn's employment with the firm.

Benn is not currently registered or associated with any member firm. However, Benn remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Benn does not have any relevant formal disciplinary history with the Securities and Exchange Commission, any self-regulatory organization or any state

securities regulator.

OVERVIEW

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

FACTS AND VIOLATIVE CONDUCT

In August 2016, FINRA began investigating whether Benn, the owner of an accounting firm, failed to timely remit funds obtained through payroll deductions into the individual retirement accounts of at least two employees.

In connection with that investigation, on January 23, 2017, FINRA staff sent Benn's counsel a letter, pursuant to FINRA Rule 8210, requesting that Benn appear for on-the-record testimony. As stated in his counsel's email to FINRA staff on January 31, 2017, and by this agreement, Benn acknowledges that he received FINRA's request and will not appear for on-the-record testimony at any time. By refusing to appear for on-the-record testimony as requested pursuant to FINRA Rule 8210, Benn 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 sanction imposed herein shall be effective on a date set by FINRA staff. 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

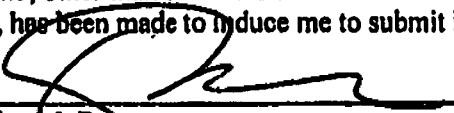
I understand that:

- 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;
- 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;

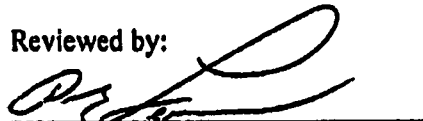
3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
4. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding 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.

1/27/2017
Date (mm/dd/yyyy)


Michael J. Behr

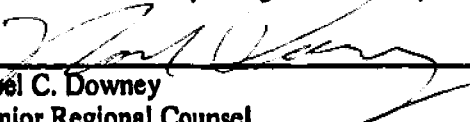
Reviewed by:


Paul G. Ferrara, Esq.
Counsel for Respondent
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(315) 422-1152

Accepted by FINRA:

2/13/17
Date

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


Neil C. Downey
Senior Regional Counsel
FINRA Department of Enforcement
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732-596-2042 (telephone)