

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2012033566204**

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

RE: Wayne Ivan Miiller, Respondent
General Securities Principal and Registered Representative
CRD No. 4813645

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

Wayne Ivan Miiller ("Miiller" or "Respondent") first entered the securities industry in June 2004 when he associated with a FINRA member firm and obtained his Series 6 and 63 licenses. Between November 2004 and January 2005, he was registered with another member firm. Miiller was not associated with another member firm until December 2008. He obtained his Series 7 license in January 2009, his Series 63 license in March 2009, his Series 24 license in May 2010, and his Series 65 license in October 2011. In April 2010, Miiller became registered with Accelerated Capital Group, Inc. ("Accelerated" or the "Firm") and, in October 2010, he became the President of the Firm. Miiller remains registered with the Firm.

OVERVIEW

From August 31, 2012 through January 8, 2016, while serving as Accelerated's President, Miiller failed to reasonably supervise JR, the Firm's Chief Compliance Officer and direct supervisor for all registered representatives in the Firm's Irvine,

California branch office. A former registered representative in the branch, BM,¹ made excessive, unsuitable, and unauthorized transactions in customer accounts. Miiller thereby violated NASD Rule 3010(a) and FINRA Rules 3110(a)² and 2010.

FACTS AND VIOLATIVE CONDUCT

Failure to Supervise

NASD Rule 3010(a) and FINRA Rule 3110(a) require members to establish and maintain a system to supervise the activities of each registered representative, registered principal, and other associated person that is reasonably designed to achieve compliance with the applicable securities laws and regulations and with applicable FINRA rules. FINRA Rule 2010 requires FINRA members to observe high standards of commercial honor and just and equitable principles of trade.

As Accelerated's President, Miiller was ultimately responsible for supervision at the Firm. Although Miiller believed that JR possessed the requisite experience to serve in her respective functions, once having delegated certain responsibilities to her, Miiller was also obligated to monitor whether JR was properly exercising the duties delegated to her and to respond to any red flags that indicated that the system in place or her supervision was deficient. Miiller failed to reasonably respond to red flags that the Firm's systems were not adequate and that JR was not capable of reasonably supervising BM.

In particular, Miiller failed to take sufficient reasonable corrective or remedial action after JR advised him that she was having difficulty analyzing the Firm's trade blotter and mutual fund switch reports and requested better surveillance tools in the form of exception reports. Although in late 2013 a compliance consultant was hired to assist JR in her account surveillance tasks, given JR's continued difficulty working with the existing blotter and reports, Miiller should have recognized that she still lacked the experience and training necessary to conduct reasonable trading surveillance using the Firm's existing surveillance tools even with the help of the compliance consultant.

Miiller also failed to act reasonably after he learned from JR that BM had excessively traded mutual fund "A" shares in customer accounts. Although BM was placed on heightened supervision in March 2014, neither JR nor anyone else at the Firm contacted BM's mutual fund customers. Had someone done so, Accelerated would have learned that BM's excessive mutual fund activity also was unauthorized in the accounts of at least nine of the 11 affected customers. In addition, while on heightened supervision, BM began to increasingly employ an

¹ Pursuant to an AWC dated February 22, 2016, BM was barred from the securities industry.

² NASD Rule 3010 was replaced by FINRA Rule 3110 on December 1, 2014. Accordingly, Miiller's supervisory failures prior to December 1, 2014 are in violation of NASD Rule 3010 and his supervisory failures after that date are in violation of FINRA Rule 3110.

unsuitable "swing trade" strategy for the same customers for whom he had been improperly trading the "A" shares. This conduct also went undetected due to the absence of an excessive trading exception report and JR's inability to detect excessive trading using the Firm's existing trade blotter.

By reason of the foregoing, Miiller violated NASD Rule 3010(a) and FINRA Rules 3110(a) and 2010.

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

- A suspension from association with any FINRA member in all principal capacities for a period of six months; and
- A \$10,000 fine.

The fine shall be due and payable either immediately upon re-association 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.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

I understand that if I am barred or suspended from associating with any FINRA member in a principal capacity, 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 a principal capacity, during the period of the bar or suspension (see FINRA Rules 8310 and 8311). Furthermore, because I am subject to a statutory disqualification during the suspension, if I remain associated with a member firm in a non-suspended capacity, an application to continue that association may be required.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

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:

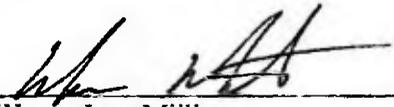
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs (“ODA”), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will 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.

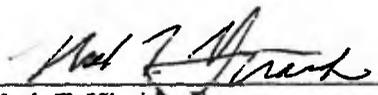
D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

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.

110917
Date (mm/dd/yyyy)


Wayne Ivan Miiller

Reviewed by:


Mark T. Hiraide, Esq.
Counsel for Respondent
Mitchell Silberberg & Knupp LLP
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Los Angeles, CA 90064
(310) 312-3768

Accepted by FINRA:

December 13, 2017
Date

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



Jason W. Gaarder
Senior Counsel
FINRA Department of Enforcement
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