



Lorraine Lee-Stepney
FINRA
Manager, Statutory Disqualification
Regulatory Operations
Telephone: 202-728-8442
Fax: 202-728-8441
E-mail: lorraine.lee@finra.org

August 8, 2014

Via Commercial Courier

Mr. Kevin O'Neill
Deputy Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Re: In the Matter of the Association of Jason Ginder (CRD # 1577288) with National Securities Corporation (CRD # 7569)

Dear Mr. O'Neill:

Effective August 8, 2014, and pursuant to Rule 19h-1(a)(3)(ii) under the Securities Exchange Act of 1934 ("SEA" or "Exchange Act"), the Financial Industry Regulatory Authority ("FINRA") hereby gives notification to the United States Securities and Exchange Commission ("the SEC" or "the Commission") of the association of Jason N. Ginder ("Ginder") as a General Securities Representative with National Securities Corporation ("NSC" or "the Firm"). The Firm filed a Membership Continuance Application ("MC-400" or "Application") with FINRA on July 18, 2014.¹

Ginder's Disqualifying Event

Ginder is subject to a statutory disqualification as a result of a March 9, 2011 final judgment entered by consent against him, which permanently enjoined Ginder from future violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Rule and Rule 10b-5 thereunder, in the civil action entitled *Securities and Exchange Commission v. Frederick J. O'Meally, et al.*, in the United States District Court for the Southern District of New York. The Commission's complaint alleged that from January 2001 until September 2003, Ginder and other Prudential Securities Inc. registered representatives defrauded mutual fund companies and the funds' shareholders

¹See MC-400 Application (and related attachments) filed by NSC on July 18, 2014 (attached as Exhibit 1).

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in order to engage in "market timing" trades on behalf of two hedge fund customers through the use of multiple customer account numbers and financial adviser numbers.

Subsequent to the injunction, the SEC filed an Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Exchange Act and Section 203(f) of the Investment Advisers Act of 1940, Marking Findings and Order Imposing Remedial Sanctions, In the Matter of Jason N. Ginder, dated March 18, 2011 ("the Order").² In the Order, the SEC suspended Ginder from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent, and from participating in any offering of penny stock for a period of nine (9) months, effective on the second Monday following the entry of the Order.

Ginder's Proposed Association

The Firm proposes to employ Ginder as a General Securities Representative (Series 7). NSC has represented that he will be acting in the capacity of an account executive for retail and institutional clients.³ Ginder will work from one of the Firm's branch offices, which is located at 410 Park Avenue, 14th Floor, New York, New York. His compensation will be "commission based and advisory fee based."⁴

Ginder's Regulatory History

There have been two customer complaints filed against Ginder.

The first complaint was filed in 1996.⁵ The customer alleged that Ginder engaged in excessive trading and the customer questioned the suitability of margin and options trading in the account. The alleged compensatory damages were \$64,300. The complaint was settled for \$25,000, with Ginder contributing \$12,500 towards the settlement.

The second complaint was filed in 2002.⁶ The customer alleged that the risk that Ginder was taking with their portfolio was resulting in losses. The alleged compensatory damage amount was \$110,000. The customer's claim was denied.

²See SEC's Order Instituting Public Administrative Proceedings, Making Findings and Imposing Sanctions, in the Matter of Jason N. Ginder, dated March 18, 2011 (attached as Exhibit 2).

³See letter from Bob E. Lehman and Scott D. Stechman, of Lehman & Eilen, LLP, to Lorraine Lee-Stepney, of FINRA, dated July 18, 2014 (attached as Exhibit 3).

⁴Id.

⁵See CRD Disclosure Occurrence Composite # 168016 (attached as Exhibit 4).

⁶See CRD Disclosure Occurrence Composite # 1110736 (attached as Exhibit 5).

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Aside from the SEC's injunction and Order, there have not been any additional complaints or regulatory actions brought against Ginder.

Prior SEC Rule 19h-1 and 19d-1 Notices

On May 3, 2012, Ginder was approved by FINRA to associate with Sanders Morris Harris, Inc., ("SMH") pursuant to Rule 19h-1(a)(3)(iv).⁷ The SEC acknowledged receipt of the notification on June 21, 2012.⁸ He was also approved to associate with Wunderlich Securities, Inc. ("Wunderlich") on March 11, 2013 and the SEC acknowledged that association on July 2, 2013.⁹

Ginder's Registration and Employment History

Registration History

Ginder first passed the Uniform Securities Agent State Law Examination (Series 63) in February 1987. He also qualified for the National Commodity Futures Examination (Series 3) in March 1987; as a General Securities Representative (Series 7) in April 1987; a General Securities Principal (Series 24) in February 1999; and he passed the Uniform Investment Adviser Law Examination in November 2000.¹⁰

Employment History

Ginder has been employed with eight broker dealers since January 1987.¹¹ Prior to NSC, Ginder was employed with Wunderlich from December 2012 to June 2014, with SMH from October 2003 to December 2012¹² and with SMH Capital Advisors, Inc., from October 2003 to December 2006. He also worked for Wachovia Securities LLC (n/k/a

⁷See 19h-1 Notification letter (without exhibits) sent to Elizabeth Murphy of the SEC, from Lorraine Lee-Stepney of FINRA, wherein Ginder was approved to associate with SMH, dated May 3, 2012 (attached as Exhibit 6).

⁸See letter from Robert C. Cushmac of the SEC, to Lorraine Lee of FINRA, dated June 21, 2012 (attached as Exhibit 7).

⁹See 19h-1 Notification letter (without exhibits) sent to Elizabeth Murphy of the SEC, from Lorraine Lee-Stepney of FINRA, wherein Ginder was approved to associate with Wunderlich, dated March 18, 2013 and the letter from Robert C. Cushmac of the SEC, to Lorraine Lee of FINRA, dated July 2, 2013 (attached together as Exhibit 8).

¹⁰See CRD records for Ginder (attached as Exhibit 9).

¹¹Id.

¹²Ginder did not associate with SMH during his period of suspension from March 28, 2011 until December 27, 2011.

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Wells Fargo Advisors, LLC) from July 2003¹³ to September 2003; he worked for Prudential Securities Inc. from January 2000 to July 2003; he was employed with CIBC World Markets Corp. from May 1989 to January 2000; and he worked at Drexel Burnham Lambert Inc. from January 1987 to May 1989.¹⁴

The Firm's Information

NSC is based in Seattle, Washington and has been a member of FINRA (f/k/a NASD) since February 3, 1947. The Firm has 146 branch offices and 44 Offices of Supervisory Jurisdiction ("OSJ"). NSC employs approximately 795 registered representatives, 189 registered principals and 1,123 non-registered employees. The Firm currently employs six other statutorily disqualified persons.¹⁵

Supervision of Ginder

Ginder's Primary Supervisor – Peter Beljakovic (CRD# 2405162)

Ginder will be supervised, onsite, by Peter Beljakovic ("Beljakovic"), a General Securities Principal.¹⁶ The Firm represents that Beljakovic is responsible for the direct supervision of four of the Firm's OSJs; and that he oversees one branch manager and 10 additional registered representatives.¹⁷ Beljakovic has been employed with the Firm, during various periods, since May 2008 and he has been registered as a General Securities Principal since December 2003. He also qualified for the Uniform Securities Agent State Law Exam (Series 63), in October 1994; as a General Securities Representative (Series 7) in September 1994; as a General Securities Supervisor (Options Module) (Series 9) in May 2004; and as a General Securities Sales Supervisor (General Module) (Series 10) in July 2004. Beljakovic has not recently been the subject of any formal or informal disciplinary proceedings.

¹³On July 1, 2003, there was a mass transfer of representatives from Prudential Equity Group, LLC to Wachovia Securities LLC n/k/a Wells Fargo Advisors, LLC.

¹⁴See Central Registration Depository ("CRD") employment records for Ginder (attached as Exhibit 5).

¹⁵The other statutorily disqualified individuals are Anthony J. Gavin, David C. Levine, Steven D. Schwartz, Kenneth J. Gilmore, Ralph A. Porpora and Dirk B. Petersen. The Firm was not required to file MC-400 Applications on behalf of these individuals because either the sanctions, from their disqualifying events, were not in effect or they had not triggered the need for a statutory disqualification review (pursuant to FINRA Regulatory Notice 09-19).

¹⁶See CRD records for Beljakovic (attached as Exhibit 10).

¹⁷See Exhibit 3.

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Ginder's Alternate Supervisor – Alfred V. Scerbo, Jr. (CRD# 1203201)

The Firm has proposed that Alfred V. Scerbo, Jr. ("Scerbo") will act as Ginder's alternate supervisor. He will also be supervising Ginder onsite. Scerbo has been employed with NSC since January 2006 and currently serves as the Firm's Regional Supervisory Officer.¹⁸ He has been registered as a General Securities Principal (Series 24) since April 1996.¹⁹ He also qualified as a General Securities Representative in November 1983²⁰; as a General Securities Sales Supervisor (Series 8) in May 1987²¹; as a Registered Options Principal (Series 4) in April 1991; he passed the NYSE Compliance Official Examination (Series 14) in June 1995; Research Analyst Examination (Series 87) in 2006; and the Uniform Investment Adviser Law Examination (Series 65) in December 2007. Scerbo has not recently been the subject of any formal or informal disciplinary proceedings.

Basis for FINRA's Filing of the 19h-1 Notification

In part, Rule 19h-1(a)(3)(ii) reads:

A notice need not be filed with the Commission pursuant to this rule if . . .

- ii. The self-regulatory organization finds, after reasonable inquiry, that except for the identity of the employer concerned, the terms and conditions of the proposed admission or continuance are the same in all material respects as those imposed or not disapproved in connection with a prior admission or continuance of the person subject to the statutory disqualification pursuant to an order of the Commission under paragraph (d) of this section or other substantially equivalent written communication and that there is no intervening conduct or other circumstance that would cause the employment to be inconsistent with the public interest or the protection of investors;

It is, therefore, appropriate for FINRA to file this notification, pursuant to Rule 19h-1(a)(3)(ii), because Ginder's proposed association with NSC is the same in all material respects as those imposed in his prior approvals to associate with SMH and Wunderlich.

FINRA knows of no other conduct or other circumstances which would cause Ginder's association with NSC, as a General Securities Representative, to be inconsistent with the

¹⁸Id.

¹⁹See CRD records for Scerbo (attached as Exhibit 11).

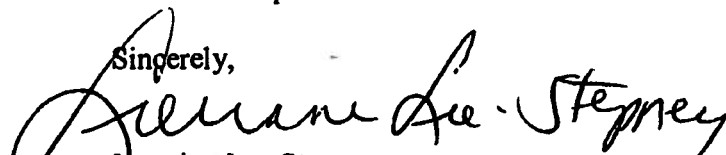
²⁰Scerbo also received an official waiver for the Series 7 in May 1991.

²¹Scerbo also received an official waiver for the Series 8 in February 1993.

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public interest or the protection of investors and believes that this form of notification is appropriate. The Firm is also a member of NASDAQ Stock Market, LLC ("NASDAQ") and the BATS Exchange and both self-regulatory organizations have concurred with FINRA's determination to approve Ginder's association with NSC as a General Securities Representative.

Sincerely,



Lorraine Lee-Stepney
Manager, Statutory Disqualification Program
FINRA

Enclosures

cc: Scott D. Stechman, Esq. Lehman & Eilen LLP Suite 505 50 Charles Lindbergh Blvd. Uniondale, New York 11553	(Via Electronic Mail & Commercial Courier)
Susan Murray Associate Director, Exchange Membership NASDAQ Stock Market, LLC	(Via Electronic Mail & w/out Exhibits)
Jeff Connell Head of Market Surveillance BATS Trading, Inc.	(Via Electronic Mail & w/out Exhibits)
Daniel M. Sibears Executive Vice President Member Regulation Programs FINRA	(Via Electronic Mail)
Ann-Marie Mason, Esq. Director & Counsel Regulatory Operations FINRA	(Via Electronic Mail)
Robert C. Cushmac Special Counsel Division of Trading and Markets U.S. Securities and Exchange Commission	(Via Commercial Courier)

Kevin O'Neill
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Andrew Love, Esq.
Counsel
Office of General Counsel
FINRA

(Via Electronic Mail & w/out Exhibits)

Thomas Mellett
Surveillance Director
Denver District Office
FINRA

(Via Electronic Mail & w/out Exhibits)

Valerie Amburn
Examination Manager
Seattle District Office
FINRA

(Via Electronic Mail)

Cyriac Edappully
Regulatory Analyst
Registration and Disclosure
FINRA

(Via Electronic Mail & w/out Exhibits)