

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014040951701**

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

**RE: Mark Charles Koehler ("Koehler")
General Securities Representative ("GSR")
CRD No. 2873947**

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Mark Charles Koehler, 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

Koehler entered the securities industry in February 1997 and became registered as a GSR in May 1999. Between February 1997 and December 2006, Koehler was associated with six FINRA regulated broker-dealers. In December 2006, Koehler became associated with Cetera Advisor Networks LLC ("Cetera") as a GSR. Koehler worked for the Firm as a registered representative in Chadds Ford, Pennsylvania.

On February 20, 2015, Cetera filed an initial Uniform Termination Notice of Securities Industry Registration ("Form U5") stating that Koehler was terminated on January 23, 2015. The Form U5 noted that the Firm terminated Koehler for accepting blank, signed forms from customers, and the Firm was reviewing Koehler's short term trading in mutual funds and other customer account activity.

On March 12, 2015, Koehler became associated with another FINRA regulated broker-dealer as a GSR. On June 2, 2017, that broker-dealer filed a Form U5 stating that Koehler was voluntarily terminated as of June 2, 2017. Koehler is not

currently associated with a FINRA regulated broker-dealer. Pursuant to the June 2, 2017 Form US filing, and Article V, Section 4 of the FINRA By-Laws, FINRA retains jurisdiction over Koehler.

RELEVANT DISCIPLINARY HISTORY

Koehler has no disciplinary history with the Securities and Exchange Commission, any state securities agency, FINRA or any other self-regulatory organization.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210(a)(1) provides that FINRA staff shall, for purposes of an investigation, complaint, examination, or proceeding, have the right to require any "person associated with a member, or any other person subject to FINRA's jurisdiction to provide information orally, in writing, or electronically . . . with respect to any matter involved in the investigation, complaint, examination, or proceeding."

FINRA Rule 2010 requires that associated persons, in the conduct of their business, observe high standards of commercial honor and just and equitable principles of trade. A failure to comply with FINRA Rule 8210 is a violation of FINRA Rule 2010.

FINRA commenced an investigation in April 2014 after receiving a tip that Koehler had engaged in unsuitable trades in the account of a senior customer, R.P. In its investigation, FINRA also reviewed trading in certain other of Koehler's customer accounts, including those associated with customer M.K. and her senior customer parents.

FINRA sought to investigate, among other activity, whether Koehler: (1) engaged in unsuitable trading, including short-term mutual fund switching and excessive trading in customer accounts, (2) placed undue influence on customer R.P. before her death, and (3) failed to disclose his status as a named beneficiary in customer R.P.'s will to his employing broker-dealer, Cetera.

In connection with its investigation, on May 9, 2017, FINRA sent to Koehler a request for documents and information pursuant to FINRA Rule 8210. The request asked for a response by May 16, 2017. Koehler failed to respond to this request. On May 17, 2017, Enforcement sent a second request letter, again requesting the documents called for in the May 9 request. The second request asked for a response by May 24, 2017. Koehler also failed to respond to the second request.

As stated in his counsel's telephone call to FINRA staff on May 24, 2017, and by this agreement, Koehler acknowledges that he received FINRA's Rule 8210 request for information and documents and will not produce the documentation and information requested. By refusing to produce information and documents as requested pursuant to FINRA Rule 8210, Koehler 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 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 sanctions 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 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.

I, Mark Charles Koehler, 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.


6/9/2017
Date (mm/dd/yyyy)


Mark Charles Koehler, Respondent

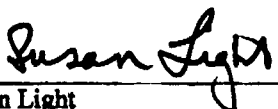
Reviewed by:


Sandra P. Lahens, Esq.
Counsel for Respondent
Lax & Neville LLP
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New York, NY 10018
Tel: 212.696.1999

Accepted by FINRA:

 6/29/17
Date

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


Susan Light
Senior Vice President and Chief Counsel
FINRA Department of Enforcement
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