



**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE, AT NASHVILLE**

TENNESSEE SECURITIES DIVISION,)	
Petitioner,)	
)	
vs.)	Order No. 14-004
)	
J. P. MORGAN SECURITIES, LLC)	
Respondent.)	

CONSENT ORDER

The Tennessee Securities Division (“TSD”) and J. P. Morgan Securities, LLC (“JPMS”) agree to the entry of this Consent Order in accordance with TENN. CODE ANN. Section 48-1-116 of the Tennessee Securities Act of 1980, as amended, TENN. CODE ANN. Sections 48-1-101 to 48-1-201 (2012) (“Act”), which states that the Commissioner of the Tennessee Department of Commerce and Insurance (“Commissioner”) may from time to time make such orders as are necessary to carry out the provisions of the Act.

Respondent, JPMS, hereby stipulates and agrees to the entry of this Consent Order, subject to the approval of the Commissioner, as follows:

RESPONDENT

I. WHEREAS, JPMS is a broker-dealer registered in the State of Tennessee, with a Central Registration Depository number of 79; and

2. State securities regulators from multiple jurisdictions, through the North American Securities Administrators Association (“NASAA”) of which the State of Tennessee is a participating member, have conducted an investigation into the registration of JPMS sales assistants (“SAs”) and JPMS’s supervisory systems with respect to the registration of its SAs; and

3. JPMS has cooperated with regulators by responding to inquiries, providing documentary evidence and other materials, and providing regulators with access to facts relating to the investigations; and

4. JPMS has advised regulators of its agreement to resolve the multi-state investigation pursuant to the terms specified in this Consent Order (“Order”); and

5. JPMS agrees to make, and already has made, certain remedial changes to its registration policies, supervisory procedures, and order entry systems, and agrees to make certain payments in accordance with the terms of this Order; and

6. JPMS elects to permanently waive any right to a hearing and appeal under TENN. CODE ANN. Sections 4-5-101 to 4-5-325 (2012) with respect to this Order; and

7. JPMS agrees that the scope of the multi-state investigation is from January 1, 2004 through December 31, 2011; and

8. Solely for the purposes of terminating the multi-state investigations, including the investigation by the staff of the TSD (“Staff”), and in settlement of the issues contained in this Order, JPMS, without admitting or denying the findings of fact or conclusions of law contained in this Order, consents to the entry of this Order.

9. NOW, THEREFORE, the Commissioner, as administrator of the Act, hereby enters this Order:

I.
FINDINGS OF FACTS

10. JPMS admits the jurisdiction of the TSD in this matter.

Relevant JPMS Business Units

11. JPMS's legacy wealth management business unit was referred to as Private Bank within JPMS. A review of Private Bank SAs was included in the scope of this investigation.

12. In July 2006, the legacy brokerage unit of Banc One Securities Corporation, then known as the Private Wealth Management ("PWM") business unit, was operating in J.P. Morgan Securities Inc., the predecessor broker-dealer to JPMS. A review of PWM SAs was included in the scope of this investigation.

13. In October 2008, the legacy brokerage unit of Bear, Stearns & Co. Inc., known as Private Client Services ("PCS"), was operating in J.P. Morgan Securities Inc., the predecessor broker-dealer to JPMS. A review of PCS SAs was included in the scope of this investigation.

Sales Assistant Registration Policies

14. For JPMS's legacy Private Bank, PWM, and PCS business units, SAs provided administrative and sales support to one or more JPMS brokers. Many SAs, as part of their support function to brokers, directly accepted and entered orders from clients.

Private Bank

15. SAs for Private Bank were generally not assigned to specific brokers but rather assisted all brokers in the respective offices in which they were located.

16. Private Bank SAs primarily supported one or more brokers in all facets of the daily business of Private Bank, including contacting clients, maintaining accounts, and accepting client orders.

17. Notably, all Private Bank SAs authorized to accept orders must comply with a fifty (50) state registration policy and compliance with this policy was confirmed prior to granting access to the order entry system.

Private Wealth Management

18. Like Private Bank SAs, PWM SAs were generally not assigned to specific brokers but rather assisted all brokers in the respective offices in which they were located.

19. PWM SAs primarily supported one or more brokers in all facets of the daily business of PWM, including client support, maintaining accounts, and accepting client orders.

20. From 2006 through 2008, JPMS's PWM endeavored to register SAs that were authorized to accept client orders in the same states as the broker(s) they supported, but PWM SAs were generally not registered in all fifty (50) states.

21. In 2009, PWM adopted Private Bank's fifty (50) state registration policy for all SAs who were authorized to accept client orders.

Private Client Services

22. Unlike SAs for Private Bank and PWM, SAs for PCS were generally assigned to support specific brokers.

23. PCS SAs' primary role was to support one or more brokers in all facets of the daily business of PCS, including extensive client contacts, reviewing account activity, and accepting orders from clients.

24. PCS policies required PCS SAs who were authorized to accept client orders to be registered in the same state as the broker(s) they supported, but PCS SAs were generally not registered in all fifty (50) states. The multi-state investigation revealed that, in some instances, there were PCS SAs that were authorized to accept client orders but not registered in the same state as the broker(s) they supported.

Unregistered Sales Assistants

25. Consistent with Private Bank's fifty (50) state registration policy, the multi-state investigation did not find that Private Bank SAs accepted orders without appropriate state registrations.

26. However, the multi-state investigation concluded that certain SAs for PWM and PCS accepted unsolicited orders at times when the SAs were not appropriately registered in Tennessee with the TSD.

Failure to Comply with Books & Records Requirements

27. At all relevant times, Private Bank has utilized an order entry system called TOPAZ.

28. Prior to October of 2008, PWM utilized an order entry system called Streetscape. In connection with each order, Streetscape recorded, among other information, the identity of the person who accepted the order from the client. In October of 2008, PWM transferred from Streetscape to TOPAZ.

29. Prior to February of 2011, TOPAZ did not specifically record the identity of the order acceptor (as distinct from the order enterer) and JPMS did not in all instances maintain a separate record to identify the order acceptor for equity or mutual fund trades. Furthermore, prior

to June of 2011, TOPAZ did not specifically record the identity of the order acceptor (as distinct from the order enterer) and JPMS did not in all instances maintain a separate record to identify the order acceptor for fixed income and structured product trades.

30. TENN. CODE ANN. Section 48-1-111(a) and TENN. COMP. R. & REGS. (Chapter 0780-04-03-.02(1)(a)17. require registered broker-dealers to comply with the records requirements of SEC Rule 17a-3 (6)(i) which requires each broker-dealer to make and maintain a memorandum of each brokerage order. In addition to other information, this memorandum is required to show the identity of any person, other than the employee responsible for the account, who accepted a client order. The memorandum need not show the identity of any person, other than the agent responsible for the account, who entered or accepted the order if the order is entered into an electronic system that generates the memorandum and if that system is not capable of receiving an entry of the identity of any person other than the responsible agent; in that circumstance, the dealer shall maintain a separate record that identifies each other person.

Remedial Efforts

31. JPMS has implemented a number of enhancements in its legacy PCS division since this investigation began, including implementing a new trading system with additional blocking mechanisms and the ability to confirm the registration status of order acceptors.

32. JPMS has further enhanced its registration, compliance training, and written compliance policies.

33. As noted above and as a result of the multi-state investigation, JPMS updated the TOPAZ system to record the identity of the order acceptor in the electronic order system.

34. JPMS provided substantial cooperation in connection with this regulatory investigation.

II. CONCLUSIONS OF LAW

1. The TSD has jurisdiction over this matter pursuant to the Act.
2. JPMS failed to establish an adequate supervisory system to monitor the registration status of persons accepting client orders, which constitutes grounds to impose sanctions under TENN. CODE ANN. Sections 48-1-112(a)(2)(B), 48-1-112(d) and TENN. COMP. R. & REGS. Chapter 0780-04-03-.02(7)(b).
3. JPMS's failure to ensure its SAs were registered in accordance with JPMS's written procedures constitutes a failure to enforce its established written procedures, and is grounds to impose sanctions under TENN. CODE ANN. Sections 48-1-112(a)(2)(J), 48-1-112(d) and TENN. COMP. R. & REGS. Chapter 0780-04-03-.02(7)(b).
4. Pursuant to the Act, JPMS's acceptance of orders in Tennessee through SAs who were not properly registered in Tennessee constitutes grounds to impose sanctions under TENN. CODE ANN. Sections 48-1-109(b) and 48-1-109(e).
5. JPMS's failures, in certain instances, to record the identity of the person accepting client orders entered through the TOPAZ system until June of 2011 constitute violations of TENN. CODE ANN. Section 48-1-112(a)(2)(B) for willfully violating or willfully failing to comply with any provision of the Act by failing to maintain adequate books and records as required pursuant to TENN. CODE ANN. Section 48-1-111.
6. Pursuant to the Act, the violations described above constitute a basis for the assessment of an administrative fine against JPMS in accordance with TENN. CODE ANN. Sections 48-1-109(e) and 48-1-112(d).

7. The TSD finds the following relief appropriate, in the public interest and necessary for the protection of investors.

III. ORDER

On the basis of the Findings of Facts, Conclusions of Law, and JPMS's consent to the entry of this Order,

IT IS HEREBY ORDERED:

1. This Order concludes the investigation by the TSD and any other action that the TSD could commence against JPMS under applicable Tennessee law on behalf of Tennessee as it relates to unregistered activity in Tennessee by JPMS's SAs and JPMS's supervision of SAs' registration status during the period from January 1, 2004 through December 31, 2011.

2. This Order is entered into solely for the purposes of resolving the referenced multistate investigation, and is not intended to be used for any other purpose. For any person or entity not a party to the Order, this Order does not limit or create any private rights or remedies against JPMS including, limit or create liability of JPMS, or limit or create defenses of JPMS, to any claims.

3. JPMS is hereby ordered to pay the sum of fifty-one thousand two hundred dollars (\$51,200.00) to the TSD within ten (10) days of the date of this Order, pursuant to the following instructions:

- (a) Six thousand two hundred dollars (\$6,200.00), designated for the Securities Division – Broker-Dealer/Agent Registration account, shall be paid by mailing a check, payable to the State of Tennessee – Securities Division, to:

State of Tennessee

Department of Commerce and Insurance
Securities Division
Attn: Director, Registration Section
500 James Robertson Parkway, 8th Floor
Davy Crockett Tower
Nashville, Tennessee 37243

- (b) Forty-five thousand dollars (\$45,000.00), designated for the Securities Division – Enforcement/Legal Training Fund, shall be paid by mailing a check, payable to the State of Tennessee – Securities Division, to:

State of Tennessee
Department of Commerce and Insurance
Securities Division
Attn: Asst. Director, Enforcement Section
500 James Robertson Parkway, 8th Floor
Davy Crockett Tower
Nashville, Tennessee 37243

4. This Order is not intended by the TSD to subject any Covered Person (as defined below) to any disqualifications under the laws of the United States, any state, the District of Columbia, Puerto Rico, or the U.S. Virgin Islands, or under the rules or regulations of any securities or commodities regulator or self-regulatory organization, including, without limitation, any disqualification from relying upon the state or federal registration exemptions or safe harbor provisions. “Covered Person” means JPMS or any of its affiliates and their current or former officers, directors, employees, or other persons that could otherwise be disqualified as a result of the Orders (as defined in paragraph 5 below).

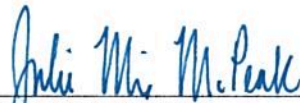
5. This Order and the order of any other State in any proceeding related to JPMS’s agreement to resolve the above referenced multi-state investigation (collectively, the “Orders”) shall not disqualify any Covered Person from any business that they otherwise are qualified, licensed or permitted to perform under applicable securities laws or regulations of Tennessee and

any disqualifications from relying upon this state's registration exemptions or safe harbor provisions that arise from the Orders are hereby waived.

6. This Order shall be binding upon JPMS and its successors and assigns as well as to successors and assigns of relevant affiliates with respect to the conduct subject to the provisions above and all future obligations, responsibilities, undertakings, commitments, limitations, restrictions, events, and conditions.

Dated this 19th day of December, 2014.

BY ORDER OF :



Julie Mix McPeak
Commissioner
Tennessee Department of Commerce and Insurance
Securities Division

CONSENT TO ENTRY OF ADMINISTRATIVE ORDER BY JPMS

J.P. Morgan Securities, LLC ("JPMS") hereby acknowledges that it has been served with a copy of this Consent Order ("Order"), has read the foregoing Order, is aware of its right to a hearing and appeal in this matter, and has waived the same.

JPMS admits jurisdiction of the TSD, neither admits nor denies the Findings of Fact and Conclusions of Law contained in this Order, and consents to the entry of this Order by the TSD as settlement of the issues contained in this Order.

JPMS agrees that it shall not claim, assert, or apply for a tax deduction or tax credit with regard to any state, federal, or local tax for any administrative monetary penalty that JPMS shall pay pursuant to this Order.

JPMS states that no promise of any kind or nature whatsoever was made to it to induce it to enter into this Order and that it has entered into this Order voluntarily.

Jeffrey M. Lipman represents that he is a Senior Vice President of JPMS and that, as such, has been authorized by JPMS to enter into this Order for and on behalf of JPMS.

Dated this 1st day of October, 2014.

J.P. MORGAN SECURITIES, LLC

By: [Signature]

Title: Senior Vice President

SUBSCRIBED AND SWORN TO before me this 1 day of OCTOBER, 2014.

[Affix seal]

Deborah Badagliacca
Notary Public in and for the
State of NY

My Commission Expires: APRIL 11, 2017