



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

September 10, 2012

Scott Holcomb, Esq.
General Counsel
J.P. Turner & Company, L.L.C.
One Buckhead Plaza
3060 Peachtree Road NW, 11th Floor
Atlanta, GA 30305

**Re: In the Matter of J.P. Turner & Company, LLC, and William L. Mello
Securities Exchange Act Release No. 67808, Sept. 10, 2012, Administrative Proceeding
File No. 3-15014—Waiver Request under Regulation A and Rule 505 of Regulation D**

Dear Mr. Holcomb:

This responds to your letter dated today, written on behalf of J.P. Turner & Company, LLC (“J.P. Turner”) and constituting an application for relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D under the Securities Act of 1933 (“Securities Act”). You requested a waiver from disqualifications from exemptions available under Regulation A and Rule 505 that may have arisen by virtue of the order entered September 10, 2012 by the Securities and Exchange Commission in In the Matter of J.P. Turner & Company, LLC, and William L. Mello, Release No. 34-67808 (the “Order”).

The Order was entered against J.P. Turner under Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”). It requires J.P. Turner to pay disgorgement of \$200,000, prejudgment interest of \$16,051, and a civil money penalty of \$200,000. The Order also requires J.P. Turner to comply with an enumerated list of undertakings, including an undertaking to retain the services of an independent consultant, and contemplates that such compliance will require several months to accomplish. The Order also was entered against William L. Mello, President of J.P. Turner, under both Section 15(b) of the Exchange Act and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”). It suspends Mr. Mello from association in a supervisory capacity with any broker, dealer, or investment adviser for five months and requires him to pay a civil money penalty of \$45,000.

According to your letter, J.P. Turner has requested a waiver because it understands that entry of the Order may have disqualified J.P. Turner from participating in Regulation A and Rule 505 offerings insofar as J.P. Turner is subject to an order of the Commission entered under Section 15(b) of the Exchange Act. In addition, you represented that J.P. Turner may be disqualified from participating as an underwriter because Mr. Mello is a managing member of J.P. Turner and entry of the order may render him a person subject to an order of the Commission entered under Section 15(b) of the Exchange Act and Section 203(f) of the Advisers Act.

For purposes of this letter, we have assumed as facts the representations set forth in your letter and the findings supporting entry of the Order. We also have assumed that J.P. Turner will comply with the Order.

Scott Holcomb, Esq.
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On the basis of your letter, I have determined that you have made showings of good cause under Rule 262 and Rule 505 that it is not necessary under the circumstances to deny the exemptions available under Regulation A and Rule 505 by reason of entry of the Order. Accordingly, pursuant to delegated authority, on behalf of the Division of Corporation Finance, and without necessarily agreeing that any such disqualifications arose by virtue of entry of the Order, the J.P. Turner is granted relief from any disqualifications from exemptions otherwise available under Regulation A and Rule 505 that may have arisen as a result of entry of the Order.

Very truly yours,

A handwritten signature in blue ink that reads "Gerald J. Laporte". The signature is written in a cursive style with a large initial "G".

Gerald J. Laporte
Chief, Office of Small Business Policy



J.P. Turner & Company, LLC
One Buckhead Plaza
3060 Peachtree Road NW, 11th Floor
Atlanta, GA 30305

September 10, 2012

ADVANCE COPY VIA E-MAIL

Gerald J. Laporte, Esq.
Chief, Office of Small Business Policy
Division of Corporate Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: In the Matter of J.P. Turner & Company, L.L.C., et al.
Administrative Proceeding File No. 3-15014

Dear Mr. Laporte:

This letter is submitted on behalf of J.P. Turner & Company, L.L.C. (“J.P. Turner” or “Respondent”), in connection with the settlement of the above-referenced matter, which followed an investigation by the U.S. Securities and Exchange Commission (the “Commission”). The Settlement relates to alleged violations of the federal securities laws by the Respondent and William Mello in connection with the supervision of certain registered representatives.

Respondent requests, pursuant to Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D, both promulgated under the Securities Act of 1933, as amended (“Securities Act”), a waiver of any disqualification from the exemptions under Regulation A and Rule 505 of Regulation D that may be applicable to the Respondent and any of its affiliates as a result of the entry of the Administrative Order described below.

Respondent respectfully requests that any such waiver be granted effective upon the entry of the Administrative Order. It is Respondent’s understanding that the Staff of the Division of Enforcement does not object to the grant of the requested waiver.

J.P. TURNER & COMPANY, LLC

OFFICE OF THE GENERAL COUNSEL

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BACKGROUND

The Staff of the Commission's Division of Enforcement engaged in settlement discussions with Respondent and Mr. Mello in connection with the above-described investigation. As a result of these discussions, Respondent and Mr. Mello have each submitted an Offer of Settlement which the Commission has determined to accept. The Commission alleges that (1) J.P. Turner failed reasonably to supervise certain registered representatives within the meaning of Section 15(b)(4)(E) of the Securities Exchange Act of 1934 ("Exchange Act") with a view to preventing and detecting the registered representatives' violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; and (2) Mr. Mello, in his capacity as president of the firm, failed reasonably to supervise the registered representatives within the meaning of Section 15(b)(6) of the Exchange Act and within the meaning of Section 203(f) of the Investment Advisers Act of 1940 with a view to preventing and detecting the registered representatives' violations. As contemplated by the offers of settlement, the Commission issued an order instituting administrative proceedings against the Respondent and Mr. Mello (the "Administrative Order").¹

Respondent and Mr. Mello neither admit nor deny the allegations in the Administrative Order except as to personal and subject matter jurisdiction, which they have admitted, and they consented to the entry of the Administrative Order. As negotiated by the parties, the Administrative Order, among other things: (i) censures J.P. Turner, (ii) requires that J.P. Turner comply with certain undertakings, including retaining, at its own expense, the services of an Independent Consultant to review and implement its written supervisory policies and procedures designed to prevent and detect churning, and (iii) requires J.P. Turner to pay disgorgement of \$200,000, prejudgment interest of \$16,051, and a civil money penalty of \$200,000. The Administrative Order also suspends Mr. Mello from association in a supervisory capacity with any broker, dealer, or investment adviser for a period of five months, and requires him to pay a civil penalty of \$45,000.

DISCUSSION

Regulation A and Rule 505 of Regulation D provide exemptions from registration under the Securities Act for certain offerings of limited size. Rule 262(b)(3) of Regulation A and Rule 505(b)(2)(iii) of Regulation D provide for disqualification from these exemptions if, among other things, any director, officer, general partner or 10% beneficial equity owner of the issuer, or any underwriter of the securities to be offered or any partner, director or officer of any such underwriter, in any such case is subject to an order of the Commission entered pursuant to section 15(b), 15B(a), or 15B(c) of the Exchange Act, or section 203(e) or (f) of the Investment Advisers Act of 1940 ("Advisers Act").² These Rules, however, also provide that these

¹ *In the Matter of JP Turner & Company, LLC, and William Mello*, Administrative Proceeding File No. 3-15014 (Sept. 10, 2012).

² See 17 C.F.R. §§262(b)(3) and 505(b)(2)(iii).

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disqualifications shall not apply if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the exemptions be denied.³

Respondent understands that the entry of the Administrative Order may have disqualified it and certain of its affiliates from participating in certain offerings that are otherwise exempt under Regulation A and Rule 505 of Regulation D under the Securities Act, insofar as the Respondent is subject to an order of the Commission pursuant to Section 15(b) of the Exchange Act. Further, Rule 262(b)(3) disqualifies “any partner, director, or officer of any . . . underwriter [who] [i]s subject to an order of the Commission entered pursuant to Section 15(b), 15B(a), or 15B(c) of the Exchange Act, or Section 203(e) or (f) of the [Advisers Act]” from the exemptions provided by Regulation A or Rule 505 of Regulation D under the Securities Act. Mr. Mello is not a partner, director, or officer of the Respondent, however, Mr. Mello is a managing member of the Respondent. As a managing member of a LLC, Mr. Mello may perform functions similar to directors. Respondent understands that it is possible that the Administrative Order against Mr. Mello could be deemed to disqualify the Respondent and certain of its affiliates from participating in certain offerings that are otherwise exempt under Regulation A and Rule 505 of Regulation D under the Securities Act. Pursuant to these regulations, the disqualifications could also apply to any issuer, underwriter or other person participating in such an offering with the Respondent. As noted above, however, the Commission has the authority to waive Regulation A and Rule 505 of Regulation D exemption disqualifications upon a showing of good cause that such disqualifications are not necessary under the circumstances.⁴

Respondent respectfully requests that effective upon the entry of the Administrative Order, the Commission waive any disqualifying effects that the Administrative Order may have under Regulation A and Rule 505 of Regulation D, to the extent they may be applicable to the Respondent and any of its affiliates, on the following grounds:

1. The disqualification of the Respondent from the exemptions under Regulation A and Rule 505 of Regulation D would be unduly and disproportionately severe given the nature of the conduct alleged in the Administrative Order. The conduct of the Respondent alleged in the Administrative Order does not pertain to whether or not securities offerings were conducted in compliance with the exemptions from registration provided by Regulation A or Rule 505 of Regulation D. Rather, as noted above, the conduct alleged in the Administrative Order related to the supervision of certain registered representatives.
2. In the future, issuers may wish to retain J.P. Turner to participate in offerings of securities conducted in reliance on the exemption provided by Regulation A or Rule 505 of Regulation D. Consequently, the disqualification of the Respondent could adversely affect J.P. Turner’s business operations with regard to securities distribution and could adversely affect third parties (which could include affiliates of J.P. Turner) that may

³ See 17 C.F.R. §§262 and 505(b)(2)(iii)(C).

⁴ See 17 C.F.R. §§230.262 and 230.505(b)(2)(iii)(C).

wish, but because of the disqualification would be unable, to retain J.P. Turner or participate with it in connection with transactions that rely on these exemptions.

3. During the period of Mr. Mello's suspension from association in a supervisory capacity with any broker, dealer or investment adviser, Mr. Mello will not directly participate in any Regulation A or D offerings except to the extent that Mr. Mello could be deemed indirectly involved in a Regulation A or D offering due to his position as a managing member of J.P. Turner.
4. Respondent voluntarily cooperated with the Division of Enforcement's investigation by producing documents, information, and witnesses at the Enforcement Staff's request without subpoena. Moreover, the Administrative Order notes that the Respondent took prompt remedial acts and cooperated with the Staff.
5. Finally, the disqualification of Respondent would be unduly and disproportionately severe because Respondent will be required under the Administrative Order to pay a total of \$461,051 in disgorgement, interest and civil money penalties. J.P. Turner has also agreed to certain undertakings as set forth in the Administrative Order. Thus, the disqualification would result in an additional penalty beyond what the Administrative Order requires.

In light of the foregoing, Respondent believes that disqualification is neither necessary nor in the public interest or for the protection of investors, and that Respondent has shown good cause that relief should be granted. Accordingly, Respondent respectfully requests that the Commission, and the Division of Corporate Finance pursuant to delegated authority, waive the disqualification provisions in Regulation A and Rule 505 of Regulation D that may be applicable to Respondent and any of its affiliates as a result of the entry of the Administrative Order.

Please do not hesitate to contact me at (404) 479-8213 or our counsel for this matter, Amy Natterson Kröll at (202) 373-6118, if you have any questions regarding this request.

Very truly yours,



Scott Holcomb
General Counsel

cc: William L. Mello

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OFFICE OF THE GENERAL COUNSEL

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