

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2005001267501

TO: Department of Enforcement
NASD

RE: Travis Donald Wakeley, Respondent
General Securities Representative
CRD No. 1305673

Pursuant to Rule 9216 of NASD Code of Procedure, Travis Donald Wakeley (Respondent) submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against Respondent alleging violations based on the same factual findings.

Respondent understands that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Respondent; and
3. If accepted:
 - a. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against Respondent;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about Respondent's disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and

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- d. Respondent 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. Nothing in this provision affects Respondent's testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

Respondent also understands that his experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

Travis Donald Wakeley entered the securities industry in September 1984, when he associated with NASD member firm, H.D. Vest Investment Services. He obtained Series 7 and 63 securities licenses in November 1984 and December 1984, respectively. Wakeley spent his entire career at H. D. Vest until his termination on May 16, 2005. His disciplinary history includes the following:

On October 12, 2005, the Texas State Securities Board revoked Wakeley's registration in the state of Texas (Case No. IC05-REV-27) for his involvement in the offers and sales of securities related to Auto Hard Tops, Inc. to Texas residents without providing certain required disclosures. Specifically, Wakeley failed to obtain the required written permission from H.D. Vest prior to engaging the above-described offers and sales. Wakeley also failed to disclose that he was the CFO of Auto Hard Tops "In Title Only," and that he actually had no knowledge of the company's finances, nor did he perform any duties at Auto Hard Tops that would generally be expected of a CFO.

I.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against Respondent;
- B. To be notified of the Formal 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 NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, Respondent specifically and voluntarily waives any right to claim bias or prejudgment of the General Counsel, 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.

Respondent further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of 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.

II.

ACCEPTANCE AND CONSENT

- A. Respondent hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD 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 NASD:
 - 1. During the period from approximately January 2003 through at least August 2003, Travis Donald Wakeley engaged in private securities transactions without providing prior written or verbal notice to H.D. Vest that described in detail the proposed transactions and his role therein, and stating whether he had received or may receive selling compensation in connection with the transactions. Specifically, Wakeley offered and sold at least \$200,000 worth of securities in the form of promissory notes issued by Auto Hard Tops, Inc. to approximately four investors, who also received gift shares of Auto Hard Tops stock in connection with their investments.

2. During the period from approximately January 2003 through at least August 2003, Wakeley engaged in outside business activities by serving as Executive Vice President, Secretary and Chief Financial Officer of Auto Hard Tops, Inc. without providing prompt written notice to his employing member firm.

Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rules 2110, 3030 and 3040 by Travis Donald Wakeley.

3. In January 2003, Travis Donald Wakeley, while associated with H.D. Vest, made an investment recommendation to public investor LD, without having reasonable grounds for believing that the recommendation was suitable for LD based on her age, risk tolerance, investment objective, investment experience, and net worth. Specifically, Wakeley recommended that LD invest \$100,000 with Auto Hard Tops, Inc. in exchange for a promissory note that would purportedly pay 10% monthly interest for one year, after which LD's principal investment would be returned.

At the time of Wakeley's investment recommendation, LD was a 66-year-old, retired widow with low risk tolerance and preservation of capital as her investment objective. Her annual income was \$28,000 to \$30,000 and consisted of social security, a pension, and a \$1,300 monthly annuity payout that was about to terminate. LD's net worth was approximately \$500,000, including her liquid net worth of \$34,000. Her investment experience consisted of ten years of investing in bonds. The \$100,000 invested with Auto Hard Tops represented the bulk of the proceeds that LD received from the sale of her home, and was earmarked for the purchase of a smaller home so that LD would not have a mortgage. To date, LD's investment principal has not been returned.

Such acts, practices, and course of conduct constitute separate and distinct violations of NASD Conduct Rules 2110 and 2310 by Travis Donald Wakeley.

- B. Respondent also consents to the imposition, at a maximum, of the following sanctions:

A bar from association with any NASD member firm in any capacity.

Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

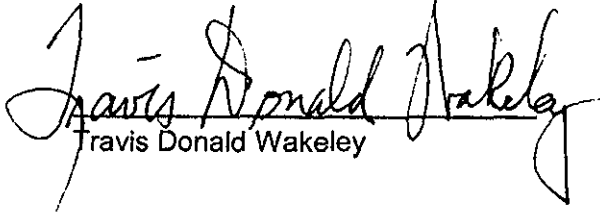
III.

OTHER MATTERS

Respondent understands that if he is barred or suspended from associating with any NASD member, he becomes subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, Respondent may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1.)

Respondent certifies that he has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce him to submit it.

12-13-2006
Date


Travis Donald Wakeley

Reviewed by:

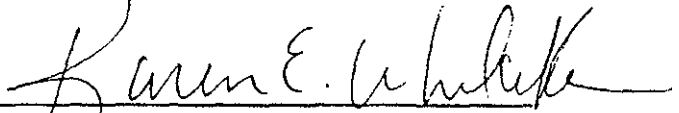
Counsel for Respondent

Letter of Acceptance, Waiver and Consent
2005001267501/Travis Donald Wakeley

Accepted by NASD:

12/22/2006
Date

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



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