

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2005002812901

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REGISTRATION & DISCLOSURE

TO: Department of Enforcement
NASD

RE: Asa Williams, Respondent
General Securities Principal
CRD No. 2233649

Pursuant to Rule 9216 of NASD Code of Procedure, I submit 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 me alleging violations based on the same factual findings.

I understand 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 me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my 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
 - d. 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. Nothing in this provision affects my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my 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:

Asa Williams entered the securities industry in April 1992 as an associated person of a member of NASD. From May 1992 until September 1992, he was registered as an Investment Company / Variable Contracts Representative. He became registered as a General Securities Representative in January 2001, and as a General Securities Principal in March 2002. From December 2003 until October 2005, he was registered through Synergy Investment Group, LLC as a General Securities Principal and General Securities Representative. Since April 2007, he has been registered through another member firm as a General Securities Principal and General Securities Representative.

Respondent Williams has not been the subject of prior disciplinary action by NASD, other self-regulatory organizations, the Securities and Exchange Commission, or any state regulator.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- 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, I specifically and voluntarily waive 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.

I further specifically and voluntarily waive 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. 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 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.

On or about December 3, 2004, Asa Williams engaged in a private securities transaction without prior notice to and approval from his employer member firm, Synergy Investment Group, LLC, in that he participated in the sale to SL, a corporation, of common stock issued by Advanced Robotic Vehicles, Inc. ("ARVI") for \$99,990.

Such acts, practices and conduct constitute a violation of NASD Conduct Rule 3040 by Asa Williams. Such conduct is inconsistent with high standards of commercial honor and just and equitable principles of trade and a violation of Conduct Rule 2110 by Respondent Williams.

2.

During the period from August 2004 until December 2004, Asa Williams engaged in outside business activities. Respondent Williams was the President and sole shareholder of Saint Clair Investment and Loan Co. ("SCIL"). On behalf of SCIL, Respondent Williams negotiated with ARVI for an agreement in which SCIL would assist ARVI in raising capital through a public offering or private placement of its stock. In December 2004, Respondent Williams accepted on behalf of SCIL a retainer payment of \$10,000 from ARVI as partial compensation for the services to be provided by SCIL. Respondent Williams engaged in such outside business activities without providing prompt written notice to his employer member firm, Synergy Investment Group, LLC.

Such acts, practices and conduct constitute a violation of NASD Conduct Rule 3030 by Asa Williams. Such conduct is inconsistent with high standards of commercial honor and just and equitable principles of trade and a violation of Conduct Rule 2110 by Respondent Williams.

- B. I also consent to the imposition, at a maximum, of the following sanctions:

Asa Williams shall be suspended from associating with any member of NASD in any capacity for a period of four months. In addition, he will be fined \$20,000, which includes the disgorgement of financial benefits received of \$10,000.

The sanctions imposed herein shall be effective on a date set by NASD staff.

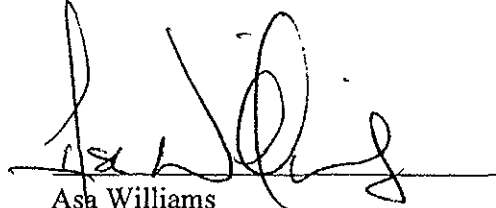
III.

OTHER MATTERS

- A. I understand that I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by NASD, nor does it reflect the views of NASD or its staff.
- B. I agree to pay any monetary sanctions imposed on me upon notice that this AWC has been accepted and that such payments are due and payable and have attached an Election of Payment form showing the method by which I propose to pay any fine imposed.
- C. I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, any monetary sanction imposed in this matter.
- D. I understand that if I am barred or suspended from associating with any NASD member, I become 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, I 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.)

I 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, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce me to submit it.

April 25, 2007
Date


Asa Williams
Respondent

Reviewed by:

Counsel for Respondent

Accepted by NASD:

May 16, 2007
Date

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


David Utevsky
Regional Counsel
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