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REGISTRATION & DISCLOSURE

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2005003286801

TO: Department of Enforcement
NASD

RE: Kevin L. Zinn, Respondent
Registered Representative
CRD No. 2544354

Pursuant to Rule 9216 of NASD Code of Procedure, Kevin L. Zinn ("Zinn") 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 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

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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:

Zinn first became registered with NASD as a General Securities Representative through a former member firm in 1994. On February 1, 2005, Zinn became registered with NASD through member firm TradeRight Securities, Inc., as a General Securities Representative. On July 20, 2005, TradeRight filed a Form U5 on Zinn's behalf disclosing that Zinn was voluntarily terminated on July 15, 2005. On July 22, 2005, Zinn became registered with NASD as a General Securities Representative through member firm Westpark Capital, Inc. On January 12, 2006, Westpark Capital filed a Form U5 on Zinn's behalf disclosing that he was voluntarily terminated that same day. Zinn is not presently associated with any member firm and he does not have any NASD disciplinary history.

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:

- From February through March 2005, Zinn participated in a private securities transaction, assisting a Florida corporation raise capital, without providing prior written notice to, or obtaining prior written approval from, his employer member firm TradeRight Securities. Specifically, Zinn received a total of \$30,000 from an investor wanting to purchase shares in that corporation. Zinn transmitted those funds to the company and elsewhere in accordance with its instructions. By reason of the foregoing, Zinn violated NASD Conduct Rules 3040 and 2110.
- From February 1, 2005 to July 15, 2005, Zinn engaged in an outside business activity without giving TradeRight Securities, his employer member firm, any written notice of that activity. Specifically, Zinn served as the Vice-President of a Florida corporation. By reason of the foregoing, Zinn violated NASD Conduct Rules 3030 and 2110.
- On December 6, 2005, January 10, 2006, and February 3, 2006, NASD Staff mailed Zinn letters requesting that he provide documents and information regarding, *inter alia*, the above-referenced private securities transactions and outside business activities. Those requests were sent pursuant to NASD Procedural Rule 8210. Zinn failed to respond to those requests. By reason of the foregoing, Zinn violated NASD Procedural Rule 8210 and NASD Conduct Rule 2110.

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

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

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

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.

5/15/07
Date

Kevin I. Zinn

Accepted by NASD:

6/11/2007
Date

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

Jonathan M. Prytherch
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