

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 200600565780 DISTRICT 9 NEW JERSEY

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REGISTRATION & DISCLOSURE

TO: Department of Enforcement
NASD

RE: Brendon W. Myers, Respondent
Registered Representative
CRD No. 2140219

Pursuant to Rule 9216 of NASD Code of Procedure, Brendon W. Myers ("Myers") 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 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:

On September 23, 1991, Myers became registered with NASD through a member firm as a General Securities Representative (Series 7). In June 1991, Myers successfully completed the Uniform Securities Agent State Law Examination (Series 63) and, in October 1994, Myers also passed the Uniform Investment Advisor Law Exam (Series 65). From March 17, 2004 to May 26, 2006, Myers was registered as a General Securities Representative through Ryan Beck & Co. Myers is not currently associated with a member firm and has not previously been the subject of an NASD disciplinary action.

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:

- Between May 10, 2006 and May 23, 2006, Myers informed customer TT that he had sold 1,900 shares in Paragon Technologies ("Paragon"). Myers, however, had failed to sell the Paragon shares. Moreover, Myers created and sent a false sales confirmation statement to customer TT. As a result of this conduct, Myers violated NASD Conduct Rule 2110;
- At various times from March 1, 2006 to May 26, 2006, Myers effected a total of six unauthorized transactions of Paragon shares in five separate customer accounts. As a result of this conduct, Myers violated NASD Conduct Rule 2110 and IM-2310-2; and
- At various times from March 1, 2006 to May 26, 2006, Myers falsified at least six order tickets in connection with the purchase of Paragon shares in five different customer accounts. Myers' employer member firm prohibited him from soliciting the purchase of Paragon shares. To evade this prohibition, Myers falsely indicated that the trades were "unsolicited" on the six order tickets. As a result of this conduct, Myers violated NASD Conduct Rules 3110 and 2110.

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

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

The sanction 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 association 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.

5-11-07
Date

Brendon W. Myers
Brendon W. Myers

Accepted by NASD:

5/31/07
Date

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

Noel C. Downey
Noel C. Downey
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NASD Department of Enforcement
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NASD District Director

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