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**FINANCIAL INDUSTRY REGULATORY AUTHORITY (FINRA)
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20060065638-01**

FINRA District 4

**To: Department of Enforcement
FINRA**

**Re: Michael C. Hopen
Investment Company and Variable Contracts Products Representative
(CRD No. 1315490)**

Pursuant to Rule 9216 of the FINRA Code of Procedure, I, Michael C. Hopen (Hopen) submit this Letter of Acceptance, Waiver and Consent (AWC) for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against me alleging violations based on the same factual findings described herein.

I. 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 FINRA, or to which FINRA 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 FINRA:

Background

Hopen entered the securities industry on August 22, 1984. From December 4, 1997 through October 2, 2006, Hopen was associated with FINRA (f/k/a NASD) member TransAmerica Financial Advisors, Inc. and was registered with FINRA as an investment company and variable contracts products representative.

Hopen is not currently associated with any FINRA member or registered with FINRA in any capacity. However, FINRA retains jurisdiction over Hopen pursuant to Article V, Section 4 of the FINRA By-Laws.

Relevant Prior Disciplinary History

Hopen has not been the subject of prior formal disciplinary action by FINRA.

Overview

Hopen engaged in a scheme to obtain non-securities funds from G.R.R. from about November 17, 2003 to about May 25, 2006 (the relevant period). This violated NASD Conduct Rule 2110. Hopen also failed to respond to letters dated November 7, 2006 and November 22, 2006, requesting documents and information from Hopen. This violated NASD Procedural Rule 8210 and NASD Conduct Rule 2110.

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Facts and Violative Conduct by Respondent

During the relevant period, Hopen engaged in a scheme to obtain non-securities funds from G.R.R., who was an elderly customer. Pursuant to this scheme, Hopen transmitted, or caused to be transmitted, electronic wire transfers of funds and money from G.R.R.'s bank account to Hopen's credit card accounts. Further, pursuant to this same scheme to obtain non-securities funds from G.R.R., Hopen caused approximately 30 checks to be written on G.R.R.'s bank account. The checks were made payable to Hopen. Pursuant to this scheme, Hopen obtained approximately \$16,700 in non-securities funds from G.R.R.¹

Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rule 2110 by Hopen.

After FINRA staff opened this investigation, the staff sent a letters dated November 7, 2006 and November 22, 2006, to Hopen requesting documents and information. The letters were sent pursuant to and in accordance with NASD Procedural Rule 8210. Hopen did not respond to these letters.

Such acts, practices and conduct constitute separate and distinct violations of NASD Procedural Rule 8210 and NASD Conduct Rule 2110 by Hopen.

B. I also consent to the imposition of the following sanctions:

a bar from association with any FINRA member in any capacity.

The sanctions imposed herein shall be effective on a date set by FINRA staff. Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

II. WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under FINRA'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

¹On September 26, 2007, Hopen pled guilty in the United States District Court for the Eastern District of Missouri to violating 18 U.S.C. § 1343, relating to his above-referenced misconduct.

- D. To appeal any such decision to the National Adjudicatory Council (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 NASD FINRA Procedural Rule 9143 or the separation of functions prohibitions of NASD Procedural 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.

III. OTHER MATTERS

I understand that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs (ODA), pursuant to NASD Procedural Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
- C. If accepted:
1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about my disciplinary record;
 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Procedural Rule 8310 and IM-8310-2; and
 4. 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. I may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects my right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- D. I understand that if I am barred or suspended from associating with any FINRA 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 FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Procedural 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; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

10-06-07
Date


MICHAEL C. HOPEN

Reviewed by:

Counsel for Respondent Hopen

Accepted by FINRA:

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

10-16-07
Date


Jeffrey A. Ziesman, Regional Counsel