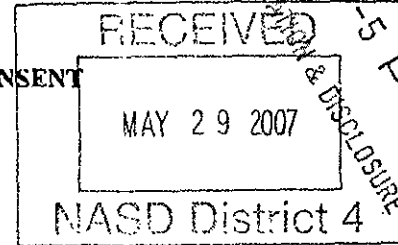


NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20060069702-01



**To: Department of Enforcement
NASD**

**Re: Michael C. Behrend
General Securities Representative
(CRD No. 4401272)**

Pursuant to Rule 9216 of NASD Code of Procedure, I, Michael C. Behrend (Behrend), 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 Procedural 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.

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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:

Behrend entered the securities industry on May 2001. From November 23, 2004, through November 1, 2006, Behrend was associated with NASD member Princor Financial Services Corporation (Princor) and was registered with NASD as a general securities representative.

Behrend is not currently associated with any NASD member or registered with NASD in any capacity. However, NASD retains jurisdiction over Behrend pursuant to Article V, Section 4 of NASD By-Laws. Behrend has not been the subject of prior formal disciplinary action by NASD.

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.

In addition, I specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of NASD 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.

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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:

Devising Scheme and Intending to Devise Scheme to Defraud Customers of Money and Property by False Representations NASD Conduct Rule 2110

1. Pursuant to a scheme to obtain money and property by false means, Behrend created phony correspondence and forged signatures on requests for disbursements of funds from insurance and investment accounts held at Princor and Princor's affiliate, Principal Financial Services Corporation.
2. Behrend requested that checks drawn on customer accounts be sent directly to Behrend. The checks were ultimately sent to Behrend. Upon receiving the checks, Behrend forged the customers' signatures on the back of the checks. Behrend then added his own signature on the back of the checks.
3. Behrend then deposited these checks into his personal account. Behrend deposited \$20,460.99 in his own bank accounts under the foregoing scheme. Behrend never returned any of the \$20,460.99 to customer accounts.¹
4. Such acts, practices and conduct constitute separate and distinct violations of NASD Conduct Rule 2110 by Behrend.

Failure to Respond to Requests for Information NASD Procedural Rule 8210 and NASD Conduct Rule 2110

5. On December 14, 2006, and January 18, 2007, NASD staff sent Behrend requests for information pursuant to and in accordance with NASD Procedural Rule 8210.
6. Behrend failed to respond to these requests for information.

¹On May 15, 2007, Behrend pled guilty in the United States District Court for the District of South Dakota to violating 18 U.S.C. § 1341, relating to his above-referenced misconduct.

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7. Such acts, practices and conduct constitute separate and distinct violations of NASD Procedural Rule 8210 and NASD Conduct Rule 2110 by Behrend.
- B. Behrend also consents to the imposition, at a maximum, of the following sanctions:
1. 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

- A. 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 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, 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.

Date 5/25/07


MICHAEL C. BEHREND

Reviewed by:

Counsel for Michael C. Behrend

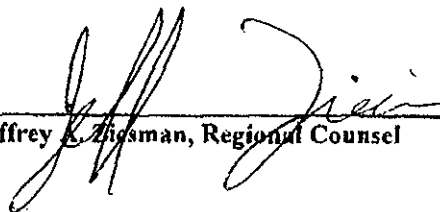
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Accepted by NASD:

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

6-4-07

Date



Jeffrey A. Zisman, Regional Counsel

NASD District Director

Thomas D. Clough
120 West 12th Street, Suite 900
Kansas City, MO 64105
(816) 802-4700