

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2007009610101**

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REGISTRATION & DISCLOSURE

TO: Department of Enforcement
Financial Industry Regulatory Authority ("FINRA")

RE: Michael H. McClellan, Respondent
General Securities Representative
CRD No. 325497

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, I, Michael H. McClellan, submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violation 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

From February 1, 1982 through June 22, 2007, McClellan was associated with FINRA member Linsco/Private Ledger Corp. (LPL) as a general securities representative. On June 22, 2007, LPL terminated McClellan and filed a Form U5 on his behalf. McClellan is not presently associated with a FINRA member. McClellan has no relevant disciplinary history.

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OVERVIEW

From October 1990 through May 2006, McClellan converted \$302,127.59 from two trusts. McClellan used these funds for his own personal use and benefit.

FACTS AND VIOLATIVE CONDUCT

1. Conversion of Customer PM Trust's Funds

In or about September 1990, McClellan was appointed as the trustee for the PM Trust. PM established the trust for her children, KM and RWM, the sole beneficiaries of the PM Trust. In or about October 1990, McClellan, as Trustee, also opened a brokerage account at LPL for the PM Trust.

From October 1990 through May 2006, McClellan, without authorization, disbursed from the PM Trust's bank and money market accounts and the LPL brokerage account a combined total of at least \$201,410.09. McClellan used these funds for his own benefit, thereby converting at least \$201,410.09 of the assets from the PM Trust.

The foregoing acts, practices, and conduct constitute a violation of NASD Conduct Rules 2330 and 2110 by McClellan.

2. Conversion of Funds from the RM Trust

In or about 1992, McClellan was appointed as the trustee for the RM Trust. RM had established the trust for his children, KM and RWM, the sole beneficiaries.

Between August 1992 and March 1998, McClellan, without authorization, disbursed from the RM Trust bank accounts the sum of at least \$99,717.50. McClellan used these funds for his own benefit, thereby converting at least \$99,717.50 of the assets from the RM Trust.

The foregoing acts, practices, and conduct constitute a violation of NASD Conduct Rule 2110 by McClellan.

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

A bar from associating with any FINRA member in any capacity.

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 Rule 8310 and IM-8310-1.)

The sanctions imposed herein shall be effective on a date set by FINRA staff. Pursuant to NASD IM-8310-3(e), 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
- 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 Rule 9143 or the separation of functions prohibitions of NASD 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 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 Rule 8310 and IM-8310-3; 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.

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.

4/9/2008
Date

Michael H. McClellan
Michael H. McClellan

Accepted by FINRA:

5/1/08
Date

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

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