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AUG 28 2008

FINANCIAL INDUSTRY REGULATORY AUTHORITY (FINRA)
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20070112494-01

FINRA District 4

To: Department of Enforcement
FINRA

Re: Bryan S. Behrens
Investment Company and Variable Contracts Products Principal
CRD No. 1246183

Pursuant to NASD Rule 9216 of FINRA Code of Procedure, I, Bryan S. Behrens (Behrens), 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

Behrens entered the securities industry in March 1984 when he associated with a FINRA member. From June 1, 2000 through December 20, 2007, Behrens was associated with FINRA member Sunset Financial Services, Inc. (Sunset) as a sales representative and registered with FINRA as an investment company and variable contracts principal. Sunset filed a Form U5 for Behrens on December 20, 2007.

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

Relevant Prior Disciplinary History

Behrens has not been the subject of prior formal disciplinary action by FINRA. However, as set forth below, Behrens was the subject of an action brought by the Securities and Exchange Commission (SEC) that resulted in a Judgment being entered against Behrens in the United States District Court for the District of Nebraska.

Overview

Behrens violated Section 10(b) of the Securities Exchange Act of 1934 and NASD Conduct Rule 2120 relating to misrepresentations Behrens made to investors regarding fraudulent Notes Behrens sold to them. Behrens also violated NASD Conduct Rule 3040 because he neither provided written disclosure to Sunset, his member firm, that he was selling the Notes

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to investors, nor did Sunset provide written approval for Behrens to do so. Finally, Behrens violated NASD Procedural Rule 8210 when he failed to respond to FINRA document and information requests. By violating the foregoing statute and FINRA Rules, Behrens also violated NASD Rule 2110.

Facts and Violative Conduct

The SEC filed a Complaint against Behrens on January 10, 2008, in the United States District Court for the District of Nebraska. In its Complaint, the SEC charged, among other things, that Behrens engaged in a Ponzi scheme through the sale of Notes relating to an entity Behrens controlled, National Investments, Inc. (National Investments). Behrens advised the investors that the Notes would pay the investors approximately 9% annually. Behrens then pooled the funds into at least two bank accounts. According to the SEC's Complaint, in reality, Behrens paid early investors with the money from new investors. Behrens, however, did not disclose to investors that early investors were being paid with money from new investors. According to the SEC, Behrens had operated the Ponzi scheme since at least 2002.

On July 28, 2008, the United States District Court for the District of Nebraska entered a Judgment against Behrens. In the Court's Judgment, it Ordered that Behrens was enjoined from further violations of Section 10(b) of the Exchange Act. It also Ordered that Behrens was required to pay disgorgement of ill-gotten gains, prejudgment interest and a civil penalty, which amounts were to be determined later by the Court.

Behrens also signed an Offer of Settlement with the SEC, dated April 30, 2008. In the Offer, Behrens consented to findings, without admitting or denying the findings, as set forth in the SEC's January 10, 2008 Complaint. Behrens also consented to the entry of an Order from the SEC barring him from association with any broker-dealer.

Behrens violated Section 10(b) of the Securities Exchange Act of 1934 and NASD Conduct Rule 2120 because he did not disclose to investors that funds from new investors were being used to pay earlier investors. Behrens also violated NASD Conduct Rule 3040 because he did not disclose in writing to Sunset that he was selling the Notes to investors, and Sunset did not provide written approval for him to do so. By violating Section 10(b) and NASD Conduct Rules 2120 and 3040, Behrens also violated NASD Conduct Rule 2110.

Behrens also failed to respond to NASD Procedural Rule 8210 requests for information dated December 27, 2007, January 24, 2008 and February 15, 2008 (the requests). The requests sought information relating to the Notes and Behrens' relationship with National Investments. The requests were sent consistent with the terms of, and cited, NASD Rule 8210. The requests had due dates of, respectively, January 10, 2008, February 7, 2008 and February 29, 2008. Both Behrens and his counsel received the requests. To date, Behrens has not responded to the requests. Behrens' conduct violated NASD Procedural Rule 8210 and NASD Conduct Rule 2110.

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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-8310-3(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 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:

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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-8310-3; 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.

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.)

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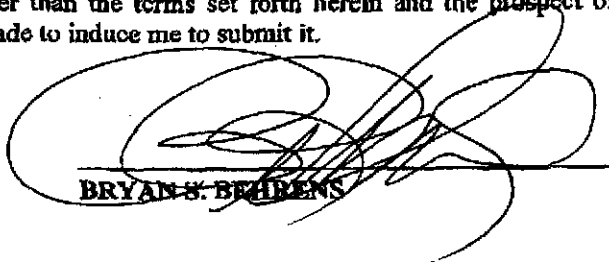
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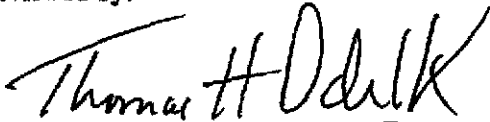
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

8/27/2008

Date


BRYAN S. BEHRENS

Reviewed by:



Counsel for Bryan S. Behrens

Accepted by FINRA:

9-12-08

Date

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


Jeffrey A. Ziesman, Senior Regional Counsel