

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2007011308801**

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REGISTRATION & DISCLOSURE

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

RE: Michael Lewis Axel, Respondent
General Securities Representative
CRD No. 9164

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Michael Lewis Axel ("Respondent" or "Axel"), 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

In or around November 1985, Axel first became registered with FINRA as a General Securities Representative ("GSR") through an association with a member firm. From November 1, 1989 through November 19, 2007 Axel was registered as a GSR through an association with former member firm Tripp & Co., Inc. (BD No. 6967) ("Tripp"). On November 20, 2007, Tripp filed a Uniform Termination Notice for Securities Industry Registration ("Form U-5") concerning Axel. According to the Form U-5, Axel's was discharged from the firm and his last date of employment at the firm was November 19, 2007. Since November 2007, Axel has not been registered with FINRA or associated with any FINRA member firm but FINRA maintains jurisdiction over him pursuant to Article V, Section 4 of its By-Laws.

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RELEVANT DISCIPLINARY HISTORY

Axel has no relevant disciplinary history with the Securities and Exchange Commission, any state securities agency or any self-regulatory organization.

FACTS AND VIOLATIVE CONDUCT

1. Between October 2003 and November 2007 Axel initiated the issuance of at least 200 checks from the Tripp accounts of at least five customers including IG, AD (who had two accounts at the firm), M& K L (a joint account), IF, and MS. Axel was the broker for these accounts and arranged it so that these checks would be delivered to the Tripp branch office at which he worked (40 Rector Street, New York, NY). Axel obtained these checks (which totaled at least \$624,000) ostensibly so that he could deliver them to the customers, and then (i) forged the customer's signatures, and (ii) cashed the checks or deposited the checks into his own personal bank account. The checks were issued and these monies were converted by Axel without the customers' knowledge, authorization, or consent.

In resolution of criminal charges related to his handling of the monies and the accounts of Tripp customers MS, IG, AD, and M& K L between August 2002 and November 2007, on November 20, 2008, Axel pled guilty in the Supreme Court of the State of New York to Grand Larceny in the Third Degree in violation of NY Penal Law § 155.35, a felony. Axel's criminal misconduct occurred while he was registered with FINRA and was related to his handling of customer monies and his role as a broker.

By reason of the foregoing, Axel violated NASD Conduct Rule 2110.

2. In customer IG's Tripp account Axel effected at least ten unauthorized sales of bonds between August 2006 and November 2007 including:
 - a. on August 25, 2006 Axel effected the unauthorized sale of municipal bonds (New York ST Environmental FACS) in IG's account which generated \$57,516.20 in sales proceeds;
 - b. on August 29, 2006 Axel effected another unauthorized sale of municipal bonds (New York ST Environmental FACS) in IG's account which generated \$57,516.20 in sales proceeds; and
 - c. on December 8, 2006 Axel effected the unauthorized sale of municipal bonds (New York NY City MUN WTR FIN AUTH WTR) in IG's account which generated \$14,866.40 in sales proceeds.

These and other transactions were effected without IG's knowledge,

authorization, or consent and some of the sale proceeds from these transactions were issued in check form and, as described in paragraph 1 above, were ultimately converted by Axel. At the time of these transactions, IG was over 85 years old. By reason of the foregoing, Axel violated MSRB Rule G-17.

3. In customer AD's Tripp account Axel effected at least ten unauthorized transactions involving municipal bonds and equities between February 2006 and April 2006, including:
 - a. on March 2, 2006 Axel effected the unauthorized sale of municipal bonds (New Jersey St EDL) which generated \$28,836.60 in sales proceeds;
 - b. on March 3, 2006, Axel effected the unauthorized purchase of 2,000 shares of Alberta Star DEV at \$1.72 a share in AD's account;
 - c. on March 7, 2006, Axel effected the unauthorized sale of municipal bonds (New Jersey St EDL) in AD's account that generated \$28,236.60 in sales proceeds;
 - d. on March 7, 2006, Axel effected the unauthorized purchase of 2,000 shares of Titan Uranium INC at \$2.01 a share in AD's account;

These and other transactions were effected without AD's knowledge, authorization, or consent. At the time of these transactions, AD was over 85 years old. By reason of the foregoing, Axel violated NASD Conduct Rule 2110 with respect to the unauthorized equity transactions and MSRB Rule G-17 with respect to the unauthorized municipal bond transactions.

4. By letter to Axel dated February 22, 2008 FINRA staff requested, pursuant to NASD Procedural Rule 8210, that he appear for an on-the-record interview ("OTR") scheduled for March 14, 2008. On March 7, 2008, Axel telephoned FINRA staff to request that the OTR be rescheduled for a later date so he could find an attorney. By letter to Axel dated March 10, 2008, FINRA staff rescheduled the OTR for April 10, 2008. In response, FINRA staff received a letter dated March 28, 2008 from Axel's attorney which stated "Please be advised that my client Michael Axel declines to testify on-the-record in response to your Rule 8210 request." By reason of the foregoing, Axel violated NASD Procedural Rule 8210 and Conduct Rule 2110.

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

- A bar from associating with any FINRA member firm in any and all capacities.

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 FINRA Rules 8310 and 8311).

The sanctions imposed herein shall be effective on a date set by FINRA staff. Pursuant to FINRA Rule 8313(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 Complaint issued specifying the allegations against me;
- B. To be notified of the 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 FINRA Rule 9143 or the separation of functions prohibitions of FINRA 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 FINRA 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 FINRA Rule 8313; 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 [the Firm] to submit it.

11/11/09
Date

Michael Lewis Axel
Michael Lewis Axel, Respondent
(RD No. 9164)

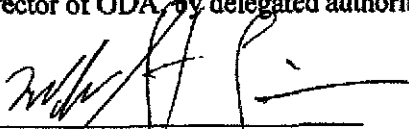

Counsel for Respondent
David Gourevitch, Esq.
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150 E. 58th Street - 34th Floor
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Accepted by FINRA:

November 11, 2009

Date

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



William St. Louis
Deputy Regional Chief Counsel
FINRA Department of Enforcement
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