

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2007011817201**

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REGISTRATION & DISCLOSURE

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

RE: David Lewandowski, Respondent
Registered Representative
CRD No. 1246177

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, David Lewandowski, 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

I entered the securities industry on March 22, 1984 as an Investment Contracts/Variable Contracts Representative. Between the dates November 1983 and December 2007, I was associated or registered in this capacity with MetLife Securities, Inc. (MetLife) and Metropolitan Life Insurance Company. MetLife is a FINRA member firm. I am currently registered with another FINRA member.

RELEVANT DISCIPLINARY HISTORY

I have no disciplinary history.

OVERVIEW

I engaged in outside business activities without providing prompt written notice to

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my employing member firm.

FACTS AND VIOLATIVE CONDUCT

Between 1984 and 2007, I was employed by MetLife as a registered representative.

MetLife required that outside business activities be disclosed on an Annual Certification Statement on which each representative was required to state whether he or she had previously reported all outside business activities. This form also required me to affirmatively state that I was not engaged in any undisclosed outside business activities.

On November 9, 2005 and October 24, 2006, I falsely asserted on Annual Certification Statements that I was not engaged in any undisclosed outside business activities.

Between 2005 and 2007, I held appointments as an agent of multiple insurance companies which were not affiliated with MetLife. I received approximately \$442,266.34 in compensation from these insurance companies for the sale of equity indexed annuities without providing prompt written notice to MetLife on the Annual Certification Statement or in any other written form.

The aforesaid conduct constitutes violations by David Lewandowski of NASD Conduct Rules 3030 and 2110.

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

A six month suspension from association with any FINRA member in any capacity and a \$10,000 fine.

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. I have submitted an Election of Payment form showing the method by which I propose to pay the fine imposed.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

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.

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.
- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

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.

4-30-2009
Date


David Lewandowski

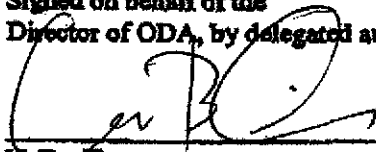
Reviewed by:


Attorney Name (if any) Steven M. Malina, Esq.
Counsel for Respondent David Lewandowski
Firm Name Greenberg Traurig, LLP
Address 77 W. Wacker Drive, Suite 3100
City/State/Zip Chicago, Illinois 60601
Phone Number 312.476.5133

Accepted by FINRA:

5.4.09
Date

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



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