

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2009016806001**

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

RE: Devon Coulin McLean, Respondent
CRD No. 4072332

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Devon Coulin McLean, 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

Devon Coulin McLean ("McLean") entered the securities industry in 1999. In April 2002, he became a registered representative with World Group Securities, Inc. ("WGS"). In January 2006, WGS terminated McLean following a customer complaint relating to his undisclosed private securities transaction.

In May 2006, McLean joined USAllianz Securities, Inc., which merged into Questar Capital Corporation ("QCC") in December 2006. McLean remained there until May 2009, when he was terminated for participating in an undisclosed private securities transaction.

McLean is not currently associated with a FINRA-regulated firm but remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

McLean has no relevant disciplinary history.

OVERVIEW

In 2005, while registered with WGS, McLean referred two individuals to JE, who was raising monies, supposedly for real estate projects. One of the individuals McLean referred was a WGS customer. The two individuals invested approximately \$75,000 in promissory notes with JE. In return, McLean received \$1,500 in referral fees from JE. McLean failed to inform WGS that he was engaging private securities transactions and receiving referral fees in violation of NASD Rules 3040 and 2110. When asked by WGS whether his Form U4 should be updated to include new outside business activities, McLean lied, failing to disclose his business relationship with JE in violation of NASD Rule 2110.

In 2008, while registered with QCC, McLean again engaged in selling away. During this time, McLean acted as an agent of SMG, an entity not affiliated with QCC and over which QCC had no control. In that capacity, he referred at least nine individuals to SW, who was raising money purportedly for a diamond mining venture. All of these individuals entered into promissory notes with SW, investing more than \$40,000. McLean failed to inform QCC that he was engaging in private securities transactions in violation of NASD Rules 3040 and 2110.

McLean also failed to fully respond to requests for documents and information, violating FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

McLean Failed to Disclose Private Securities Transactions and Lied to WGS About His Activities

At all times relevant, WGS prohibited its registered representatives from engaging in any private securities transactions unless they were personal investments and only after obtaining prior written approval from the firm. In 2005, while McLean was a WGS registered representative, he referred at least one WGS customer and one other individual to JE, who was raising monies for real estate projects in South Florida and Panama. These two individuals invested approximately \$75,000 in promissory notes with entities controlled by JE. In return for these referrals, McLean received \$1,500 in cash. Pursuant to a verbal agreement with JE, McLean was to receive compensation in exchange for referring individuals who entered into promissory notes.

In February 2005, due to concerns stemming from items reported on McLean's personal credit report, WGS placed McLean on heightened supervision. Among other things, McLean was required to meet with his supervisor monthly to discuss securities-related and outside business activities. Not once during these meetings, did McLean disclose his involvement with JE. In fact, on seven separate occasions, he signed statements affirming that he was not engaged in outside business activity beyond those already disclosed and that it was unnecessary to update his Form U4.

By failing to provide written notice of his involvement in unapproved private securities transactions, McLean violated NASD Rules 3040 and 2110. For lying to his firm during seven

monthly supervisory meetings, McLean violated NASD Rule 2110.

McLean Failed to Disclose Private Securities Transactions to QCC

While employed by QCC, McLean acted as an agent for SMG, an entity not affiliated with QCC and over which QCC had no control, without providing written notice to QCC or receiving approval from QCC to serve in this role. As an SMG agent, McLean introduced at least nine individuals to SW and they invested through SW in a purported diamond mining operation. All of these individuals entered into promissory notes, investing more than \$40,000 with an entity controlled by SW. In addition to making referrals, as an agent for SMG, McLean was expected to provide financial and consulting advice to investors of the diamond mining operation once their investments began earning profits. In exchange, McLean stood to earn \$2 million worth of shares in a company controlled by SW. By engaging in private securities transactions without approval, McLean violated NASD Rules 3040 and 2110.

McLean Failed to Respond to FINRA's Requests

On July 23, 2010, FINRA staff sent a written request for documents and information pursuant to FINRA Rule 8210 to McLean by certified mail, return receipt requested, at the address reflected in the Central Registration Depository ("CRD"). When FINRA did not receive a response from McLean, the staff sent a second request to McLean's CRD address by certified mail return receipt requested on September 2, 2010. Again, FINRA did not receive a response from McLean.

In a September 23, 2010 telephone conversation with FINRA staff, McLean stated that he had been traveling and requested that he be given additional time to respond to the staff's request. On October 1, 2010, McLean provided a partial response to only a few items in the July 23 request. On November 18, 2010, FINRA sent a final request to McLean at his CRD address asking him to provide documents and information responsive to the numerous outstanding items. McLean did not respond to the November 18 request.

McLean violated FINRA Rules 8210 and 2010 by failing to respond fully to the staff's requests for documents and information.

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

A bar from association 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 FINRA Rules 8310 and 8311).

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.

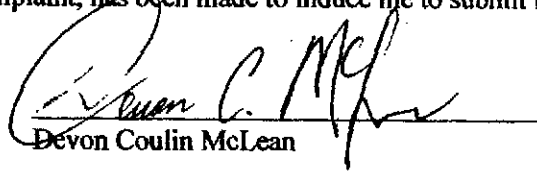
OTHER MATTERS

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 to submit it.

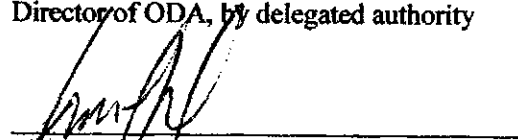
2-11-2011
Date


Devon Coulin McLean

Accepted by FINRA:

3/17/11
Date

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


James E. Day
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