

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2009018941502**

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

RE: Colleen A. Averill ("Averill"), Respondent
Former Registered Representative
CRD. 2005765

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Colleen A. Averill, 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 AND JURISDICTION

Colleen A. Averill ("Averill" or the "Respondent") (CRD Number 2005765) entered the securities industry in 1989 as a Series 6 and 63 registered employee at NY Life Securities Inc. ("NY Life"), where she remained employed until 2002. On January 3, 2003, Averill began employment at O.N. Equity Sales Company ("ONESCO" or the "Firm"), where she worked until December 31, 2007, when the Firm terminated her employment for lack of production. In December 2007, ONESCO filed a Uniform Termination Notice of Securities Industry Registration ("Form U5"), reporting Averill's termination of employment from the Firm. Averill has not been employed in the securities industry since ONESCO terminated her employment.

On July 23, 2009, ONESCO filed an amended Form U5, reporting a customer complaint alleging that Averill, without authorization, withdrew money from the securities accounts that an elderly customer held at both NY Life and ONESCO. Pursuant to FINRA By-law Article V, Section 4, Averill remains subject to FINRA's jurisdiction until July 22, 2011 based on ONESCO's filing of the amended Form U5 reporting the customer's complaint.

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On March 4, 2010, the Circuit Court of the State of Oregon for Multnomah County convicted Averill of felonies relating to theft, forgery and mistreatment of an elderly person in connection with Averill's misconduct in the elderly customer's securities accounts. The misconduct for which Averill was convicted commenced while she was employed as a registered representative at NY Life and ONESCO and continued after she left the securities industry.

RELEVANT DISCIPLINARY HISTORY

Averill has no prior relevant disciplinary history.

OVERVIEW

On or about February 23, 2010, in the Circuit Court of the State of Oregon for Multnomah County (the "Multnomah County Court"), Averill pleaded no contest to 16 charges stemming from her misconduct relating to the securities accounts of an elderly customer. On March 4, 2010, Averill was convicted of seven felony counts of aggravated theft in the first degree by the Multnomah County Court. By virtue of Averill's conviction of charges relating to felony theft which occurred during her employment as a registered representative in the securities industry, Averill violated FINRA Rule 2010. FINRA Rule 2010 requires registered and associated persons, in the conduct of their business, to "observe high standards of commercial honor and just and equitable principles of trade."

FACTS AND VIOLATIVE CONDUCT

On or about October 26, 2009, Averill was arrested and charged with 90 counts of aggravated theft, criminal mistreatment, and forgery. All 90 counts related to or arose from Averill's fraudulent taking of funds from the securities accounts of an elderly customer of NY Life and ONESCO during the period from 1998 through 2009.¹ Averill commenced her criminal misconduct while she was employed in the securities industry at NY Life. Throughout her career in the securities industry, Averill misappropriated funds from the customer's securities accounts, and Averill continued her thefts even after ONESCO terminated her employment for lack of production in 2007. In 2009, one of the customer's surviving relatives, while reviewing the customer's account statements, discovered the thefts and filed a complaint with ONESCO.

On or about February 23, 2010, in the Multnomah County Court, Averill pleaded no contest to the following 16 felony charges relating to her misconduct involving Pence's securities accounts: (1) seven counts of aggravated theft in the first degree (theft by deception); (2) seven counts of criminal mistreatment of an elderly person in the first degree; and (3) two counts of forgery in the first degree. On March 4, 2010, Averill was convicted of the aforementioned 16 crimes. She was sentenced that same day to three years imprisonment in the Oregon Department of Corrections, where she is currently incarcerated, and ordered to pay restitution in the amount of \$563,851.55, the aggregate total of the customer's losses.

¹ The customer, now deceased, died at the age of 96 on August 16, 2010.

While employed as a registered representative in the securities industry, Averill misappropriated funds from a customer's securities accounts from 2006 to 2009, and she was convicted of multiple felonies stemming from her conduct. FINRA Rule 2010 requires that "[a] member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade". A criminal felony conviction for theft that is related to a registered person's conduct of her securities business is inconsistent with the just and equitable principles of trade and is a violation of FINRA Rule 2010.

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

A bar from association in any and all capacities with any FINRA regulated firm.

I understand that if I am barred from associating with any FINRA member, I become subject to a statutory disqualification as that term is defined in Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. Accordingly, I may not be associated with any FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar (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. If the conviction that is referenced above is reversed or vacated on appeal, the bar will be vacated, upon Respondent's application.

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

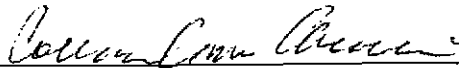
I understand that:

- 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.

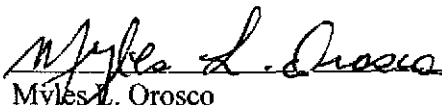
JUNE
May 21, 2011


Colleen Anne Averill
Pro Se

Accepted by FINRA:

MO 7/13/2011
~~6/21/11~~
Date

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


Myles L. Orosco
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