

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
OFFICE OF HEARING OFFICERS**

DEPARTMENT OF ENFORCEMENT,

Complainant,

v.

DAVID FRANCIS MICKELSON,
(CRD No. 2187596)

Respondent.

Disciplinary Proceeding
No. 2011027481901

Hearing Officer: DRS

ORDER ACCEPTING OFFER OF SETTLEMENT

INTRODUCTION

Disciplinary Proceeding No. 2011027481901 was filed on April 11, 2013, by the Department of Enforcement of the Financial Industry Regulatory Authority (FINRA) (Complainant). Respondent Mickelson submitted an Offer of Settlement ("Offer") to Complainant on January 11, 2014. Pursuant to FINRA Rule 9270(e), the Complainant and the National Adjudicatory Council ("NAC"), a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA") have accepted the uncontested Offer. Accordingly, this Order now is issued pursuant to FINRA Rule 9270(e)(3). The findings, conclusions and sanctions set forth in this Order are those stated in the Offer as accepted by the Complainant and approved by the NAC.

Under the terms of the Offer, Respondent has consented, without admitting or denying the allegations of the Complaint as amended by the Offer of Settlement, 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, to the entry of findings and violations consistent with the allegations of

the Complaint as amended by the Offer of Settlement, and to the imposition of the sanctions set forth below, and fully understands that this Order will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by FINRA.

BACKGROUND

Respondent entered the securities industry in 1991 as an associated person of a FINRA member firm. Respondent became registered as an Investment Company and Variable Contracts Products Representative in November 1991 and as a General Securities Representative in March 1996. From March 1, 2004 until May 20, 2011, Respondent was associated with NFP.

Although Respondent is no longer registered or associated with a FINRA member, he remains subject to FINRA's jurisdiction for purposes of this proceeding, pursuant to Article V, Section 4 of FINRA's By-Laws.

FINDINGS AND CONCLUSIONS

It has been determined that the Offer be accepted and that findings be made as follows:

SUMMARY

While he was associated with FINRA member firm NFP, Respondent created, promoted, and managed a Regulation D 506 fund, the Micro Pipe Fund. Mickelson did not disclose this activity to NFP's Compliance Department. He raised approximately \$8.3 million from approximately 71 investors in the Micro Pipe Fund.

Mickelson ignored certain NFP written supervisory procedures and certain FINRA rules, both in managing the Micro Pipe Fund and in conducting his own personal and family investments. In addition to the Micro Pipe Fund, Mickelson participated in six other undisclosed private securities transactions involving his family's limited partnership. He also did not disclose to NFP 15 outside brokerage accounts owned by the Micro Pipe Fund, by Mickelson, or

close relatives that he controlled; and, in one of these accounts, he improperly purchased shares in an Initial Public Offering. Additionally, Mickelson promoted the Micro Pipe Fund and other outside business using unapproved websites and communicated with customers using email accounts not approved or monitored by NFP.

**Private Securities Transactions
(NASD Conduct Rules 3040 and 2110 and FINRA Rule 2010)**

At various times from in or about August 2007 through in or about October 2009, Mickelson participated in private securities transactions outside the scope of his association with NFP without providing the firm prior written notice of the proposed transactions or his proposed role in them, as set out more fully below. NASD Conduct Rule 3040 provides that an associated person may not participate in any securities transaction outside of the regular course of his employment with his member firm without first providing written notice to the member describing in detail the proposed transaction and his proposed role and stating whether he has received or may receive selling compensation for the transaction.

NFP's written supervisory procedures in effect from July 2009 through May 2011 required NFP registered representatives to provide notification to and receive written approval from the NFP compliance department before engaging in a private securities transaction, regardless of whether compensation to the registered representative was anticipated.

Mickelson established the Micro Pipe Fund in or about August 2007. Mickelson was the president of Micro Pipe Capital Management, LLC, which managed the Micro Pipe Fund from the Micro Pipe Fund's inception in or about August 2007 through about June 2009.

Mickelson is the president of Mickelson Investment Management, LLC, which has managed the Micro Pipe Fund from about June 2009 through at least October 2009. Beginning in August 2007 and continuing until at least October 2009, the Micro Pipe Fund raised

approximately \$8,343,571 from approximately 71 investors. Mickelson solicited the investments and signed the subscription agreements on behalf of the Micro Pipe Fund. An investment in the Micro Pipe Fund is a security. Micro Pipe Capital Management, LLC and Mickelson Investment Management, LLC received compensation from the Micro Pipe Fund. Prior to participating in the foregoing private securities transactions, Mickelson did not provide written notice to NFP's Compliance Department of his proposed roles in, or the selling compensation he may receive from, the transactions. Mickelson also did not receive the requisite approval from NFP to participate in the transactions.

On the NFP Annual Certification and Acknowledgement Questionnaires that Mickelson submitted for 2007 and 2008, Mickelson incorrectly stated that he had not engaged in private securities transactions away from NFP without prior written approval of the compliance department.

Based on the foregoing facts, Mickelson violated NASD Conduct Rules 3040 and 2110 (with respect to conduct occurring before December 15, 2008) and FINRA Rule 2010 (with respect to conduct occurring on or after December 15, 2008).

**Private Securities Transactions
(NASD Conduct Rules 3040 and 2110 and FINRA Rule 2010)**

At various times from in or about March 2006 to in or about November 2010, Mickelson also participated in six additional private securities transactions on behalf of himself or various entities he controlled. These six transactions were outside the scope of Mickelson's association with NFP, and he did not provide the firm prior written notice of the proposed private securities transactions or his proposed role in them, as set forth more fully below.

Transactions on Behalf of Hannahlu Ventures, LP

Mickelson was the part owner of a family limited partnership entitled Hannahlu Ventures, LP. He had the authority to sign checks and enter into agreements on behalf of Hannahlu Ventures, LP. Mickelson participated in the following private securities transactions as the manager of Hannahlu Ventures, LP by signing private placement agreements and checks for these investments:

NAME	DATE	AMOUNT
The Nutmeg Fund/ Michael Fund LLLP	March 2006	\$50,000
The Nutmeg/Fortuna Fund, LP	July 2006	\$100,000
The Nutmeg/Patriot Fund, LLLP	October 2006	\$100,000
Micro Pipe Fund I, LLC	September 2007	\$100,000
Micro Pipe Fund I, LLC	January 2010	\$100,000

The investments detailed above are securities. Prior to participating in the foregoing private securities transactions, Mickelson did not provide written notice to NFP of his proposed roles in, or the selling compensation that he may receive from, the specific transactions. Mickelson also did not receive the requisite approval from NFP to participate in the transactions.

Lone Wolf, Inc.

During the period of in or about September 2010 through in or about November 2010, Mickelson, through DFM Agency, LLC, an entity wholly owned by Hannahlu Ventures, LP, participated in the following investments in Lone Wolf, Inc.

DATE	AMOUNT
September 1, 2010	\$20,000
September 8, 2010	\$30,000
October 27, 2010	\$17,000
November 15, 2010	\$33,000

Mickelson signed the "Agreement to Purchase Equity" in Lone Wolf, Inc. on behalf of DFM Agency, LLC as "President of the managing member." An investment in Lone Wolf, Inc. is a

security. Prior to participating in the foregoing private securities transactions, Mickelson did not provide written notice to NFP of his proposed role in, or the selling compensation that he may receive from, the transactions. Mickelson also did not receive the requisite approval from NFP to participate in the transactions.

On five NFP Annual Certification and Acknowledgement Questionnaires that Mickelson submitted for the years 2006 through 2010, Mickelson incorrectly stated that he had not engaged in private securities transactions away from NFP without prior written approval of the compliance department. In fact, Mickelson had not disclosed to NFP five of the transactions listed above.

Based on the foregoing facts, Mickelson violated NASD Conduct Rules 3040 and 2110 (with respect to conduct occurring before December 15, 2008) and FINRA Rule 2010 (with respect to conduct occurring on or after December 15, 2008).

**Undisclosed Outside Business Activities
(NASD Conduct Rules 3030 and 2110 and FINRA Rule 2010)**

From September 2007 through October 2009, Mickelson engaged in business activities for compensation outside of the scope of his relationship with NFP without providing prompt written notice of these activities to NFP's Compliance Department, as set forth more fully below. NASD Rule 3030 provides that no associated person "shall be employed by, or accept compensation from, any other person as a result of any business activity, other than a passive investment, outside the scope of his relationship with his employer firm, unless he has provided prompt written notice to the member."

NFP's written supervisory procedures in effect from July 2009 through May 2011 require that a registered representative formally disclose to NFP's compliance department any business

activity outside the scope of his employment with NFP and receive a written acknowledgement of the activity before commencing the activity.

Micro Pipe Capital Management, LLC

From the inception of the Micro Pipe Fund in or about August 2007 through in or about June 2009, Micro Pipe Capital Management, LLC was the manager of the Micro Pipe Fund. Mickelson was the president of Micro Pipe Capital Management, LLC. Micro Pipe Capital Management, LLC received compensation from the Micro Pipe Fund. Mickelson did not provide NFP's Compliance Department with written notice of his participation in this business activity. On the NFP Annual Certification and Acknowledgement Questionnaires that Mickelson submitted for 2007 and 2008, Mickelson incorrectly stated that he had disclosed all outside business activities to NFP, although he had not disclosed the activity regarding the Micro Pipe Fund to NFP's Compliance Department.

Mickelson Investment Management, LLC

On or about June 12, 2009, the Micro Pipe Fund issued a new Private Placement Memorandum stating that Mickelson Investment Management, LLC would serve as the Micro Pipe Fund's manager and investment advisor. From on or about June 12, 2009 through at least October 7, 2009, Mickelson was the president of Mickelson Investment Management, LLC. From about June 2009 to the present, Mickelson Investment Management, LLC has been the manager and investment advisor for the Micro Pipe Fund. Mickelson Investment Management, LLC received compensation from the Micro Pipe Fund.

From the inception of the Micro Pipe Fund in or about August 2007 through on or about September 30, 2011, the two managers, Micro Pipe Capital Management, LLC and Mickelson

Investment Management, LLC, received approximately \$944,000 in compensation from the Micro Pipe Fund.

Mickelson did not provide NFP's Compliance Department with prompt written notice of his participation in this business activity, and only on or about October 7, 2009, more than two years after he first became associated with the Micro Pipe Fund and more than three months after Mickelson Investment Management, LLC had taken over as manager and investment advisor for the Micro Pipe Fund, did Mickelson disclose to NFP's Compliance Department the existence of Mickelson Investment Management, LLC and that it managed a Regulation D fund.

Based on the foregoing facts, Mickelson violated NASD Conduct Rules 3030 and 2110 (with respect to conduct occurring before December 15, 2008) and FINRA Rule 2010 (with respect to conduct occurring on or after December 15, 2008).

**Transactions for or by Associated Persons
(NASD Conduct Rules 3050 and 2110 and FINRA Rule 2010)**

While Mickelson was associated with NFP, he did not disclose to NFP 15 brokerage accounts at other broker-dealers which the Micro Pipe Fund, Mickelson or members of his immediate family owned or over which they exercised control. Mickelson also did not disclose his affiliation with NFP to the broker-dealers at which the accounts were held.

NASD Rule 3050 provides that an associated person "prior to opening an account or placing an initial order for the purchase or sale of securities with another member, shall notify both the employer member and the executing member, in writing, of his or her association with the other member; provided, however, that if the account was established prior to the association of the person with the employer member, the associated person shall notify both members in writing promptly after becoming so associated."

NFP's written supervisory procedures in effect from July 2009 to May 2011 require that an associated person must disclose to NFP's compliance department and the executing firm that the associated person or member of his immediate family intends to open an account away from NFP before opening the account.

Fiserv Account No. xxxx330/TD Ameritrade Account Nos. xxx-xxx962, xxx-xxx484

Prior to March 2007, Mickelson opened an account in the name of "David Mickelson Roth IRA" at Fiserv. The account was assigned account number xxxx330. The account moved to TD Ameritrade on or about August 2008, and was assigned account number xxx-xxx962. On or about June 2009, the account number became xxx-xxx484. Mickelson engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in four Annual Certifications he submitted to the firm for the years 2007 through 2010, until May 2011.

Fiserv Account No. xxxx234 /TD Ameritrade Account Nos. xxx-xxx970, xxx-xxx496

Prior to December 2006, Mickelson's wife C. M. opened an account in the name "C. M. Roth IRA" at Fiserv. The account was assigned account number xxx234. The account moved to TD Ameritrade on or about August 2008, and was assigned account number xxx-xxx970. On or about June 2009, the account number became xxx-xxx496. C. M. engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in four Annual Certifications he submitted to the firm for the years 2007 through 2010, until May 2011.

West Park Capital, Inc. Account No. xxxx-0196

On or about January 2010, Mickelson opened an account in the name of "David Mickelson TTEE Mickelson Living Trust Dated 01/14/2000" at West Park Capital, Inc.

Mickelson signed the account application. The account was assigned account number xxxx-0196. Mickelson engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification, dated March 3, 2011, that he submitted to the firm for 2010, until May 2011.

Morgan Stanley Smith Barney Account No. xxx-xxxxxx-037

In or about June 2010, Mickelson opened an account in the name of "David Mickelson" at Morgan Stanley Smith Barney. The account was assigned account number xxx-xxxxxx-037. On the new account form for the Morgan Stanley Smith Barney account number xxx-xxxxxx-037, Mickelson incorrectly answered "No" to the question "Employed by exchange or by a member firm." At the time he completed the new account form, Mickelson was associated with NFP. Mickelson engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification, dated March 3, 2011, that he submitted to the firm for 2010, until May 2011.

Fidelity Account No. xxx-xxx874

On or about September 2010, Mickelson opened an account in the name of "David Mickelson SEP IRA" at Fidelity Investments. The account was assigned account number xxx-xxx874. The new account form for the Fidelity account number xxx-xxx874 stated:

Check this box if you are affiliated with, or employed by, a stock exchange or a member firm of an exchange or FINRA, a municipal securities dealer or Fidelity. If you checked the box, obtain and attach the compliance officer's letter of approval ("407 letter") and indicate your company's name and address below. Failure to include an approval letter may delay the processing of your request. We must tell your employer you have applied for this account.

Mickelson did not check the box indicating he was affiliated with a FINRA member firm. At the time he completed and signed the new account form, Mickelson was associated with NFP. Mickelson engaged in securities transactions in this account. Mickelson did not disclose the

existence of this account to NFP, including in the Annual Certification, dated March 3, 2011, that he submitted to the firm for 2010, until May 2011.

Fidelity Account No. xxx-xxx815

On or about September 2010, Mickelson opened an account in the name of "David Mickelson & C. M. TTEE Mickelson Living Trust dated 12/14/2000" at Fidelity. Mickelson was listed as the "primary owner/custodian/trustee" and signed the application. The account was assigned account number xxx-xxx815. The new account form for the Fidelity account number xxx-xxx815 stated:

Check this box if you are affiliated with, or employed by, a stock exchange or a member firm of an exchange or FINRA, a municipal securities dealer or Fidelity. If you checked the box, obtain and attach the compliance officer's letter of approval ("407 letter") and indicate your company's name and address below. Failure to include an approval letter may delay the processing of your request. We must tell your employer you have applied for this account.

Mickelson did not check the box indicating he was affiliated with a FINRA member firm. At the time he completed and signed the new account form, Mickelson was associated with NFP. Mickelson engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification he submitted to the firm for 2010, until May 2011.

Fidelity Account No. xxx-xxx882

On or about September 2010, C. M. opened an account in the name of "C. M. Roth IRA" at Fidelity. The account was assigned account number xxx-xxx882. C. M. engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification he submitted to the firm for 2010, until May 2011.

Fidelity Account No. xxx-xxx904

On or about September 2010, C. M. opened an account in the name of "C. M. SEP IRA" at Fidelity. The account was assigned account number xxx-xxx904. C. M. engaged in securities transactions in this account. Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification he submitted to the firm for 2010, until May 2011.

SMH Capital Accounts No. xxxx-xxx015/xxx-xxx865

On or about February 2008, Mickelson opened an account at SMH Capital in the name of the Micro Pipe Fund. The new account form was signed by Mickelson as the managing principal of the Micro Pipe Fund. The account was assigned account number xxxx-xxx015. On the new account form for SMH Capital account number xxxx-xxx015, Mickelson incorrectly answered "No" to the question "Are you or any member of your immediate family affiliated with or employed by a member of a Stock Exchange or The National Association of Securities Dealers? (*Employer authorization is required to open this account.*) If yes, what company?" At the time he completed and signed the new account form, Mickelson was associated with NFP.

On or about December 2009, Mickelson opened an account in the name of the Micro Pipe Fund at SMH Capital. Mickelson signed the new account form on behalf of the Micro Pipe Fund. The account was assigned account number xxx-xxx865.

On the new account form for SMH Capital account number xxx-xxx865, Mickelson incorrectly answered "No" to the question "Are you, your spouse, or other immediate family members: employed by or associated with the securities industry (e.g., a sole proprietor, partner officer, director, employee, or agent of a broker-dealer or investment advisor) or a financial regulatory agency? If yes, please specify below and provide a letter from your employer

approving the establishment of the account.” At the time he completed and signed the new account form, Mickelson was associated with NFP.

Mickelson did not disclose the existence of these accounts to NFP, including in three Annual Certifications he submitted to the firm for the years 2008 through 2010.

Aegis Capital Account No. xxx-xxx64-11

On or about August 2008, Mickelson opened an account in the name of the Micro Pipe Fund at Aegis Capital. Mickelson signed the new account form on behalf of the Micro Pipe Fund. The account was assigned account number xxx-xxx64-11. Securities transactions were effected in this account. Mickelson did not disclose the existence of this account to NFP, including in three Annual Certifications he submitted to the firm for the years 2008 through 2010.

Aegis Capital Account No. xxx-xxx37-15

On or about August 2008, Mickelson opened an account in the name of the Micro Pipe Fund at Aegis Capital. Mickelson signed the new account form on behalf of the Micro Pipe Fund. The account was assigned account number xxx-xxx37-15. Mickelson did not disclose the existence of this account to NFP, including in three Annual Certifications he submitted to the firm for the years 2008 through 2010.

WestPark Capital Account No. xxxx-x014

On or about October 2008, Mickelson opened an account in the name of the Micro Pipe Fund at WestPark Capital. The account was assigned account number xxxx-x014. Securities transactions were effected in this account. Mickelson did not disclose the existence of this account to NFP, including in three Annual Certifications he submitted to the firm for the years 2008 through 2010.

C.K. Cooper & Company Account No. xxxx-x551

On or about October 2010, Mickelson opened an account in the name of the Micro Pipe Fund at C.K. Cooper & Company. Mickelson signed the new account form on behalf of the Micro Pipe Fund. The account was assigned account number xxxx-x551. Securities transactions were effected in this account. On the new account form for C.K. Cooper & Company account number xxxx-x551, Mickelson incorrectly answered "No" to the question "Are you or a member of your household affiliated with or employed by a member of, or employed directly by a securities firm, exchange or any of its affiliated companies, this would include affiliations to an employee of C.K. Cooper & Company? If yes, please specify the company name and address to which duplicate statements and confirmations should be sent." At the time he completed and signed the new account form, Mickelson was associated with NFP.

Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification he submitted to the firm for the year 2010.

Transcend Capital Account No. xxxx-x760

On or about December 2010, Mickelson opened an account in the name of the Micro Pipe Fund at Transcend Capital. Mickelson signed the customer account agreement and other account opening documents on behalf of the Micro Pipe Fund. The account was assigned account number xxxx-x760. Securities transactions were effected in this account.

On the new account approval form for Penson Financial Services, the clearing firm for Transcend Capital account number xxxx-x760, Mickelson left blank the question "Associated person of a broker?" At the time he completed and signed the form, Mickelson was associated with NFP. Mickelson did not disclose the existence of this account to NFP, including in the Annual Certification he submitted to the firm for the year 2010.

Regal Securities Account No. xxxx-x613

On or about March 2011, Mickelson opened an account in the name of the Micro Pipe Fund at Regal Securities. Mickelson was listed as a joint applicant and signed the customer agreement as the managing member of the Micro Pipe Fund. The account was assigned account number xxxx-x613. Securities transactions were effected in this account.

At the time Mickelson completed and signed the customer agreement for Regal Securities Account number xxxx-x613, he was associated with NFP. Mickelson did not disclose the existence of this account to NFP.

Based on the foregoing facts, Mickelson violated NASD Conduct Rules 3050 and 2110 (with respect to conduct occurring before December 15, 2008) and FINRA Rule 2010 (with respect to conduct occurring on or after December 15, 2008).

**Restrictions on the Purchase of Initial Equity Public Offerings
(FINRA Rules 5130 and 2010)**

FINRA Rule 5130 provides that a person associated with a member generally may not purchase a new issue in any account in which such person has a beneficial interest, with limited exceptions. As detailed previously, in or about June 2010, Mickelson opened an account in the name of "David Mickelson" at Morgan Stanley Smith Barney. The account was assigned account number xxx-xxxxxx-037.

On the new account form for the Morgan Stanley Smith Barney account number xxx-xxxxxx-037, Mickelson incorrectly answered "No" to the question "Employed by exchange or by a member firm." At the time he completed and signed the new account form, Mickelson was associated with NFP. On or about June 30, 2010, Mickelson was allocated and purchased 500 shares of Tesla Motors, Inc. during the initial public offering of Tesla. These shares were deposited into the Morgan Stanley Smith Barney account number xxx-xxxxxx-037.

Mickelson was associated with NFP in June 2010. None of the limited exceptions to FINRA Rule 5130 were met.

Based on the foregoing facts, Mickelson violated FINRA Rules 5130 and 2010.

**Failing to Comply With Advertising Rule Standards
(NASD Conduct Rules 2210(b) and 2110 and FINRA Rule 2010)**

NASD Conduct Rule 2210(b)(1) requires that a registered principal must approve each advertisement, item of sales literature, or independently prepared reprint before it is either used or filed with FINRA's Advertising Regulation Department. Websites are defined as advertisements in NASD Conduct Rule 2210(a)(1).

NFP's written supervisory procedures in effect from July 2009 through May 2011 required NFP registered representatives to submit all advertising, including websites, to NFP's Advertising Department and to obtain approval before use. While registered through NFP, Mickelson maintained the following websites:

mickelsoninvestmentmanagement.com/mickinvest.com (both domain names lead to the same website); astuteasset.com; and mickelsonlife.com (collectively, the Websites).

The Websites contained securities-related communications with the public. For example, mickinvest.com contained detailed discussions of private investment in public equity (PIPE) funds, as well as an accredited investor questionnaire that could be completed and submitted online. Mickelsonlife.com contained detailed discussions of life settlements, including customer testimonials, targeted to seniors who might consider selling a life insurance policy. Astuteasset.com also contained detailed discussions of life settlements, but focused on potential investors.

The Websites were not password-protected, but were freely accessible to the public.

Mickelson did not disclose the Websites to NFP. The Websites were not reviewed and approved by a registered principal of NFP prior to use.

Based on the foregoing facts, Mickelson violated NASD Conduct Rules 2210(b) and 2110 (with respect to conduct occurring before December 15, 2008) and FINRA Rule 2010 (with respect to conduct occurring on or after December 15, 2008).

**Failure to Maintain Electronic Mail
(NASD Rule 3110 and FINRA Rule 2010)**

While Mickelson was registered with NFP, from on or about August 18, 2009 to on or about May 20, 2011, he sent and received securities-related emails using several email accounts that were not approved by NFP. These email accounts were at the following domains: mickelsoncapitalconsulting.com; micropipe.us; mickinvest.com; and astuteasset.com.

During that same period, Mickelson also sent and received securities-related emails using an email account at the domain mickcap.com. NFP had approved Mickelson's use of email at the domain mickcap.com for his registered investment advisor business, with the instruction that all securities-related correspondence would go through his NFP email account. Mickelson did not routinely forward to NFP any of the securities-related emails sent or received by all five email accounts.

NASD Conduct Rule 3110(a) requires member firms to make and preserve books, accounts, records, memoranda and correspondence in conformity with Exchange Act Rules 17a-3 and 17a-4. Mickelson did not maintain these communications in a format that complied with SEC Rule 17a-4(f). By using these email accounts to exchange securities-related emails, Mickelson prevented NFP from accessing these communications and complying with its obligations under NASD Conduct Rule 3010(d) to review correspondence between registered representatives and their customers.

By using these email accounts to exchange securities-related emails and failing to either forward the communications to NFP or to otherwise maintain the communications in a format that complied with SEC Rule 17a-4(f), Mickelson prevented NFP from complying with its recordkeeping requirements as required by Section 17(a) of the Securities Exchange Act of 1934, SEC Rule 17a-4, NASD Rule 3110 and FINRA Rule 2010.

Based on the foregoing facts, Mickelson violated NASD Rule and FINRA Rule 2010 (with respect to conduct occurring on or after December 15, 2008).

SANCTIONS

It is ordered that Respondent be: suspended from association with any FINRA member firm in all capacities for 18 months and fined \$125,000.

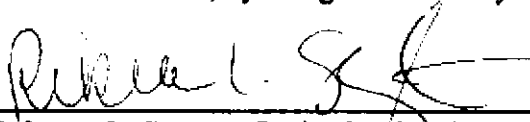
The fine shall be due and payable either immediately upon reassociation with a member firm following the 18-month suspension noted above, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

SO ORDERED.

Jan. 16, 2014
Date

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


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