

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015044328301**

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

RE: Samuel W. Ehrenthal, Respondent
Investment Company Shares and Variable Contracts Representative
(CRD No. 2807870)

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Samuel W. Ehrenthal, 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

Samuel W. Ehrenthal ("Ehrenthal" or "Respondent") became registered with FINRA through a member firm in August 1997, as an Investment Company and Variable Contracts Products Representative ("IR"). Ehrenthal became registered with FINRA through MML Investors Services LLC (BD No. 10409) ("MML") as an IR on January 16, 2004, and remained at MML until his resignation on March 17, 2015.

Although Ehrenthal is no longer employed in the securities industry, pursuant to Article V, Section 4 of FINRA's By-Laws, FINRA retains jurisdiction over Ehrenthal until at least March 17, 2017.

RELEVANT DISCIPLINARY HISTORY

Ehrenthal has no disciplinary history.

OVERVIEW

Ehrenthal failed to provide documents and information to FINRA in violation of FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

On March 10, 2015, during the course of an investigation into allegations that Ehrenthal engaged in certain outside business activities without the knowledge or consent of MML and failed to disclose certain tax liens on his Uniform Application for Securities Industry Registration or Transfer (Form U4), FINRA delivered to Ehrenthal in person at his business' address as reflected on the Central Registration Depository ("CRD"), a letter requesting, pursuant to FINRA Rule 8210, that Ehrenthal immediately provide certain documents and information. Pursuant to Ehrenthal's request, FINRA extended the date by which Ehrenthal's response was due to March 19, 2015.

Ehrenthal failed to produce the documents and information requested by March 19, 2015. Accordingly, on March 20, 2015, FINRA sent Ehrenthal, by regular and certified mail to his last known residential and business mailing addresses as reflected on CRD, a Second and Final Request pursuant to FINRA Rule 8210 for the previously requested documents and information. The March 20 request stated that the response was due by March 27, 2015.

As stated in his phone call with FINRA staff on March 27, 2015, and by this agreement, Ehrenthal acknowledges that he received FINRA's March 10 and March 20, 2015 requests by hand delivery or by mail, and will not produce the documents and information requested at any time. By refusing to provide documents and information as requested pursuant to FINRA Rule 8210, Ehrenthal violates FINRA Rules 8210 and 2010.

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 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 or suspension (see FINRA Rules 8310 and 8311).

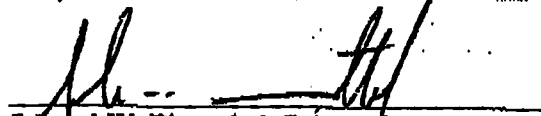
The sanctions imposed herein shall be effective on a date set by FINRA staff. Pursuant to FINRA Rule 8313(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

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 accordance with FINRA Rule 8313;
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: (i) testimonial obligations; or (ii) 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.

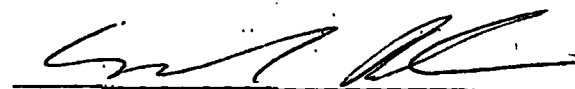
4/1/15
Date (mm/dd/yyyy)


Samuel W. Ehrenthal, Respondent

Accepted by FINRA:

April 10, 2015
Date

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


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