

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. E982004058501

TO: Department of Enforcement
NASD

RE: David Michael Rondeau, Respondent
CRD No. 1904325

Pursuant to Rule 9216 of NASD Code of Procedure, David Michael Rondeau ("Rondeau" or "Respondent") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against me alleging violations based on the same factual findings.

I understand that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and
 - d. 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 allegation in this AWC or create the impression that the

AWC is without factual basis. Nothing in this provision affects my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

Rondeau first became registered with NASD as a General Securities Representative in April 1998 through a former member firm. He then became associated with H.J. Meyers & Co., Inc., Sunpoint Securities, Inc., Sterling Financial Investment Group, Inc., Raikes Financial Group Inc., Schneider Securities, Inc., and LH Ross & Company, Inc. On April 8, 2004, Rondeau became registered with NASD as a General Securities Representative through former member firm Financial World Corporation ("Financial World"). On April 28, 2005, Financial World filed a Form U5 on Rondeau's behalf disclosing a termination date of April 20, 2005. Rondeau is not presently associated with any member firm and he has no disciplinary history.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- B. To be notified of the Formal 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 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 prejudice 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.

SEP-13-05 11:10 AM FROM: ROSE, CRYSTAL
I further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of 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.

II.

ACCEPTANCE AND CONSENT

- A. I hereby accept and consent, without admitting or denying the allegations or findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD 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 NASD:

At various times in 2005, Rondeau effected numerous securities transactions in the accounts of several Financial World customers, without such customers' prior knowledge, authorization or consent. By reason of the foregoing, Rondeau violated NASD IM-8310-2 and NASD Conduct Rule 2110.

- B. I also consent to the imposition, at a maximum, of the following sanctions:

- A bar from association with any NASD member in any capacity.

The sanctions imposed herein shall be effective on a date set by NASD staff. Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

III.

OTHER MATTERS

I understand that if I am barred or suspended from associating with any NASD 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 NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1.)

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, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce me to submit it.

9/15/05
Date


Respondent David Michael Rondeau

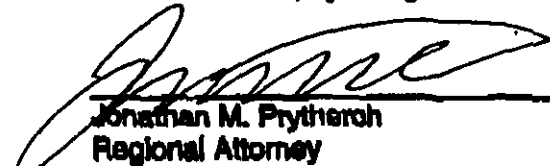
Reviewed by:


~~Greta K. Kolton~~ Gregory W. Gribben, Esq.
Counsel for Respondent
Woods Oviatt Gilman LLP
700 Crossroads Building
2 State Street
Rochester, New York 14814
(585) 987-2812

Accepted by NASD:

9/28/05
Date

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


Jonathan M. Prytherch
Regional Attorney
NASD Department of Enforcement
581 Main Street, 7th Floor
Woodbridge, New Jersey 07095
(732) 598-2078