

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. ELI20040407-01

TO: Department of Enforcement
NASD

RE: Matthew Sexton, Respondent
(CRD No. 3261031)

Pursuant to Rule 9216 of NASD Code of Procedure, I, Matthew Sexton ("Respondent" or "Sexton"), submit 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:

Sexton was first registered with the NASD as a General Securities Representative ("GSR") on or about July 5, 1999, through an association with a member firm.

From on or about September 27, 2004, through on or about December 7, 2004, Sexton was registered as a GSR and a General Securities Principal ("GSP") through an association through JP Turner & Company, LLC (CRD No. 43177) ("JPT").

On December 13, 2004, Sexton was registered as a GSP and GSR through member firm Marquis Financial Services, Inc. (CRD No. 20733) ("Marquis"). On May 6, 2005, Marquis filed with NASD a Uniform Termination Notice for Securities Industry Registration ("Form U-5") indicating that Sexton was terminated from the firm. Sexton is not currently registered with NASD or associated with any NASD member firm.

Sexton does not have any disciplinary history with the Securities and Exchange Commission, any state securities regulator, or self-regulatory organization.

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.

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:
1. On November 18, 2004, and November 19, 2004, Sexton, while registered with NASD through an association with a member firm, effected approximately three unauthorized purchase and sale transactions in customer AS' JPT account without AS' prior knowledge, authorization or consent. Specifically, Sexton effected the following transactions:
 - a. On November 18, 2004, Sexton purchased 20,000 shares of TARS in AS' account without AS' prior knowledge, authorization or consent;
 - b. On November 19, 2004, Sexton sold 10,000 shares of EBAY from AS' account without AS's prior knowledge, authorization or consent.
 - c. On November 19, 2004, Sexton purchased 20,000 shares of TARS in AS' account without AS' knowledge, authorization and consent
 - By reason of the foregoing, Sexton violated NASD Conduct Rule 2110.
 2. By letters dated April 6, 2005, April 29, 2005, and May 10, 2005, sent to Sexton pursuant to and in accordance with NASD Procedural Rule 8210, the staff of NASD's District No. 10 office requested that Sexton provide a written statement responding to allegations of unauthorized transactions in customer AS' account. No response to the requests has been received.

By reason of the foregoing, Sexton violated NASD Procedural Rule 8210 and Conduct Rule 2110.

3. By letter dated May 31, 2005, sent to Sexton pursuant to and in accordance with NASD Procedural Rule 8210, the Staff requested that Sexton appear for an on-the-record interview ("OTR") on June 15, 2005, at 10:00 a.m. Sexton failed to appear. By letter dated, June 15, 2005, Sexton stated that he would not be available for any OTRs.

By reason of the foregoing, Sexton violated NASD Procedural Rule 8210 and Conduct Rule 2110.

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

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

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

- A. 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 28310 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.

10-2-05

Date



Matthew Sexton
(CRD No. 3261031)

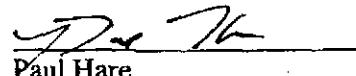
*I have no means to
attain legal representation*

Accepted by NASD:

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

October 19, 2005

Date



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