

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014041848801**

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

RE: Michael S. Bell, Respondent
General Securities Representative/General Securities Principal
CRD No. 1240582

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Michael S. Bell ("Bell" or "Respondent"), 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

Bell first became associated with a FINRA member firm in 1984, and he received his Series 7 registration in April 1988. He thereafter received his Series 24 registration in May 1988. He has also obtained his Series 2, 3, 22, 39 and 63 licenses. During his career in the securities industry, Bell has been associated with numerous different FINRA member firms. From April 2010 through June 2014, Bell was employed by Westpark Capital, Inc ("Westpark" or the "Firm") and registered with FINRA as a General Securities Representative and a General Securities Principal. The Firm terminated Bell's employment after its discovery of Bell's use of a personal email account to solicit securities purchases, and filed a Form U5 terminating his association with Westpark on July 8, 2014. Bell is not currently associated with a FINRA member firm, and he does not have any previous disciplinary history. Although Bell is not currently associated with a FINRA member firm or registered with FINRA, he is subject to the jurisdiction of FINRA pursuant to Article V, Section 4 of FINRA's By-Laws, which provides for a two-year period of retained jurisdiction over formerly registered persons.

OVERVIEW

Between April and June 2014 (the "Relevant Time Period"), Bell violated the Firm's Written Supervisory Policies ("WSPs") by sending approximately 20 emails relating to Firm business on his personal email account. This conduct violated FINRA Rule 2010 and caused his Firm to maintain inaccurate books and records in contravention of Section 17(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 17a-4 thereunder. Moreover, several of these emails recommended the purchase of interests in MD, a private placement investment offered by the Firm, and were unbalanced, promissory, misleading and/or lacked reasonable basis. As a result of such conduct, Bell violated FINRA Rules 2210(d)(1)(A), 2210(d)(1)(B), 2210(d)(1)(F), and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 2010 requires that members and associated persons "observe high standards of commercial honor and just and equitable principles of trade." Section 17(a) of the Securities Exchange Act, and Rule 17a-4(b)(4) thereunder, requires that broker-dealer firms keep originals of all communications relating to its business sent to or received by customers for a period of three years.

During the Relevant Time Period, Bell used his personal email address to communicate with current and prospective customers without the Firm's knowledge or consent, sending approximately 20 emails from this personal email account. These communications related to customers' existing investments at the Firm, and also solicited existing and potential customers to make new investments through Bell. Emails from Bell's personal account were not monitored or retained by the Firm. Bell had been previously disciplined by the Firm for e-mail-related misconduct, and he knew that the use of personal email was unauthorized and violated the Firm's WSP's. By engaging in this conduct, Bell violated FINRA Rule 2010 and caused the Firm to be in violation of Section 17(a) of the Exchange Act and Rule 17a-4(b)(4).

FINRA Rule 2210(d)(1) establishes standards for communications with the public and provides that all such communications must be "fair and balanced," and "provide a sound basis for evaluating the facts in regard to any particular security," (FINRA Rule 2210(d)(1)(A)); that they "may not make any false, exaggerated, unwarranted, promissory or misleading statement or claim," (FINRA Rule 2210(d)(1)(B)); and that they "may not predict or project performance, imply that past performance will recur or make any exaggerated or unwarranted claim, opinion or forecast." (FINRA Rule 2210(d)(1)(F)).

During the Relevant Time Period, Bell sent six emails to two prospective customers concerning an investment in a private placement ("MD") that were unbalanced, misleading, promissory, projected performance and/or lacked reasonable basis. Certain examples of Bell's emails that were unbalanced,

misleading, promissory, projected performance and/or lacked reasonable basis include the following:

- "It is not very often that we see an ipo with such a head start prior to the offering. This investment gets you in at 60% of the ipo price plus warrants at the same level."
- "ipo price must be at least \$3 per share ... assuming stock simply holds the price for 6 months, a \$50 thou investment is worth \$116,664 ... of course nothing is a guarantee, but we expect stock to trade higher since company is expanding so rapidly ... expecting over \$80 million this year revenue."
- "THIS IS NOT A BOND ... it is an equity play where you buy stock pre ipo at 60% of ipo price . . PLUS A WARRENT [sic] AT SAME PRICE ... going public this fall ... company doing extremely well ... IF STOCK PRICE SIMPLY REMAINS AT IPO PRICE INVESTOR MORE THAN DOUBLES INVESTMENT ... I dont [sic] think I will ever get a situation like this again ... if you like making money, you should hear the whole story from me ... comp[any [sic] to do over \$80 million this year .. once again ... THIS IS A STOCK PLAY."

By engaging in the foregoing misconduct, Bell violated FINRA Rules 2210(d)(1)(A), 2210(d)(1)(B), 2210(d)(1)(F), and FINRA Rule 2010.

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

A three month suspension from association with any FINRA member firm in all capacities. Respondent has submitted a sworn financial statement and demonstrated an inability to pay. In light of the financial status of Respondent, no monetary sanctions have been imposed.

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.

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 Chief Legal Officer, 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:

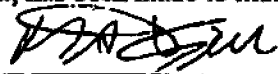
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will 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 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.

D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

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.

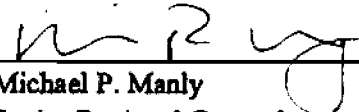
4/20/15
Date


Respondent Michael S. Bell

Accepted by FINRA:

4/30/2015
Date

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


Michael P. Manly
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