

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER AND CONSENT  
NO. 2016050541201**

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

RE: Kevin Scott Woolf, Respondent  
General Securities Representative  
CRD No. 6145312

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Kevin Scott Woolf ("Woolf" 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**

Woolf entered the securities industry in December 2012 when he became associated with Morgan Stanley, a FINRA-registered broker-dealer ("Morgan Stanley" or the "Firm"). Woolf obtained his Series 7 (General Securities Representative) and Series 66 (Investment Advisor) licenses in February 2013 and March 2013, respectively.

In a Uniform Termination Notice for Securities Industry Registration ("Form U5") dated June 30, 2016, Morgan Stanley reported Woolf's voluntarily resignation while under internal review for a "potential outside business activity related to a securities offering for a real estate investment."

Woolf is not currently registered or associated with a FINRA-registered broker-dealer. However, he remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.

**RELEVANT DISCIPLINARY HISTORY**

Woolf has no prior disciplinary history in the securities industry.

## OVERVIEW

In January 2018, Woolf violated FINRA Rules 8210 and 2010 by failing to provide documents and information and to appear and provide testimony requested pursuant to FINRA Rule 8210 in connection with FINRA's Department of Enforcement's ("Enforcement") investigation concerning Woolf's outside business activities and participation in a private securities offering.

## FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210(a)(1) provides, in relevant part, that "[f]or the purpose of an investigation, complaint, examination, or proceeding authorized by the FINRA By-Laws or rules ... FINRA staff shall have the right to ... require a member, person associated with a member, or any other person subject to FINRA's jurisdiction to provide information orally, in writing, or electronically ... with respect to any matter involved in the investigation, complaint, examination, or proceeding."

FINRA Rule 2010 requires that associated persons, in the conduct of their business, observe high standards of commercial honor and just and equitable principles of trade. A failure to comply with FINRA Rule 8210 is a violation of FINRA Rule 2010.

Enforcement commenced an investigation into allegations that Woolf engaged in multiple undisclosed outside business activities, including the development of a hotel, and participated in an undisclosed private securities offering for that development project that was marketed to Firm customers.

On December 8, 2017, pursuant to FINRA Rule 8210, Enforcement sent a letter to Woolf, through counsel, requesting that he provide certain documents and information concerning, among other things, the identities of the investors in entities in which Woolf indirectly held an interest and the source of funds deposited into Woolf's bank accounts. On December 28, 2017, Enforcement granted Woolf an extension of time to respond to the December 2017 8210 Request until January 5, 2018. On January 8, 2018, pursuant to FINRA Rule 8210, Enforcement sent another letter to Woolf, through counsel, requesting that he appear and provide on-the-record testimony on February 9, 2018. Both the December 2017 and January 2018 Rule 8210 requests (collectively, the "Rule 8210 Requests") were sent to Woolf's counsel via certified mail, return receipt requested, and e-mail, and informed Woolf that a failure to comply with the Rule 8210 Requests could subject him to disciplinary action and the imposition of sanctions, including a bar from the securities industry.

As stated in counsel for Woolf's letters dated January 5, 2018, and January 9, 2018, and by this agreement, Woolf acknowledges that he received the Rule 8210 Requests and will not provide the requested documents and information or appear for on-the-record testimony at any time.

By refusing to provide documents and information, and to appear and provide on-the-

record testimony requested, pursuant to FINRA Rule 8210, Woolf violated 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. A bar or expulsion shall become effective upon approval or acceptance of this AWC.

## 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 prejudice 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.

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.

01/18/2018  
Date (mm/dd/yyyy)

Kevin Woolf  
Kevin Scott Woolf, Respondent

Reviewed by:

Nicole Deese Newlon

Nicole Deese Newlon, Esq.  
Counsel for Respondent  
Johnson & Cassidy  
324 S. Hyde Park Ave., Suite 325  
Tampa, Florida 33606  
(813) 699-4858

Accepted by FINRA:

1/26/18  
Date

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

Rebecca Carvalho  
Rebecca Carvalho  
Principal Counsel  
FINRA Department of Enforcement  
One Brookfield Place  
200 Liberty Street  
New York, New York 10281