

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2007010813201**

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

RE: Dianne Goedtel, Respondent
General Securities Representative
[CRD No. 4690759]

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, Respondent submits 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 Respondent alleging violations based on the same factual findings described herein.

L.

ACCEPTANCE AND CONSENT

- A.** Respondent hereby accepts and consents, 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

Respondent first became registered with FINRA (formerly known as NASD) as a General Securities Representative (GSR) on September 19, 2003 through a member firm. From February 3, 2006 through September 20, 2007, Respondent was registered as a GSR with Banc of America Investment Services, Inc. ("BAI"). Since November 2, 2007, Respondent has been registered as a GSR with another member firm.

RELEVANT PRIOR DISCIPLINARY HISTORY

Respondent has no prior disciplinary history.

OVERVIEW

Respondent altered portions of a Mutual Fund Share Class Disclosure form to expedite the transfer of a customer's additional funds into the customer's mutual fund.

FACTS AND VIOLATIVE CONDUCT

On two occasions, on May 29, 2007 and September 18, 2007, while employed at BAI, Respondent improperly altered a Mutual Fund Share Class Disclosure form for purposes of facilitating married couple EB's and AB's mutual fund transactions. Specifically, instead of having EB and AB execute new Mutual Fund Share Class Disclosure forms to effect certain authorized mutual fund transactions, Respondent "whited-out" the date and the amount of the investment on an earlier completed form, dated October 6, 2006, photocopied the form, and then filled in a new purchase amount and date. Respondent did not disclose to BAI or the customers that she had altered the disclosure form.

By reason of the foregoing, Respondent violation NASD Conduct Rule 2110.

OTHER FACTORS

B. Respondent also consents to the imposition of the following sanctions:

- A suspension from associating with any FINRA member in any capacity for thirty (30) business days; and,
- A fine of \$5,000.

Respondent agrees to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. Respondent has submitted an Election of Payment form showing the method by which she proposes to pay the fine imposed. Respondent specifically and voluntarily waives any right to claim that she is unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

Respondent understands that if she is barred or suspended from associating with any FINRA member, she becomes 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, Respondent 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 NASD Rule 8310 and IM-8310-1.)

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against Respondent;**
- 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 National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.**

Further, Respondent specifically and voluntarily waives any right to claim bias or prejudgment 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.

Respondent further specifically and voluntarily waives any right to claim that a person violated the *ex parte* prohibitions of NASD Rule 9143 or the separation of functions prohibitions of NASD 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

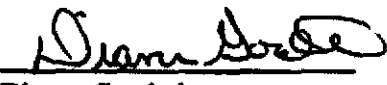
Respondent understands that:

- 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 NASD Rule 9216;**

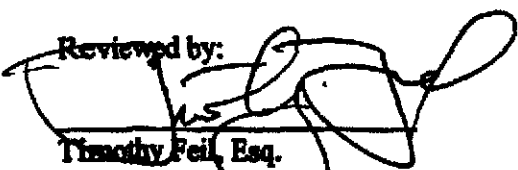
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Respondent; and
- C. If accepted:
1. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against her;
 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about Respondent's disciplinary record;
 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-3; and
 4. Respondent 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. Respondent 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 Respondent's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

Respondent certifies that she has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that Respondent has 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 Respondent to submit it.

9/13/08
Date


Dianne Goedel

Reviewed by:



Timothy Feil, Esq.
Counsel for Respondent
Finkelstein & Feil, LLP
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Accepted by FINRA:

2/2/09

Date

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



Vaishali S. Shetty
Senior Regional Counsel
FINRA Department of Enforcement
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