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**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT**

NO. 2007010981201

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

RE: Brian Douglas Anderson (CRD No. 2283955)

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, Brian Douglas Anderson ("Anderson" or "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 (formerly known as NASD) will not bring any future actions against Respondent alleging violations based on the same factual findings described herein.

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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

Anderson first became registered with FINRA as a General Securities Representative (GSR) on February 24, 1993 through his association with a member firm. Subsequently, he was registered as a GSR with several member firms.

From June 6, 2001 to September 2007, Anderson was registered as a GSR through member firm Primevest Financial Services, Inc. (BD No. 15340) ("Primevest").

On October 19, 2007, Primevest filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") concerning Anderson. Anderson is not currently registered with FINRA or associated with a FINRA member firm but remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of its By-Laws.

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

OVERVIEW

Anderson was associated with Primevest and working at a New Jersey branch of a bank (hereinafter the "Bank") with which Primevest had a contractual networking agreement. Anderson entered into an impermissible arrangement to have an employee of the Bank purchase pre-IPO shares of the Bank on his behalf when he knew he was not qualified to purchase the shares. Furthermore, when an investigation was commenced stemming from Anderson's conduct and the staff of FINRA's District No. 9 office (the "Staff") requested that he provide certain information and documents, he failed to do so on several occasions.

FACTS AND VIOLATIVE CONDUCT

1. Anderson was registered as a CSR through an association with FINRA member firm Primevest from June 2001 to September 2007. He worked for Primevest from within a New Jersey bank with which Primevest had a contractual networking agreement.

In 2003 the Bank went public. Bank employees were eligible to purchase the Bank's shares prior to the public offering pursuant to a subscription agreement ("subscription shares"). Anderson was not eligible to purchase the subscription shares. In or around December 2002 Anderson entered into an agreement with an employee of the Bank whereby Anderson would give that employee \$80,000 and she would purchase 8,000 subscription shares for him. Anderson gave the Bank employee a check dated December 3, 2002, in the amount of \$80,000 made payable to the employee. The employee then deposited the check into her personal checking account on December 3, 2002. On that same day, the employee purchased 8,000 subscription shares. Several months after the purchase, the Bank employee sold the shares and gave Anderson the sale proceeds. Anderson engaged in this conduct in contravention of the subscription agreement and without informing Primevest of the arrangement or his purchase.

By reason of the foregoing, Anderson violated NASD Conduct Rule 2110.

2. By letters dated November 19, 2007 and December 4, 2007 sent to Anderson pursuant to, and in accordance with, NASD Procedural Rule 8210, the Staff requested that Anderson provide certain information and documents concerning, among other things, his termination from Primevest. Anderson failed to respond and did not provide any of the information requested in the letters.

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

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

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

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

Respondent understands that if he is barred or suspended from associating with any FINRA member, he 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, he 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.)

Pursuant to NASD IM-8310-3(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

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

- To have a Formal Complaint issued specifying the allegations against Respondent;
- To be notified of the Formal Complaint and have the opportunity to answer the allegations in writing;
- 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
- 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:

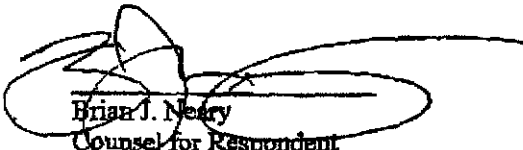
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
- B. If this AWC is not accepted, its submission will not 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 Respondent;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about my 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 he 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.

9/29/2008
Date


Brian Douglas Anderson
(CRD No. 2283955)


Brian J. Neary
Counsel for Respondent

Accepted by FINRA:

October 16, 2008
Date

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


Soo H. Im
Senior Regional Counsel
FINRA Department of Enforcement
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