

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20080123554-01**

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

RE: UBS Financial Services Inc., Respondent
Broker-Dealer
CRD No. 8174

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, UBS Financial Services Inc. ("PWJC" or the "firm") 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 the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm 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

PWJC became a member of FINRA in 1936, and its registration remains in effect. The firm has the following relevant disciplinary history:

- In September 2007, an AWC for matter 20050022470 was issued pursuant to which the firm was censured, fined \$30,000 and ordered to pay \$11,630 in restitution for five best execution violations of NASD Rule 2320 in connection with fixed income transactions executed between January 1, 2005 and March 31, 2005.
- In November 2006, an AWC for matter 20050000626 was issued pursuant to which the firm was censured, fined \$10,000 and ordered to pay \$938 in restitution for violations of NASD Rule 2320 in connection with equity securities transactions executed between October 1, 2003 and December 31, 2003.

SUMMARY

In connection with matter 20080123554, the staff of the Department of Market Regulation conducted a review of PWJC's compliance with best execution requirements for corporate bond transactions during the period October 1, 2007 through December 31, 2007 (the "review period").

FACTS AND VIOLATIVE CONDUCT

During the review period, in five transactions for or with a customer, the firm failed to use reasonable diligence to ascertain the best inter-dealer market and failed to buy or sell in such market so that the resultant price to its customer was as favorable as possible under prevailing market conditions, as reflected on Exhibit A, which is attached. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rules 2110 and 2320.

B. The firm also consents to the imposition of the following sanctions:

A censure; a fine of \$30,000; and restitution by the firm to the firm's customers disadvantaged by the transactions listed on attached Exhibit A in the total amount of **\$15,051.88**, plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the National Adjudicatory Council. A registered principal of the firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution, to the **COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850** or in an e-mail from a work-related account of the registered principal to MarketRegulationComp@finra.org, no later than 120 days after acceptance of this AWC. If for any reason, Respondent cannot locate any customer after reasonable and documented efforts within such period, or such additional period agreed to by the staff, Respondent shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided.

The firm agrees to pay the monetary sanctions upon notice that this AWC has been accepted and that such payments are due and payable. The firm has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanctions imposed in this matter.

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

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Complaint issued specifying the allegations against the firm;
- 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, the firm 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.

The firm further specifically and voluntarily waives 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

The firm 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 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 the firm; and

C. If accepted:

1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm's disciplinary record;
3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
4. The firm 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. The firm 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 the firm's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it 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.

Date 12/6/10

By: 

Name: Ilene Marguardt

Title: Managing Director

Counsel for Respondent

1/4/11
Date

Thomas R. Gira
Thomas R. Gira
Executive Vice President
Department of Market Regulation

**UBS Financial Services Inc. ("PWJC")
Matter No. 20080123554**

AWC Exhibit A

Item No.	Date	Seller	Buyer	Issue	Quantity	Trade Time	Trade Price	Closest inter-dealer price	Best Execution Price	Restitution Due
1	10/09/2007	PWJC	Customer	CFC.LV	55	15:21:13	\$93.06	\$86.582	\$88.31364	\$2,610.50
2	10/11/2007	Customer	PWJC	IGT.GG	3	14:27:03	\$95.00	\$99.50	\$97.0125	\$60.38
3	12/12/2007	PWJC	Customer	SPG.KF	250	10:42:32	\$100.076	\$97.00	\$98.94	\$2,840.00
4	12/20/2007	PWJC	Customer	ABK.GH	50	14:46:55	\$90.149	\$79.00	\$80.58	\$4,784.50
5	12/20/2007	PWJC	Customer	ABK.GH	50	14:47:42	\$90.093	\$79.00	\$80.58	\$4,756.50
								Total Restitution =		\$15,051.88