

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2008012510101**

RECEIVED

2008 JUL 16 P 7 25

REGISTRATION & DISCLOSURE

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

RE: Dwight D. Deneal, Jr., Respondent
CRD No. 5415677

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, I [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

Deneal entered the securities industry on June 18, 2007 when he became associated with Wachovia Securities, LLC. Deneal took the Series 7 examination on October 25, 2007 and failed the examination. Again, on January 25, 2008, Deneal took the Series 7 examination and again failed the examination. Wachovia terminated Deneal on March 27, 2008.

Although Deneal has never been registered with FINRA, he is subject to FINRA's jurisdiction by virtue of his completion of a Form U4 on October 2, 2007, in connection with his employment with Wachovia. Based on his termination date from Wachovia, FINRA retains jurisdiction over Deneal until March 27, 2010. Deneal is not currently associated with a FINRA member firm, and has no prior disciplinary history.

000066198 2008

RELEVANT PRIOR DISCIPLINARY HISTORY

Respondent has no prior disciplinary history.

OVERVIEW

On January 25, 2008, Deneal submitted an altered Series 7 examination score report to Wachovia Securities, LLC and made a false representation that he had passed the examination with a score of 74 when in fact he had failed the examination with a score of 62.

FACTS AND VIOLATIVE CONDUCT

- A. After failing to pass the Series 7 examination on his first attempt, Deneal took the Series 7 examination a second time at the Thomson Prometric Testing Center in Charlotte, North Carolina on January 25, 2008. After sitting for the examination, Deneal submitted to Wachovia a score report with a passing grade of 74.

The Testing and Continuing Education Department found that, in fact, Deneal did not receive a passing score and that the score report he submitted to Wachovia was altered and false. The official FINRA Proctor Score Report shows that Deneal failed the exam with a score of 62.

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

- 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 Section 3(a)(39) of the Securities Exchange Act of 1934, as amended.

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 NASD Rule 8310 and IM-8310-1.)

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

I specifically and voluntarily waive the following rights granted under FINRA's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- 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, I specifically and voluntarily waive 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.

I further specifically and voluntarily waive 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

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 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 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 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. 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 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.

Date: 06/05/08


Dwight D. Deneal, Jr., Respondent

Letter of Acceptance, Waiver and Consent
No. 2008012510101/Dwight D. Deneal, Jr.

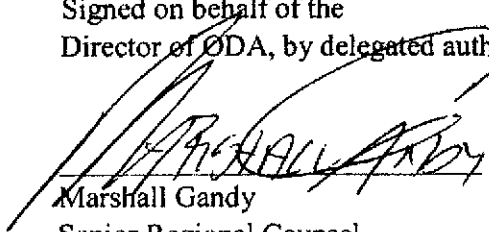
Reviewed by:

Counsel for Respondent

Accepted by FINRA:

7/14/2008
Date

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



Marshall Gandy
Senior Regional Counsel
FINRA Department of Enforcement
12801 North Central Expressway
Suite 1050
Dallas, TX 75243
Phone Number: 972-716-7692
Fax Number: 972-716-7612