

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20090209711-01**

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

RE: Fifth Third Securities, Inc., Respondent
Broker-Dealer
CRD No. 628

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Fifth Third Securities, Inc. (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

The firm has been a member of FINRA since September 11, 1939, and its registration remains in effect. The firm does not have any prior relevant disciplinary history.

SUMMARY

In connection with 20090209711, the Fixed Income Staff of FINRA's Department of Market Regulation reviewed the firm's pricing of corporate bond transactions reported to the Trade Reporting and Compliance Engine ("TRACE") during the period January 1, 2009 through March 31, 2009 (the "Best Execution Review Period").

In connection with 20110283585, the Fixed Income Staff of FINRA's Department of Market Regulation reviewed the firm's compliance with the Rules of the Municipal Securities Rulemaking Board ("MSRB") applicable to trade reporting in the Real-time Transaction Reporting System ("RTRS") during the period of January 1, 2011 through March 31, 2011 (the "MSRB Review Period").

FACTS AND VIOLATIVE CONDUCT

20090209711

1. In 11 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 FINRA Rule 2010 and NASD Rule 2320.

20110283585

2. In 25 instances, the firm improperly reported information to the RTRS that it should not have. Specifically, the firm improperly reported 25 "purchase and sale transactions effected in municipal securities" to the RTRS, when the inter-dealer deliveries were "step outs" and thus, were not inter-dealer transactions reportable to the RTRS. The conduct described in this paragraph constitutes separate and distinct violations of MSRB Rule G-14.
3. The firm's supervisory system did not provide for supervision reasonably designed to achieve compliance with respect to the applicable securities laws and regulations, and the MSRB rules, concerning step-out transactions. Specifically, the firm's supervisory system did not include written supervisory procedures providing for a statement as to how the completion of the step(s) included in the written supervisory procedures should be documented. The conduct described in this paragraph constitutes a violation of MSRB Rule G-27.

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

- A censure;
- A fine of \$80,000 (consisting of a \$65,000 fine for best execution violations in 20090209711; a 7,500 fine for MSRB Rule G-14 violations in 20110283585; and a \$7,500 fine for MSRB Rule G-27 violations in 20110283585);
- Restitution by Respondent to the investors listed on Exhibit A, which is attached, in the total amount of \$26,876.52, 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; and

An undertaking to revise the firm's written supervisory procedures with respect to the area described in paragraph I.A.3. Within 30 business days of acceptance of this AWC by the NAC, a registered principal of the Respondent shall submit to the **COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850**, a signed, dated letter, or an e-mail from a work-related account of the registered principal to MarketRegulationComp@finra.org, providing the following information: (1) a reference to this matter; (2) a representation that the firm has revised its written supervisory procedures to address the deficiency described in paragraph I.A.3; and, (3) the date the revised procedures were implemented.

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It 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 sanction(s) 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.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's 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 the firm to submit it.

June 11, 2012
Date

Respondent

Fifth Third Securities, Inc.

By: Martin H. Vogtsberger

Name: Martin H. Vogtsberger

Title: Senior Vice President

Reviewed by:

[Signature]
Attorney Name

Accepted by FINRA:

7/26/12
Date

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

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

20090209711

Item #	Date	CUSIP	Issue	Quantity	Firm	Contra	Trade Time	Trade Price	Restitution
1	01/26/2009	06050XXB4	BAC.GQB	25.0	OHIO	C (B)	16:20:03	95.213	\$1,921.70
3	01/08/2009	06050XA94	BAC.HBY	45.0	OHIO	C (B)	11:43:30	94.127	\$2,883.15
4	01/23/2009	06050XC50	BAC.HFB	70.0	OHIO	C (B)	12:33:43	99.992	\$6,448.40
7	02/20/2009	12557WSJ1	CIT.GAB	59.0	OHIO	C (S)	15:38:29	81.600	\$5,628.60
8	02/25/2009	36966RFR2	GE.AIB	22.0	OHIO	C (B)	12:36:47	98.400	\$1,115.40
9	02/23/2009	36966RFR2	GE.AIB	21.0	OHIO	C (B)	15:28:31	98.400	\$989.73
10	03/02/2009	36966RFR2	GE.AIB	15.0	OHIO	C (B)	14:53:35	98.400	\$1,602.00
11	03/02/2009	36966RFR2	GE.AIB	13.0	OHIO	C (B)	14:58:43	98.400	\$1,388.40
19	03/05/2009	36962G3T9	GE.HEZ	16.0	OHIO	C (B)	11:08:18	91.750	\$665.20
20	03/03/2009	36962G3U6	GE.HFA	10.0	OHIO	C (B)	14:42:31	94.001	\$675.14
21	03/11/2009	38141GEE0	GS.VN	36.0	OHIO	C (B)	10:25:48	93.990	\$3,358.80
Total Restitution									\$26,876.52

* Contra parties are identified as follows: B-D (S) indicates another Broker-Dealer selling to the firm; B-D (B) indicates another Broker-Dealer buying from the firm; C (S) indicates a customer selling to the firm; and C (B) indicates a customer buying from the firm.