

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2010024404201**

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

RE: Broadband Capital Management LLC (BD No. 48001),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Broadband Capital Management LLC ("Broadband", "Respondent", 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 Broadband alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Broadband 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

Broadband has been a member of FINRA (formerly NASD) since 2000 and is also a member of ARCA and NASDAQ. Broadband currently employs approximately 17 registered individuals and has one branch office.

RELEVANT DISCIPLINARY HISTORY

Broadband has no formal disciplinary history with the Securities and Exchange Commission, any state securities agency or any self-regulatory organization.

OVERVIEW

Between July 2008 and October 2008, Broadband failed to maintain incoming and outgoing emails in a non-rewritable, non-erasable format as required.

FACTS AND VIOLATIVE CONDUCT

Broadband failed to maintain emails that its associated persons sent and received between July 2008 and October 2008 in a non-rewritable, non-erasable format as required. By reason of the foregoing, Broadband violated Securities and Exchange Act Rule 17a-4(i)(2)(ii)(A), NASD Rule 3110(a), and FINRA Rule 2010.

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

- Censure, and
- A fine in the amount of \$20,000.

Broadband agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) 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.

Broadband 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

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

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

Broadband 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

Broadband 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 my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Broadband;
 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 FINRA Rule 8313; and
 4. Broadband may not take any action or make or permit to be made any

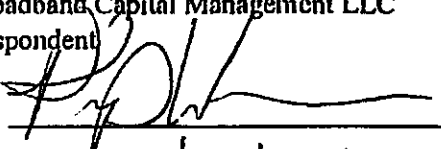
public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. Broadband may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects Broadband's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- D. Broadband may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Broadband 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 the Firm 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 the Firm to submit it.

April 2, 2012
Date (mm/dd/yyyy)

Broadband Capital Management LLC
Respondent

By: 

Print Name: Philip Wagenheim

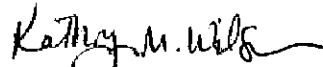
Title: Vice Chairman

Accepted by FINRA:

April 23, 2012

Date

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

A handwritten signature in black ink, appearing to read "Kathryn M. Wilson". The signature is fluid and cursive, with the first name "Kathryn" being more prominent.

Kathryn M. Wilson
Principal Regional Counsel
FINRA Department of Enforcement
One World Financial Center
200 Liberty Street, 11th Floor
New York, NY 10281-1003
212-858-4298 (phone); 212-858-4770 (fax)