

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011030823201**

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

RE: Vincent Waleed Jelani, Respondent
(CRD No. 4766028)

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Vincent Waleed Jelani ("Jelani"), 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

Jelani first became registered with FINRA as a General Securities Representative ("GSR") in February 2004. On or about July 13, 2006, Jelani became registered with FINRA as a GSR through an association with Merrill Lynch, Pierce, Fenner & Smith Incorporated (BD No. 7691) ("Merrill Lynch"). On December 22, 2011, Merrill Lynch filed with FINRA on behalf of Jelani a Uniform Termination Notice for Securities Industry Registration, which stated that he had been terminated from the firm on December 19, 2011. Jelani is not currently associated with a FINRA-member firm but remains subject to FINRA's jurisdiction under Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

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

OVERVIEW

In connection with inquiries concerning certain transactions in a Merrill Lynch customer's account, FINRA requested that Jelani produce documents and information. Jelani declined to produce the requested documents and information. Jelani's conduct violated FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

In connection with inquiries concerning certain transactions in a Merrill Lynch customer's brokerage account during the period from November 9, 2009 through June 28, 2011, on May 18, 2012 and June 11, 2012, FINRA Staff requested, pursuant to FINRA Rule 8210, that Jelani produce documents and information. On June 25, 2012, Jelani responded through counsel and declined to produce the requested documents and information. On June 24, 2013, Jelani's counsel confirmed with FINRA that Jelani declined to produce the requested documents and information.

Jelani violated FINRA Rules 8210 and 2010 by failing to respond to the Staff's requests for information and documents.

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 Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. 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* FINRA Rules 8310 and 8311).

Pursuant to FINRA Rule 8313(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 Complaint issued specifying the allegations against me;

- 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, I specifically and voluntarily waive any right to claim bias or prejudice 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 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

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 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 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 FINRA Rule 8313; 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: (i) testimonial obligations; or (ii) 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.

7/13/13
Date (mm/dd/yyyy)


Respondent: Vincent Waleed Jelani

Reviewed by:

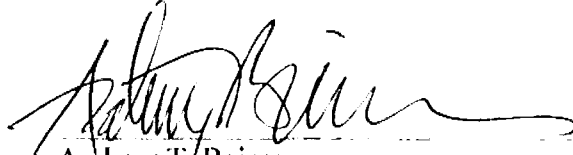
OK original LR 7/22/13

Linda S. Riefberg, Esq.
Counsel for Respondent
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980
Phone: 212-859-8687

Accepted by FINRA:

October 16, 2013
Date

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

A handwritten signature in black ink, appearing to read "Andrew T. Beirne", written over a horizontal dashed line.

Andrew T. Beirne
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