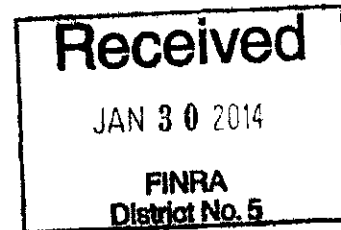


**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2012032916701**

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

RE: William B. Coolidge, Respondent
General Securities Representative
[CRD No. 1636957]



Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, William B. Coolidge, 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

Coolidge entered the securities industry on March 17, 1987, as an Investment Company and Variable Contracts Products Representative of a former FINRA member firm. During the periods mentioned herein, Coolidge was associated with member firm Stifel, Nicolaus & Company, Incorporated ("Stifel Nicolaus"). From March 18, 2008 through June 5, 2012, Coolidge was registered with Stifel Nicolaus as a General Securities Representative. Coolidge is not currently associated with a FINRA member, but he remains subject to the jurisdiction of FINRA, pursuant to Article V, Section 4 of FINRA's By-Laws, which provides for a two-year period of retained jurisdiction over formerly-registered persons. Coolidge has not previously been the subject of any formal disciplinary action.

OVERVIEW

While registered with Stifel Nicolaus, Coolidge effected trades in the accounts of three customers without obtaining prior written authorization from the customers and without having the accounts accepted as discretionary accounts by Stifel

Nicolaus, in violation of NASD Conduct Rule 2510(b) and (effective prior to December 15, 2008) NASD Rule 2110 and (effective from December 15, 2008) FINRA Rule 2010.

In addition, Coolidge implemented a trading strategy and made unsuitable recommendations to five customers to switch from mutual funds and Unit Investment Trusts (UITs) to other mutual funds or UITs after holding the investments for a short time period. Coolidge's conduct constitutes violations of NASD Rules 2310 and 2110 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

1. During the period from on or about April 2008, through on or about April 2012, Coolidge effected approximately 233 trades in the accounts of three customers FLC, JHB and JBB without obtaining prior written authorization from the customers and without having the accounts accepted as a discretionary accounts by Stifel Nicolaus, as required by NASD Conduct Rule 2510(b).

As a result of the foregoing conduct, Respondent Coolidge violated NASD Rule 2510(b) and (effective prior to December 15, 2008) NASD Rule 2110 and (effective from December 15, 2008) FINRA Rule 2010.

2. **Customer FLC**

While registered with Stifel Nicolaus, Coolidge had a customer, FLC, who was 86 years old. FLC's investment objectives were growth and income, her estimated net worth was approximately \$240,000, and her annual income was under \$25,000. In April 2008, FLC had approximately \$30,577 in an individual retirement account and \$152,131 in an individual account. During the period from on or about April 2008 through on or about June 2012, Coolidge implemented a trading strategy wherein in FLC's IRA account, on forty-six occasions, and in her individual account, on fifty-two occasions, he switched from mutual funds and Unit Investment Trusts (UITs) to other mutual funds or UITs after holding the investments for a short time period. Given FLC's age, investment objectives and risk profile and annual income, Coolidge's recommendations were not suitable. FLC incurred a total loss of \$43,692 and paid \$52,316 in commissions.

Customer JHB

While registered with Stifel Nicolaus, Coolidge had a customer, JHB, who was 83 years old. JHB's investment objectives were growth and income, he and his wife had an estimated net worth of approximately \$750,000, and their annual income was under \$90,000. In April 2010, JHB had approximately \$178,677 in an individual retirement account. During the period from on or about April 2010 through on or about March 2012, Coolidge implemented a trading strategy

wherein in JHB's IRA account, he effected 28 mutual fund and UIT purchases and 34 sales in the account after holding the investments for a short time period. Given JHB's age, investment objectives and risk profile, Coolidge's recommendations were not suitable. JHB incurred a total loss of \$41,712 and paid \$29,759 in commissions.

Customer JBB

While registered with Stifel Nicolaus, Coolidge had a customer, JBB, who was 76 years old. JBB's investment objectives were growth and income, her estimated net worth was approximately \$300,000, and her annual income was under \$25,000. In December 2009, JBB had approximately \$75,406 in an individual account. The funds were invested in a variable annuity, equities, UITs and mutual funds. During the period from on or about January 2010 through on or about March 2012, Coolidge implemented a trading strategy wherein in JBB's account, he switched from mutual funds and Unit Investment Trusts (UITs) to other mutual funds or UITs after holding the investments for a short time period. Coolidge effected twenty-one mutual fund and UIT purchases and twenty-five sales in JBB's account. Given JBB's age, investment objectives and risk profile and annual income, Coolidge's recommendations were not suitable. JBB incurred a loss of \$14,708 and paid \$10,213 in commissions.

Customer AAC

While registered with Stifel Nicolaus, Coolidge had a customer, AAC, who was 90 years old. AAC's investment objectives were growth and income, AAC estimated net worth was approximately \$500,000 to \$999,999, and his annual income was between \$50,000 and \$99,999. During the period January 2010 until May 2012, AAC's account was valued between \$162,045 and \$199,406. Fifty percent of AAC's funds were invested in a variable annuity and the remaining fifty percent was invested in UITs and mutual funds. During the period from on or about January 2010 through on or about March 2012, Coolidge implemented a trading strategy wherein in AAC's account, he switched from mutual funds and UITs to other mutual funds or UITs after holding the investments for a short time period. Coolidge effected twenty-five mutual fund and UIT purchases and twenty-three sales in AAC's account. Given AAC's age, investment objectives and risk profile and annual income, Coolidge's recommendations were not suitable. AAC incurred a loss of \$28,042 and paid \$22,182 in commissions.

Customer MCF

While registered with Stifel Nicolaus, Coolidge had a customer, MCF, who was 90 years old. MCF's investment objectives were growth and income, his estimated net worth was approximately \$3,000,000 to \$4,999,999, and his annual income was between \$100,000 and \$249,000. During the period January 2010 until May 2012, MCF's account was valued between \$538,427 and \$550,539. The

funds were invested in bonds, UITs and mutual funds. During the period from on or about January 2010 through on or about May 2012, Coolidge implemented a trading strategy wherein in MCF's account, he switched from mutual funds and UITs to other mutual funds or UITs after holding the investments for a short time period. Coolidge effected thirty-six mutual fund and UIT purchases and forty-five sales in MCF's account. Given MCF's age, investment objectives and risk profile, and annual income, Coolidge's recommendations were not suitable. MCF incurred a loss of \$66,973.37 and paid \$53,621.21 in commissions.

As a result of the foregoing conduct, Respondent Coolidge violated NASD Rule 2310 and (effective prior to December 15, 2008) NASD Rule 2110 and (effective from December 15, 2008) FINRA Rule 2010.

B. I also consent to the imposition of the following sanctions:

A bar in all capacities from any FINRA member firm.

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).

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

01/24/2014

Date (mm/dd/yyyy)



William B. Coolidge, Respondent

Reviewed by:

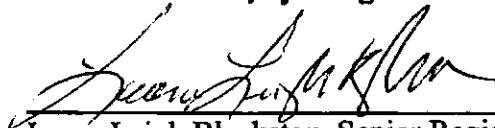
Attorney Name
Counsel for Respondent
Firm Name
Address
City/State/Zip
Phone Number

Accepted by FINRA:

February 6, 2014

Date

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

A handwritten signature in black ink, appearing to read "Laura Leigh Blackston", written over a horizontal line.

**Laura Leigh Blackston, Senior Regional Counsel
FINRA Department of Enforcement
1100 Poydras Street
Energy Centre, Suite 850
New Orleans, Louisiana 70163-1108
Phone: 504/522-6527 FAX: 504/522-4077
laura.blackston@finra.org**