

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
CLG050078

TO: Market Regulation Department
NASD

RE: Hold Brothers On-Line Investment Services, LLC, Respondent
Broker-Dealer
CRD No. 36816

Pursuant to Rule 9216 of NASD Code of Procedure, Hold Brothers On-Line Investment Services, LLC ("ONLI" 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 in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against the firm alleging violations based on the same factual findings.

The firm understands that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Market Regulation and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs, pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
3. If accepted:
 - a. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against the firm;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about the firm's disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and

- d. 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 allegation in this AWC or create the impression that the AWC is without factual basis. Nothing in this provision affects the firm's testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

The firm also understands that its experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

ONLI has been a member of NASD since January 26, 1995 and its registration remains in effect.

- On August 21, 2003, NASD censured the firm, fined it \$40,000 and required it to revise its written supervisory procedures based on finding that the firm violated the supervision, recordkeeping, short sale, trade reporting and OATS rules, NASD Conduct Rules 2110, 3010, 3110, 3350 and Marketplace Rules 6130 and 6955, respectively.

I.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against the firm;
- 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 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 Rule 9143 or the separation of functions prohibitions of 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.

II.

ACCEPTANCE AND CONSENT

This matter arose out of a review, 20050000233 (formerly, MRD200445106), conducted by the staff of NASD's Department of Market Regulation for compliance with the Order Audit Trail System ("OATS") rules, NASD Marketplace Rule 6950 et seq., during the fourth quarter of 2003.

A. The firm hereby accepts and consents, without admitting or denying the allegations or findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD 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 NASD:

1. ONLI failed to timely report to OATS 387,064 Reportable Order Events ("ROEs"). These late ROEs represented approximately 10 percent of all ROEs submitted by QNLI to OATS during the review period.
2. The conduct described in paragraph one above constitutes separate and distinct violations of NASD Marketplace Rule 6955(a) and NASD Conduct Rule 2110.
3. During the review period the firm failed to enforce its written supervisory procedures, which specified that it would evidence OATS reviews in a supervisory log.
4. The conduct described in paragraph three constitutes a violation of NASD Conduct Rules 2110 and 3010.

- B. The firm also consents to the imposition, at a maximum, of the following sanction:

A censure and a fine of \$16,500 (consisting of \$6,500 for the OATS violations and \$10,000 for the supervisory violations).

The sanction imposed herein shall be effective on a date set by NASD staff.

III.

OTHER MATTERS

- A. The firm understands that it 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 NASD, nor does it reflect the views of NASD or its staff.
- B. The firm agrees to pay any monetary sanctions imposed on it upon notice that this AWC has been accepted and that such payments are due and payable and has attached an Election of Payment form showing the method by which it proposes to pay any fine imposed.
- C. The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, any monetary sanction imposed in this matter.

04/18/2005 14:50 12128094147

G K B & N PLLC

PAGE 08/09
44/004

04/15/05 FRI 11:25 FAX 2403865134

The firm certifies that it has read and understands all of the provisions of this AVC and has been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce the firm to submit it.

4/28/05

Date

Respondent

Hold Brothers On-Line Investment
Services LLC

By:

Name:

Title:

[Signature]
Gregory F. Hold
CEO

Reviewed by:

[Signature]
Counsel for Respondent

Accepted by NASD:

6/3/05

Date

[Signature]

Thomas R. Gira
Executive Vice President & Deputy
Department of Market Regulation

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