

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. E052004030101

RECEIVED

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REGISTRATION & DISCLOSURE

TO: Department of Enforcement
NASD

RE: Ogden L. Coody, Respondent
General Securities Principal,
General Securities Representative and
Municipal Fund Securities Limited Principal
[CRD No. 52888]

Pursuant to Rule 9216 of the NASD Code of Procedure, Respondent 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 me alleging violations based on the same factual findings.

I understand 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 Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), 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 me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by the NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my 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. 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. Nothing in this provision affects my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which the NASD is not a party.

I also understand that my 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:

Ogden L. Coody entered the securities industry on August 7, 1973, as a General Securities Representative of The Prudential Insurance Company of America, a member of NASD. Ogden L. Coody, during all periods mentioned herein, was associated with Royal Alliance Associates, Inc., and was registered with NASD under Article V of the By-Laws as a General Securities Principal, General Securities Representative and Municipal Fund Securities Limited Principal. Ogden L. Coody is not currently associated with any member firm and has not previously been the subject of any formal disciplinary actions by any regulatory body.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under the NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- 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, 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 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

- 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 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. Between January 1, 2001 and August 1, 2004, Ogden L. Coody recommended a series of 167 unsuitable mutual fund switches and exchanges in three accounts jointly held by public customers SM, MG, and JD, without having a reasonable basis for recommending the switches and exchanges. Coody's actions resulted in payment by the customers of over \$75,600 in unnecessary mutual fund fees and in Coody's receipt of commissions totaling \$51,963. The switches and exchanges were unsuitable for several reasons:
 - (a) Many of the transactions were actually exchanges that occurred within the same fund family, entitling the customer to engage in the transactions without incurring front-end load fees. Coody, however, failed to exercise the cost-free exchange rights on behalf of the customers;
 - (b) In addition, Coody prevented the customers from realizing breakpoint discounts by staggering the purchase of mutual funds over a period of several weeks;
 - (c) Coody also did not send the mutual fund companies letters of intent or exercise rights of accumulation that could have resulted in lower front-end load charges to the customers; and
 - (d) Coody also engaged in short-term trading, often recommending that the customers hold the funds for less than one year.

Such acts, practices, and conduct constitute separate and distinct violations of NASD Conduct Rules 2310 and 2110 by Ogden L. Coody.

2. Between January 1, 2001 and August 1, 2004, Ogden L. Coody failed to disclose to public customers MG, SM, and JD material information concerning the switches that are the subject of paragraph 1. Although some exchanges did occur within the same fund family, Coody also routinely recommended the switching of mutual funds between fund families, but did not disclose the existence of similar investment opportunities within the original fund. Investing within the same fund family, but within a different fund, would have allowed the investor to avoid payment of unnecessary front-end load charges. Coody did not offer the customers the opportunity to change funds within the fund family.

Such acts, practices, and conduct constitute separate and distinct violations of NASD Conduct Rule 2110.

3. Between January 1, 2001 and August 1, 2004, Ogden L. Coody failed to provide public customers MG, SM, and JD with switch letters disclosing the nature of the mutual fund exchanges discussed in paragraph 1. The letters were required by the written policies and procedures of his employer Royal Alliance Associates, Inc.

Such acts practices and conduct constitute separate and distinct violations of NASD Conduct Rule 2110 by Ogden L. Coody.

- B. I also consent to the imposition, at a maximum, of the following sanctions:

A bar of Ogden L. Coody from association with any member of NASD in any capacity.

The sanctions imposed herein shall be effective on a date set by the NASD staff. Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

III.

OTHER MATTERS

- A. I understand that if I am barred or suspended from association with any NASD member, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1).

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, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce me to submit it.

Letter of Acceptance, Waiver,
And Consent
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5/2/07
Date

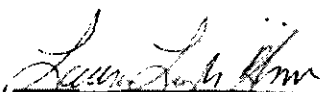

Ogden L. Coody, General Securities
Principal, General Securities
Representative and Municipal Fund
Securities Limited Principal

Reviewed by:

Counsel for Respondent
Accepted by NASD:

May 11, 2007
Date

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


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