

**THE NASDAQ STOCK MARKET LLC
NOTICE OF ACCEPTANCE OF AWC**

Certified, Return Receipt Requested

**TO: Natixis Bleichroeder LLC
William P. Casciani
Chief Operating Officer
1345 Avenue of the Americas
New York, NY 10105-4300**

**FROM: The NASDAQ Stock Market LLC ("Nasdaq")
c/o Financial Industry Regulatory Authority ("FINRA")
Department of Market Regulation
9509 Key West Avenue
Rockville, MD 20850**

DATE: June 29, 2010

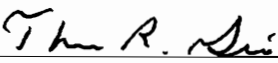
RE: Notice of Acceptance of Letter of Acceptance, Waiver and Consent No. 20060043626-02

Please be advised that your above-referenced Letter of Acceptance, Waiver and Consent ("AWC") has been accepted by the Nasdaq Review Council's Review Subcommittee, or by the Office of Disciplinary Affairs on behalf of the Nasdaq Review Council, pursuant to Nasdaq Rule 9216. A copy of the AWC is enclosed herewith.

You are again reminded of your obligation, if currently registered, immediately to update your Uniform Application for Broker-Dealer Registration ("Form BD") to reflect the conclusion of this disciplinary action. Additionally, you must also notify FINRA (or NASDAQ if you are not a member of FINRA) in writing of any change of address or other changes required to be made to your Form BD.

You will be notified by the Registration and Disclosure Department regarding sanctions and by the Finance Department regarding the payment of any fine.

If you have any questions concerning this matter, please call Beatrice Biso, Counsel (240) 386-4982.



Thomas R. Gira
Executive Vice President
Department of Market Regulation, FINRA

Signed on behalf of NASDAQ

Enclosure

cc: FINRA District 10 – New York
Hans L. Reich, Regional Director
165 Broadway, 52nd Floor
New York, NY 10006-1400

THE NASDAQ STOCK MARKET LLC
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20060043626-02

TO: The NASDAQ Stock Market LLC
c/o Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: Natixis Bleichroeder LLC, Respondent
Broker-Dealer
CRD No. 1101

Pursuant to Rule 9216 of The NASDAQ Stock Market LLC ("Nasdaq") Code of Procedure, Natixis Bleichroeder LLC (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, Nasdaq will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm 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 Nasdaq, or to which Nasdaq 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 Nasdaq:

BACKGROUND

The firm has been a member of FINRA since December 12, 1939 and a member of Nasdaq since July 12, 2006, and its registration remains in effect.

RELEVANT PRIOR DISCIPLINARY HISTORY

The firm does not have any prior relevant disciplinary history.

SUMMARY

This matter arose out of the following reviews:

- 20070102423, wherein the staff of the Market Regulation Department (the “staff”) reviewed the firm’s compliance with limit order display requirements during the period January 1, 2007 through March 31, 2007 (the “2007 limit order display review period”).
- 20080150438, the 2008 Trading and Market Making Surveillance examination of the firm conducted by the staff, wherein the staff conducted a review of the firm’s trading and market making activities for trade dates September 22-23, 2008 (the “2008 TMMS review period”). A description of the areas reviewed by the staff is attached as Exhibit 1.

FACTS AND VIOLATIVE CONDUCT

20070102423

1. On 82 occasions during the 2007 limit order display review period, the firm failed to display immediately 82 customer limit orders in Nasdaq securities in its public quotation, when each such order was at a price that would have improved the firm’s bid or offer in each such security; or when the order was priced equal to the firm’s bid or offer and the national best bid or offer for each such security, and the size of the order represented more than a de minimis change in relation to the size associated with the firm’s bid or offer in each such security. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 604 of Regulation NMS.

20080150438

2. The firm entered 34 orders into the Nasdaq Market Center that failed to correctly indicate whether the orders were a buy, short sale or long sale. The conduct described in this paragraph constitutes separate and distinct violations of Nasdaq Rule 4755.

OTHER FACTORS

B. The firm also consents to the imposition of the following sanctions:

A censure and a fine of \$10,000 (composed of a \$5,000 fine for the limit order display violations and a \$5,000 fine for the Nasdaq Rule 4755 violations).

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm 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

The firm specifically and voluntarily waives the following rights granted under Nasdaq'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 Nasdaq Review Council 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 prejudice of the Chief Regulatory Officer, the Nasdaq Review Council, or any member of the Nasdaq Review Council, 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.

III.

OTHER MATTERS

The firm 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 FINRA's Department of Market Regulation and the Nasdaq Review Council, the Review Subcommittee, or the Office of Disciplinary Affairs ("ODA"), pursuant to Nasdaq 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 the firm's permanent disciplinary record and may be considered in any future actions brought by Nasdaq or any other regulator against the firm;
 - 2. this AWC will be made available through Nasdaq's public disclosure program in response to public inquiries about the firm's disciplinary record;
 - 3. Nasdaq may make a public announcement concerning this agreement and the subject matter thereof in accordance with Nasdaq Rule 8310 and IM-8310-3; and
 - 4. 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 finding in this AWC or create the impression that the AWC is without factual basis. The firm may not take any position in any proceeding brought by or on behalf of Nasdaq, or to which Nasdaq is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's right to take legal or factual positions in litigation or other legal proceedings in which Nasdaq is not a party.
- D. The firm 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 Nasdaq, nor does it reflect the views of Nasdaq or its staff.

ELECTION OF PAYMENT FORM

The firm intends to pay the fine proposed in the attached Letter of Acceptance, Waiver and Consent by the following method (check one):

- A firm check or bank check for the full amount;
- Wire transfer;
- Credit card authorization for the full amount;¹ or
- The installment payment plan (only if approved by FINRA staff and the Nasdaq Review Council).²

Respectfully submitted,

5-4-2010
Date

Respondent
Natixis Bleichroeder LLC

By: William P. Casciani

Name: William P. Casciani
Chief Operating Officer

Title: _____

¹ Only Mastercard, Visa and American Express are accepted for payment by credit card. If this option is chosen, the appropriate forms will be mailed to you, with an invoice, by FINRA's Finance Department. Do not include your credit card number on this form.

² The installment payment plan is only available for fines of \$5,000 or more. Certain interest payments, minimum initial and monthly payments, and other requirements apply. You must discuss these terms with FINRA staff prior to requesting this method of payment.

2008 Market Regulation Examination Samples
Natixis Bleichroeder LLC ("ABLE")
Exam No. 20080150438
Sample Source/Period*: September 22 and 23, 2008

Exhibit # 1

<u>Sample</u>	<u>Sample Description</u>
110	Sales reviewed for compliance with SEC Rule 200(g) long/short sale recording requirements
98	Short Sales reviewed for compliance with SEC Rule 203(b) security location requirements
1,413	Trades reported to a TRF or OTCTRF for compliance with NASD Rule 6130
	<u>1,413</u> for general trade reporting requirements
	9 for Cancellation of reported trade requirements
	1,413 for Principal, Riskless Principal, or Agency executions effected otherwise than on an exchange
	0 for compliance with the use of the .PRP (Prior Reference Price) trade modifier
	1,153 for compliance with the requirements of odd-lot trade reporting
	0 for compliance with the use of the .RA trade modifier (prices away from the market)
	0 for compliance with the use of the .RX trade modifier (exercise OTC options contract)
	0 for compliance with SEC '34 Act Section 28(e) guidelines relating to Soft Dollar Agreements
	<u>184</u> for Sale Indicator requirements
N/A	Disclosures to customers relating to trading in the Extended Hours session for compliance with Nasdaq Rule 4631
45	Orders entered into Nasdaq Exchange execution systems for compliance with Nasdaq Rule 4755
0	Limit orders for NMS securities in which the member acts as an exchange market maker for compliance with the display requirements of SEC Rules 602 and 604 and Nasdaq Rule 3390
123	Orders for compliance with best execution requirements of NASD Rule 2320
	<u>100</u> Orders executed as principal for compliance NASD Rule 2320 and with the order protection requirements of NASD Rules 2110, IM-2110-2, 2111, 6541 and Nasdaq Rules 2110, IM-2110-2, and 2111
	<u>0</u> 'Not Held' orders for compliance with NASD Rule 2320 and Nasdaq Rule 2320 best execution requirements
	<u>22</u> Customer orders in OTC equity securities for compliance with NASD Rules 2320 and 3110(b) requirements to ascertain and document best interdealer market related to execution of orders
0	Open Limit orders to buy and/or open Stop orders to sell securities that traded ex-dividend for compliance with NASD Rule 3220 and Nasdaq Rule 4761
N/A	Order memoranda and Net Trading agreements for compliance with NASD Rule 2441 requirements
46	Orders in securities required to be submitted to OATS for compliance with NASD Rules 6954 and 6955 and Nasdaq Rules 6954 and 6955 requirements
14	Customer confirmations prepared and maintained in connection with select samples
	<u>14</u> for compliance with SEC Rule 10b-10 disclosure requirements
	<u>0</u> for compliance with SEC '34 Act Section 28(e) guidelines relating to Soft Dollar Agreements
24	Orders for NMS securities in which the Firm acts as a market center for compliance with SEC Rule 605 order classification requirements

2008 Market Regulation Examination Samples
Natixis Bleichroeder LLC ("ABLE")
Exam No. 20080150438
Sample Source/Period*: September 22 and 23, 2008

Exhibit # 1

Sample

<u>Size</u>	<u>Sample Description</u>
4	Data sets published for the monthly order execution report for compliance with SEC Rule 605 requirement to publish accurate data from July 2008 (a 'data set' encompasses all required statistical data for single security and order type/size category as described in SEC Rule 605)
23	Orders underlying data sets reviewed for NMS securities in which the Firm acts as a market center for compliance with SEC Rule 605 order classification requirements
N/A	Quarterly Routing Report from July to September 2008 for compliance with SEC Rule 606 requirements
11	CRD registration records for persons conducting and/or supervising Firm's trading and/or market making activities for compliance with NASD Rule Series 1020, 1030, 1040 and Nasdaq Rule Series 1020, 1030, 1040
All Provided	Member's "Regular & Rigorous" review procedures regarding order execution quality for compliance with NASD Rules 2320 and 3010
All Provided	Member's supervisory system, written supervisory procedures ("WSPs") and documentation evidencing execution of the WSPs for compliance with NASD Rule 3010 requirements
All Provided	Member's supervisory and operational policies and procedures and documentation evidencing execution of the policies and procedures for compliance with SEC Regulation NMS Rules 610, 611, and 612
518	Records prepared and maintained in connection with the above samples for compliance with SEC Rules 17a-3 and 17a 4 and NASD Rule 3110 from trade dates in July, September and October 2008