

**STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT**

IN THE MATTER OF: DIANNE M. GOEDEL

FILE NO. 0900084

**CONSENT ORDER OF WITHDRAWAL**

TO THE RESPONDENT: **Dianne M. Goedel**  
(CRD#: 4690759)  
35 Stewart Circle,  
North Centereach, New York 11720

**Dianne M. Goedel**  
(CRD#: 4690759)  
C/o Oppenheimer & Co., Inc.  
125 Broad Street, 16<sup>th</sup> Floor  
New York, **New York 10004**

**Dianne M. Goedel (CRD#: 4690759)**  
C/o Timothy Feil Attorney At Law  
Finkelstein & Feil, LLP  
666 Old Country Road Suite 210  
Garden City, New York 11530

WHEREAS, Respondent on the 17<sup>th</sup> day of November, 2009 executed a certain Stipulation to Enter Consent Order of Withdrawal(the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department dated June 3, 2009 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.

2. That on February 2, 2009 FINRA entered a Letter Of Acceptance, Waiver And Consent (AWC) submitted by the Respondent regarding File No. 2007010813201. Which sanctioned the Respondent as follows:
  - a. suspension from associating with any FINRA member in any capacity for thirty (30) business days; and
  - b. fined \$5,000.
3. That the AWC listed the following background information:

Respondent first became registered with FINRA (formerly known as NASD) as a General Securities Representative (GSR) on September 19, 2003 through a member firm. From February 3, 2006 through September 20, 2007, Respondent was registered as a GSR with Banc of America Investment Services, Inc. ("BAI"). Since November 2, 2007, Respondent has been registered as a GSR with another member firm.
4. That the AWC found:

#### **OVERVIEW**

Respondent altered portions of a Mutual Fund Share Class Disclosure form to expedite the transfer of a customer's additional funds into the customer's mutual fund.

#### **FACTS AND VIOLATIVE CONDUCT**

On two occasions, May 29, 2007 and September 18, 2007, while employed at BAI, Respondent improperly altered a Mutual Fund Share Class Disclosure form for purposes of facilitating married couple EB's and AB's Mutual fund transactions. Specifically, instead of having EB and AB execute new Mutual Fund Share Class Disclosure forms to effect certain authorized mutual funds transactions, Respondent "whited-out" the date and the amount of the investment on an earlier completed form, dated October 6, 2006, photocopied the form, and then filled in a new purchase amount and date. Respondent did not disclose to BAI or the customers that she had altered the disclosure form. .

By reason of the foregoing, Respondent violation NASD Conduct Rule 2110.

5. That Section 8.(1)(j) of the Act provides, inter alia, that the registration of a salesperson has been suspended by any self-regulatory organization Registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self-regulatory Organization.

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6. That FINRA is a self-regulatory organization as specified in Section 8.E (1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E (1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that she shall cause to have her registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of five (5) years from the entry of this Consent Order ("the "withdrawal period"). Further, the withdrawal period will restart upon the reporting of any regulatory incident to her record as detailed in the Central Registration Depository ("CRD").

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that she shall be levied costs incurred during the investigation of this matter in the amount of One Thousand Five Hundred dollars (\$1,500.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that she has submitted with the Stipulation a certified or cashier's check in the amount of One Thousand Five Hundred dollars (\$1,500.00) to cover costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent shall cause to have her registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of five (5) years from the entry of this Consent Order ("the "withdrawal period"). Further, the withdrawal period will restart upon the reporting of any regulatory incident to her record as detailed in the Central Registration Depository ("CRD").
2. The Respondent is levied costs of investigation in this matter in the amount of One Thousand Five Hundred dollars (\$1,500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on

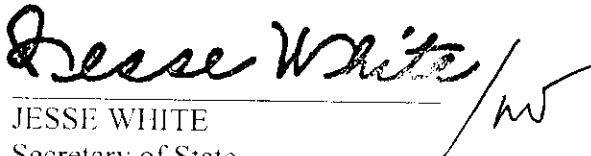
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November 30, 2009 has submitted One Thousand Five Hundred dollars (\$1,500.00) in payment thereof.

3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED This 30<sup>th</sup> day of November 2009.

Handwritten signature of Jesse White in cursive script, with a horizontal line underneath and a large flourish to the right.

JESSE WHITE  
Secretary of State  
State of Illinois

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Enforcement Attorney  
Illinois Securities Department  
Office of Secretary of State  
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