

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

Certified, Return Receipt Requested

**TO: Sanford C. Bernstein & Co. LLC
James D. Lamke
Chief Compliance Officer
1345 Avenue of the Americas
17th Floor
New York, NY 10105**

**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: September 30, 2010

RE: Notice of Acceptance of Letter of Acceptance, Waiver and Consent No. 20080127669-01

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.

Sanford C. Bernstein & Co. LLC
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If you have any questions concerning this matter, please call Dawn Faris, Counsel, (240) 386-6219.



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

Sanford C. Bernstein & CO., LLC
Andrew S. Weinstein
1345 Avenue of the Americas
New York, NY 10105

THE NASDAQ STOCK MARKET LLC
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20080127669-01

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

RE: Sanford C. Bernstein & Co., LLC, Respondent
Broker-Dealer
CRD No. 104474

Pursuant to Rule 9216 of The NASDAQ Stock Market LLC ("Nasdaq") Code of Procedure, Sanford C. Bernstein & Co., 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 November 1, 2000, and a member of Nasdaq since July 12, 2006, and its registrations remain in effect.

RELEVANT PRIOR DISCIPLINARY HISTORY

The firm understands that its disciplinary history may be a factor that will be considered in deciding whether to accept this AWC. The firm has the following relevant disciplinary history. On December 4, 2006, FINRA accepted an AWC in which the firm was censured and fined \$7,500 for violations of SEC Rule 200(g) of Regulation SHO and SEC Rule 10b-10 of the Securities Exchange Act of 1934 during October 2005.

FACTS AND VIOLATIVE CONDUCT

In Trading and Market Making Surveillance (“TMMS”) Examination No. 20090170156, the staff of FINRA’s Department of Market Regulation (the “staff”) reviewed the trading activity of the firm set forth in Exhibit 1 for trade dates April 15-16, 2009, unless otherwise noted (the “2009 TMMS Review Period”).

In connection with TMMS Examination No. 20090170156,

1. The firm entered 34 orders into the Nasdaq Market Center that failed to indicate the correct capacity. The conduct described in this paragraph constitutes separate and distinct violations of Nasdaq Rule 4611(a)(6).
2. The firm failed to properly mark 148 sell orders as short and 59 sell orders as long, and as a result, also incorrectly failed to designate the above 148 and 59 sell orders as short and long, respectively, when entering them into the Nasdaq Market Center. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 200(g) of Regulation SHO and Nasdaq Rule 4755.

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

A censure and \$17,500 fine (consisting of \$10,000 for the combined Nasdaq Rule 4611 and 4755 violations, and a \$7,500 fine for the Regulation SHO 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 prejudgment 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:

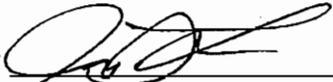
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by FINRA's Department of Market Regulation and the Nasdaq Review Council, the Review Subcommittee, or the Office of Disciplinary Affairs ("ODA"), pursuant to Nasdaq Rule 9216;
- 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.

The firm certifies that it has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's 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 the firm to submit it.

Sept 1, 2010
Date

Sanford C. Bernstein & Co., LLC
Respondent

By: 
Name: JAMES D. LAUKE
Title: Co-CEO

Reviewed by:


Counsel for Respondent
Firm Name
Address
Phone Number

Accepted by Nasdaq:

9/29/10
Date


Thomas R. Gira
Executive Vice President
Department of Market Regulation

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

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; or
- The installment payment plan (only if approved by FINRA staff and the Nasdaq Review Council).¹

Respectfully submitted,

Sept 17, 2010
Date

Respondent
Sanford C. Bernstein & Co., LLC

By: 

Name: JAMES D. LANKE

Title: Co-CCO

¹ 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.

2009 Market Regulation Examination Samples
 Sanford C. Bernstein Co., LLC ("BERN")
 Exam No. 20090170156
 Sample Source/Period*: April 15 16, 2009

<u>Sample Size</u>	<u>Sample Description</u>
297	Sales reviewed for compliance with SEC Rule 200(g) long/short sale recording requirements
1080	Short Sales reviewed for compliance with SEC Rule 203(b) security location requirements
0	Sales reviewed for compliance with SEC Rule 204 fail-to-deliver requirements
5,368	Sell trades reported to a TRF or OTCRF for compliance with sale indicator requirements, FINRA Rules 6182 or 6624
271	Sell orders entered into Nasdaq Exchange execution system for compliance with Nasdaq Rule 4755(a)(1)(A) long/short reporting requirements
271	Buy and Sell orders entered into Nasdaq Exchange execution system for compliance with Nasdaq Rule 4611 capacity reporting requirements
0	Sell orders entered into BATS Exchange execution system for compliance with BATS Rule 11.19 long/short reporting requirements
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
76	Orders for compliance with best execution requirements of NASD Rule 2320 56 Not Held orders from the Customer Sales Review 10 Not Held orders from the Not Held Order Review 0-Order executed with a .PRP (Prior Reference Price) trade modifier 10 Customer orders in OTC equity securities for compliance with NASD Rule 3110(b) requirements to ascertain and document best interdealer market related to execution of orders
0	Orders for compliance with order protection requirements of NASD Rules 2110, IM-2110-2, 2111, and Nasdaq Rules 2110, IM-2110-2, and 2111
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
0	Order memoranda and Net Trading agreements for compliance with NASD Rule 2441 requirements
50	Orders in securities required to be submitted to OATS for compliance with FINRA Rules 7440 and 7450, and Nasdaq Rules 6954 and 6955 requirements
94	Customer confirmations prepared and maintained in connection with select samples for compliance with SEC Rule 10b-10

2009 Market Regulation Examination Samples
 Sanford C. Bernstein Co., LLC ("BERN")
 Exam No. 20090170156
 Sample Source/Period*: April 15 16, 2009

<u>Sample Size</u>	<u>Sample Description</u>
25	Orders for NMS securities in which the Firm acts as a market center for compliance with SEC Rule 605 order classification requirements
N/A	Data sets published for April 2009 monthly order execution report for compliance with SEC Rule 605 requirement to publish accurate data (a 'data set' encompasses all required statistical data for single security and order type/size category as described in SEC Rule 605)
2nd Quarter 2009	Quarterly Routing Report for compliance with SEC Rule 606 requirements
16	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; Nasdaq Rule Series 1020, 1030, 1040; and BATS Rule 11.4
10	Customer orders in OTC equity securities for compliance with NASD Rule 3110(b) requirements to ascertain and document best interdealer market related to execution of orders
0	Disclosures to customers relating to trading in the Extended Hours session for compliance with FINRA Rule 2265 and Nasdaq Rule 4631
12,287	Records prepared and maintained in connection with the above samples for compliance with SEC Rules 17a-3 and 17a-4, and NASD Rule 3110
7,133	Trades reported to a TRF or OTCRF for compliance with FINRA Rules 6380A and 7230A or 6622 and 7330
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 and operational policies and procedures and documentation evidencing execution of the policies and procedures for compliance with SEC Regulation NMS Rule 611
All Provided	Member's supervisory system, written supervisory procedures ("WSPs") and documentation evidencing execution of the WSPs for compliance with NASD Rule 3010, Nasdaq Rule 3010, or BATS Rule 5.1 requirements

September 2, 2010

James D. Lamke
Vice President
Co-Chief Compliance Officer

Via E-mail and Federal Express

Ms. Dawn Faris
Financial Industry Regulatory Authority
Market Regulation
9509 Key West Avenue
Rockville, Maryland 20850-3329

Re: Sanford C. Bernstein & Co., LLC Response to FINRA Acceptance, Waiver and Consent (STAR No., 20090170156 and 20080127669)

Dear Ms. Faris:

I would like to thank you for allowing Sanford C. Bernstein & Co., LLC (“Bernstein,” “the Firm,” or “Respondent”) the opportunity to submit this Corrective Action Statement to FINRA and NASDAQ regarding the above-referenced Acceptance, Waiver and Consents (“AWCs”). As FINRA is aware, the two AWCs arose out of two distinct reviews conducted by FINRA – a 2008 review of the Firm’s compliance with Order Audit Trail System (“OATS”) reporting and the 2009 Trading and Market Making Surveillance (“TMMS”) examination. This Corrective Action Statement is submitted by the Respondent. It does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA, or its staff.

Bernstein takes all of its regulatory responsibilities seriously and, as outlined further below, believes it conducted itself responsibly and in good faith in dealing with the issues identified by FINRA. This Corrective Action Statement will address the corrective actions the Firm has taken with respect to the issues raised in each of the respective reviews.

OATS Inquiry

FINRA’s 2008 review of the Firm’s OATS submissions during the period of May 1, 2007, through August 31, 2007, noted that Bernstein failed to report 250,212 Reportable Order Events (“ROEs”) and transmitted 32 New Order Reports and related subsequent reports with inaccurate timestamps. Bernstein recognizes that these OATS submissions represented eight percent of the Firm’s total submissions during the review period. That said, as detailed in our prior correspondence with FINRA, the Firm was proactive in identifying and resolving these issues in a timely manner, and, in most cases, the Firm self-reported these issues to FINRA prior to the inquiry. Among other things, the Firm worked with one of its technologies vendors, Flextrade, to reconfigure its reporting process. The Firm also invested in upgrading its servers to address volume limitations and create a more stable reporting environment. In addition, the Firm is implementing an additional process to ensure that all appropriate business supervisors are made aware of OATS reporting issues in a more timely and effective manner to address FINRA’s concerns:

TMMS Exam

The violations identified by FINRA's 2009 TMMS exam all stemmed from a coding error in a system maintained and provided to Bernstein by a third-party vendor. This coding error affected a limited universe of orders that were received and routed in a particular way – specifically, orders received by the Firm's sector trading group that were routed to the Firm's algorithmic trading group to be routed to the market for execution. The algorithmic trading group, which uses a different order management system than the sector trading group, executed these orders in an agency capacity, as it does with all orders it receives. When those agency executions were routed by the algorithmic trading group back to the sector trading group, the third-party order management system used by the sector trading group mistakenly – as a result of the coding error – overwrote the agency execution capacity with a riskless principal capacity. This coding error – and the resulting mistake in the identified execution capacity – had numerous downstream implications, including trade reporting, order marking, and Rule 10b-10, as identified by FINRA.

Once this issue was raised by FINRA and investigated and verified by the Firm, the Firm, working with its vendor, acted immediately, in August 2009, to correct the coding error and test to confirm that it had been corrected. The Firm's compliance department, in conjunction with the Firm's technology department and the outside vendor, subsequently conducted further testing to review the accuracy of the data flows between the Firm's various order management systems. To enhance the Firm's existing supervisory processes, additional supervisory procedures have been established to select randomly and review on a weekly basis order and execution flows via the various systems to ensure the accuracy of the type of data and information at issue in the violations identified in the AWCs.

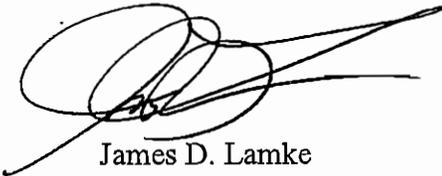
In summary, we respectfully submit that:

- o The violations identified are a departure from the Firm's otherwise exemplary disciplinary record;
- o The violations were not the result of any intentional or reckless misconduct;
- o The violations did not result in any financial gain for the Firm or cause any harm to the Firm's clients or other market participants;
- o The Firm acted promptly and diligently in remedying the violations identified by FINRA, in many cases before they were identified by FINRA;
- o In many cases, the Firm acted proactively in self-reporting issues to FINRA;
- o The Firm cooperated fully, and in a candid manner, with FINRA's reviews, marshalling substantial resources to help FINRA understand the systems and flows at issue.

AB

Bernstein would again like to thank FINRA for the opportunity to provide this Corrective Action Statement. Should you have any additional questions, please feel free to contact me at (212) 969-6997 or via e-mail at James.Lamke@alliancebernstein.com.

Sincerely,

A handwritten signature in black ink, appearing to be 'J. Lamke', with several overlapping loops and a long horizontal stroke extending to the right.

James D. Lamke