

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DEPARTMENT OF BUSINESS REGULATION  
DIVISION OF SECURITIES  
1511 PONTIAC AVENUE  
CRANSTON, RI 02920

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IN THE MATTER OF

MORGAN KEEGAN & CO., INC.

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CONSENT AGREEMENT

I.

The Securities Division ("Division") of the Rhode Island Department of Business Regulation ("Department") enters into this Consent Agreement ("Agreement") to resolve concerns that the Rhode Island Uniform Securities Act of 1990 ("RIUSA"), Section 7-11-101 et seq. of the Rhode Island General Laws, 1989, may have been violated by Morgan Keegan & Company, Inc. ("Morgan Keegan"). The Division has determined to resolve this matter after investigation, but without instituting administrative proceedings or making any findings with respect to Morgan Keegan, by entering into this Agreement. Morgan Keegan has consented to the entry of this Agreement for purposes of settlement only, with the express understanding that this Agreement does not constitute an admission of the facts or violations of law as alleged herein. This Agreement does not constitute a final order, decree, or directive of the Department issued pursuant to statute or regulation. However, it does constitute a final action for purposes of determining disclosure under R.I. Gen. Laws § 38-2-1 et seq.

II.

It is hereby agreed by and between the Division and Morgan Keegan that:

1. Morgan Keegan is a broker dealer currently licensed in this State, and has been so licensed since July 22, 1983.

2. As a result of an examination conducted by the Division pursuant to § 7-11-211 of RIUSA, it is the position of the Division that:

(a) On August 29, 2008, an arbitration award against Morgan Keegan was issued by a FINRA arbitration panel (the "Award").

(b) The Award was not disclosed by Morgan Keegan on the firm's Form BD.

(c) The Division takes the position that Morgan Keegan's failure to update the firm's Form BD may constitute a violation of FINRA Rules 2010 and 3070 (which are incorporated by reference into Rule 212(a)-1(A)(17) of the Division's Regulations).

(d) Morgan Keegan takes the position that it is not required by any FINRA rule to update the firm's Form BD with respect to the Award.

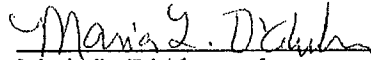
### III.

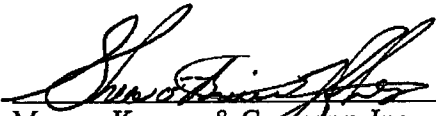
Based on the foregoing, the Division finds that the following is in the public interest, appropriate for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of RIUSA.

Accordingly, it is hereby further agreed that:

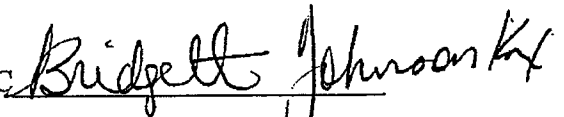
1. Morgan Keegan shall, upon signing this Agreement, pay an administrative assessment in the amount of twenty thousand dollars (\$20,000.00) to the Department as reimbursement for the expenses of the Division's examination.

Dated as of the 30<sup>th</sup> day of November, 2010.

  
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Maria L. D'Alessandro  
Deputy Director, Securities, Commercial  
Licensing and Racing & Athletics

  
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Morgan Keegan & Company, Inc.  
By: Shea O'Brien Hicks, Esq.  
Its: Senior Vice President & Associate  
Attorney

On this 23<sup>rd</sup> day of November, 2010 appeared before me Shea O'Brien Hicks who executed the foregoing Consent Agreement and who duly acknowledged to me that he was authorized to do so.

NOTARY PUBLIC   
My Commission Expires MY COMMISSION EXPIRES  
JULY 16, 2014

