

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933

Release No. 8797 / May 2, 2007

SECURITIES EXCHANGE ACT OF 1934

Release No. 55694 / May 2, 2007

ADMINISTRATIVE PROCEEDING

FILE NO. 3-12624

_____	:	ORDER UNDER SECTION 27A(b) OF THE
In the Matter of	:	SECURITIES ACT OF 1933 AND SECTION
	:	21E(b) OF THE SECURITIES EXCHANGE
A.G. Edwards & Sons, Inc.,	:	ACT OF 1934 GRANTING A WAIVER OF
	:	THE DISQUALIFICATION PROVISIONS
Respondent.	:	OF SECTION 27A(b)(1)(A)(ii) OF THE
	:	SECURITIES ACT OF 1933 AND SECTION
	:	21E(b)(1)(A)(ii) OF THE SECURITIES
_____	:	EXCHANGE ACT OF 1934

A.G. Edwards & Sons, Inc. (“AG Edwards”) has submitted a letter, dated October 4, 2006, requesting a waiver of the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act of 1933 (“Securities Act”) and Section 21E(b)(1)(A)(ii) of the Securities Exchange Act of 1934 (“Exchange Act”) arising from the proposed settlement of administrative and cease-and-desist proceedings against it.

On May 2, 2007, pursuant to AG Edwards’ offer of settlement, the Commission issued an Order Instituting Administrative Proceedings, Making Findings, and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Order”). The Order found that AG Edwards failed reasonably to supervise its registered representatives with a view to preventing their willful violations of the federal securities laws and censured AG Edwards. The Order also required AG Edwards to pay disgorgement of \$1.93 million, prejudgment interest of \$430,000 and a civil monetary penalty in the amount of \$1.5 million and to comply with certain undertakings.

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward-looking statement that is “made with respect to the business or operations of the issuer, if the issuer . . . during the 3-year period preceding the date on which the statement was made . . . has been made the subject of a judicial or administrative decree or order arising out of a governmental action that . . . (III) determines that the issuer violated the antifraud provisions of the securities laws[.]” See Section 27A(b) of the Securities Act; Section 21E(b) of the Exchange Act.

Based on the representations set forth in AG Edwards' October 4, 2006 request, the Commission has determined that, under the circumstances, the request for a waiver of the disqualifications resulting from the entry of the Order is appropriate and should be granted.

Accordingly, IT IS ORDERED, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act for AG Edwards and its affiliates resulting from the entry of the Order is hereby granted.

By the Commission.

Nancy M. Morris
Secretary