

**NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2005002047601**

**TO: Department of Enforcement
NASD**

**RE: Joseph D'Altilia, Respondent
Investment Company & Variable Contracts Products Representative
CRD No. 850779**

Pursuant to Rule 9216 of NASD Code of Procedure, I submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against me alleging violations based on the same factual findings.

I understand that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and
 - d. I 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. Nothing in this provision affects my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

Joseph D'Altilia ("D'Altilia") entered the securities industry in or about September 1978 as an Investment Company & Variable Contracts Products Representative and a Direct Participation Program Principal. D'Altilia is not currently registered with an NASD member. He was last registered with Intervest International Equities Corporation ("Intervest") from September 2004 through July 2005.

D'Altilia has never been the subject of any disciplinary action by NASD, the Securities and Exchange Commission or other self-regulatory organization. However, he has been the subject of a state action as set forth below:

- a. On December 6, 2005, the Colorado Division of Securities (CDS) issued a Consent Order, wherein D'Altilia's license as a securities sales representative and investment adviser representative in the State of Colorado was withdrawn for five years. The Consent Order was based upon a Stipulation for Consent Order, entered into by D'Altilia and the CDS on November 28, 2005. Therein D'Altilia stipulated and agreed, without admitting or denying any of the allegations, that:

On or about July 8, 2005, [D'Altilia] was terminated from his employment with Intervest. Pursuant to the Form U-5 submitted to the Central Registration Depository, [D'Altilia] was terminated for "interfering with a compliance investigation, failing to submit securities business for review/approval of supervisor, failing to provide fingerprint cards for employees, associating with individuals know (sic) to be barred from the NASD, falsifying/materially modifying (N132) client information and/or contracts after the client's signature, submitting falsified/materially modified documents (N132 documents) to a supervising principal with the intent of having supervisor approval." The conduct of [D'Altilia] if proved as set forth above, would have constituted grounds for the imposition of sanctions against [D'Altilia]'s license as a sales representative and investment adviser representative in Colorado pursuant to § 11-51-410, C.R.S. (2005).

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- 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 NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, 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.

I further specifically and voluntarily waive 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.

II.

ACCEPTANCE AND CONSENT

- A. I hereby accept and consent, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD 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 NASD:

In or about September 2005, NASD commenced an investigation to determine whether D'Altilia may have violated various federal securities laws and NASD rules by, among other things, allegedly having customers sign incomplete account

documents and by making unsuitable recommendations. On December 1, 2005, NASD sent D'Altilia a written request that he provide certain information and documents to NASD, pursuant to Procedural Rule 8210, that NASD believed were relevant and necessary to its investigation. D'Altilia responded that he was not going to provide the requested documents and information and he has failed to provide the requested documents and information. By reason of the foregoing, D'Altilia violated NASD Procedural Rule 8210 and Conduct Rule 2110.

B. I also consent to the imposition, at a maximum, of the following sanctions:

A bar from association with any member of NASD in any capacity.

Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

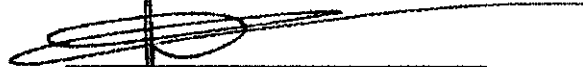
III.

OTHER MATTERS

A. I understand that if I am barred or suspended from associating with any NASD member, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1.)

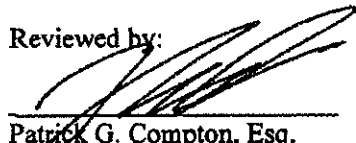
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce us to submit it.

05/05/06
Date



Joseph D'Altilia

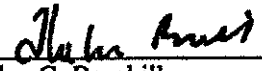
Reviewed by:


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Accepted by NASD:

6.22.06
Date

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


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