

**FINANCIAL INDUSTRY REGULATORY AUTHORITY (FINRA)
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20070084123**

RECEIVED
2008 JUL 21 P 7:24
REGISTRATION & DISCLOSURE

**To: Department of Enforcement
FINRA**

**Re: Cathy Ann Katzenberger
General Securities Representative
CRD No. 1141929**

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, I, Cathy Ann Katzenberger (Katzenberger), submit 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, FINRA will not bring any future actions against me alleging violations based on the same factual findings described herein.

I. 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 FINRA, or to which FINRA 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 FINRA:

Background

From December 1, 1980 through March 2, 2007, Katzenberger was associated with FINRA (f/k/a NASD) member MetLife Securities Inc. (MetLife). From June 24, 1983 through March 2, 2007, Katzenberger was registered with FINRA as an investment company and variable contracts products representative. From April 9, 2001 through March 2, 2007, Katzenberger was registered with FINRA as a general securities representative. On March 29, 2007, MetLife posted a Form U5 for Katzenberger.

Katzenberger is not currently associated with any FINRA member or registered with FINRA in any capacity. However, FINRA retains jurisdiction over Katzenberger pursuant to Article V, Section 4 of FINRA By-Laws. Katzenberger has not been the subject of prior formal disciplinary action by FINRA.

Relevant Disciplinary History

Katzenberger has not been the subject of prior formal disciplinary action by FINRA or its predecessors.

000110204 2008

Overview

Katzenberger sold equity-indexed annuities (EIAs) to 17 different individuals, in 20 separate transactions, from August 4, 2005 to March 21, 2007. Katzenberger received \$98,456 for these transactions. She did not notify her member firm, in writing, of her sales. Katzenberger's conduct violates NASD Conduct Rules 3030 and 2110.

Facts and Violative Conduct

Katzenberger sold EIAs to 17 different individuals from August 4, 2005 to March 21, 2007. These sales occurred in 20 separate transactions. Katzenberger received \$98,456 for these transactions. These transactions are reflected on Exhibit A, which is attached.

During the period of Katzenberger's misconduct, MetLife had a written policy that required all EIAs to be offered through a MetLife affiliate. The written policy further specified that a representative's participation in sales outside of a MetLife affiliate was strictly prohibited. Finally, MetLife required all outside business activities to be disclosed in a written form to the broker-dealer.

Katzenberger's EIA transactions were not offered through a MetLife affiliate. Katzenberger did not disclose to MetLife, in the written form specified by MetLife, these EIA transactions.

Katzenberger's conduct violated NASD Conduct Rules 3030 and 2110.

B. I also consent to the imposition of the following sanctions:

1. a two-month suspension from association with any FINRA member in any capacity; and
2. a fine of \$5,000. The fine shall be due and payable either immediately upon reassociation with a member firm following the two-month suspension noted above, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II. WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under FINRA'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 National Adjudicatory Council (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 NASD Rule 9143 or the separation of functions prohibitions of NASD 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

I understand that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs (ODA), pursuant to NASD Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
- C. If accepted:
 - 1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about my disciplinary record;

Sent By: NASD;

8104215020;

Jun-0-08 11:07PM;

Page 8/13

Letter of Acceptance, Waiver and Consent No. 3087004123
Cathy Ann Katzenberger
Page 4

3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-3; and
 4. 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. I may not take any position in any proceeding brought by or on behalf of FINRA, or in which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects my right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I 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 FINRA, nor does it reflect the views of FINRA or its staff.
- E. I understand that if I am barred or suspended from associating with any FINRA 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 FINRA 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; that I have agreed to its 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 me to submit it.

6/24/08
Date

Cathy Ann Katzenberger
CATHY ANN KATZENBERGER

Reviewed by:

Consent for Respondent Katzenberger

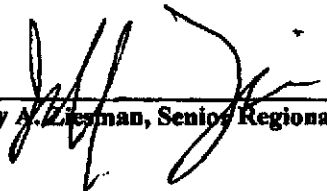
Letter of Acceptance, Waiver and Consent No. 20070084123
Cathy Ann Katzenberger
Page 5

Accepted by FINRA:

7-18-08

Date

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



Jeffrey A. Ziesman, Senior Regional Counsel

SCHEDULE A

Date of Sale	Customer	Compensation Received
08/04/05	W.H.	\$ 7,405.00
08/24/05	J.C.	\$ 2,452.00
09/07/05	M.B.	\$ 1,086.00
10/12/05	P.B.	\$ 810.00
10/26/05	S.S.	\$ 1,841.00
10/31/05	R.B.	\$ 8,887.00
12/22/05	J.B.	\$ 982.00
01/17/06	R.B.	\$ 1,532.00
09/05/06	F.G.	\$ 579.00
09/05/06	M.G.	\$ 883.00
09/12/06	M.G.	\$ 1,994.00
10/11/06	B.D.	\$21,600.00
11/01/06	K.C.	\$ 3,105.00
11/29/06	E.O'B.	\$16,896.00
12/01/06	G.M.	\$10,800.00
12/05/06	E.O'B.	\$10,596.00
12/13/06	M.C.	\$ 895.00
03/01/06	R.G.	\$ 2,000.00
03/07/06	R.E.	\$ 1,292.00
03/21/07	M.R.	\$ 2,821.00
TOTALS		\$98,456.00