

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. E1020031690-01

TO: Department of Enforcement
NASD

RE: Glen Joseph Santangelo
General Securities Representative
and Research Analyst
(CRD No. 2776058)

Pursuant to Rule 9216 of NASD Code of Procedure, Glen Joseph Santangelo ("Respondent" or "Santangelo") submits 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 Respondent alleging violations based on the same factual findings.

Respondent understands 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 Respondent; and
3. If accepted:
 - a. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against Respondent;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about Respondent's 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. Respondent 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 allegation in this AWC or create the impression that the AWC is without factual basis. Nothing in this provision affects Respondent's testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

Respondent also understands that his 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:

Santangelo first became registered with NASD as a General Securities Representative ("GSR") on or about September 4, 1996, and as a Research Analyst ("RS") on or about October 13, 2004.

On or about April 28, 1999, he became registered with NASD as a GSR through member firm Solomon Smith Barney Inc. (BD No. 7059), which, on April 7, 2003, became Citigroup Global Markets Inc. (hereinafter both entities are collectively referred to as "Citigroup"). Santangelo remained registered as a GSR through Citigroup until July 7, 2003.

Santangelo is currently registered with NASD through another member firm as a GSR and RS.

Santangelo does not have any disciplinary history with the Securities and Exchange Commission, any self-regulatory organization or any state securities regulator.

I.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against him;
- 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, Respondent specifically and voluntarily waives 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.

Respondent 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.

II.

ACCEPTANCE AND CONSENT

- A. Respondent hereby accepts and consents, without admitting or denying the allegations or 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:

1. During the period January 23 through April 25, 2003 (the "Relevant Period"), while employed as a sell-side research analyst at Citigroup, Santangelo disseminated, by e-mail, material, confidential and nonpublic information to different institutional customers concerning stock preferences and trading of other large, institutional customers relating to AmerisourceBergen Corporation (ABC) and/or Accredo Health, Incorporated (ACDO). He disseminated four such e-mails to one institutional customer and one such e-mail to a second institutional customer.

By reason of the foregoing, Santangelo acted inconsistent with just and equitable principles of the trade and commercial honor and violated NASD Conduct Rule 2110.

2. Research reports constitute "sales literature" within the meaning of NASD Conduct Rule 2210(e)(2), and require pre-approval by a registered principal of the member prior to use. During the Relevant Period, while employed as described above, Santangelo improperly disseminated, by e-mail, draft research reports to institutional customers without the prior approval of a registered

principal of Citigroup. He provided one such report to a customer regarding Cerner Corporation and another such report to a customer concerning ACDO.

By reason of the foregoing, Santangelo violated NASD Conduct Rules 2210(b)(1) and 2110.

B. Respondent also consents to the imposition, at a maximum, of the following sanctions:

- A suspension from associating with any NASD member firm in any capacity for sixty (60) business days; and
- A fine of \$50,000.00.

The sanctions imposed herein shall be effective on a date set by NASD Staff.

III.

OTHER MATTERS

- A. Respondent understands that he may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent understands that he 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 NASD, nor does it reflect the views of NASD or its staff.
- B. Respondent agrees to pay any monetary sanctions imposed on him upon notice that this AWC has been accepted and that such payments are due and payable and has attached an Election of Payment form showing the method by which Respondent proposes to pay any fine imposed.
- C. Respondent specifically and voluntarily waives any right to claim that he is unable to pay, now or at any time hereafter, any monetary sanction imposed in this matter.
- D. Respondent understands that if he is suspended from associating with any NASD member, he becomes 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, he may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the suspension. (See NASD Rule 8310 and IM-8310-1.)

Respondent certifies that he has read and understands all of the provisions of this AWC and has 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 Respondent to submit it.

7/22/05
Date

Glen Joseph Santangelo
Glen Joseph Santangelo

Reviewed by:

Morgan W. Bentley, Esq.
Counsel for Respondent

Accepted by NASD:

August 19, 2005
Date

Gary A. Chodosh
Gary A. Chodosh
Regional Counsel

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