

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. E3A20040156-01

TO: Department of Enforcement
NASD

RE: Bruce L. Fleet, Respondent
Registered Representative
CRD No.1529233

Pursuant to Rule 9216 of NASD Code of Procedure, I [or Respondent] 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 allegation 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:

I entered the securities industry in September 1986 as a registered representative of a member of NASD. I have been associated with a member of NASD in that capacity continuously since my first association and am presently a registered representative of an NASD member firm. I have not previously been the subject of disciplinary action.

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 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:

Between August 24, 2000 and January 8, 2001, Respondent recommended to six members of a family individually and to a trust for which one family member was the trustee the purchase of mutual fund "B" shares. Respondent based these recommendations on his understanding that the customers were unwilling to pay upfront sales charges and a mistaken belief that their separate purchases could not be aggregated. Mutual fund "A" shares would have offered greater economic benefit to these customers because of the sales charge reductions to which they would have been entitled based upon transaction size and the aggregation provisions of the mutual fund that was recommended. Because of the economic benefit of "A" shares, Respondent did not have a reasonable basis for recommending "B" shares, in violation of NASD Conduct Rules 2110 and 2310.

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

A suspension from association with any member of NASD in any capacity for 15 business days and a fine in the amount of \$5,000.00.¹

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

III.

OTHER MATTERS

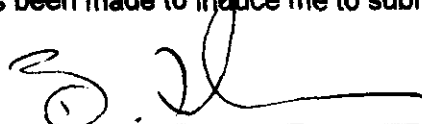
- A. I understand that I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by NASD, nor does it reflect the views of NASD or its staff.

¹ Disgorgement of financial benefit is not included in the fine. Respondent has contributed to the firm's payment of restitution the amount by which his commissions exceeded the commissions he would have received for the purchase of "A" shares.

- B. I agree to pay any monetary sanctions imposed on me upon notice that this AWC has been accepted and that such payments are due and payable and have attached an Election of Payment form showing the method by which I propose to pay any fine imposed.
- C. I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, any monetary sanction imposed in this matter.
- D. I understand that if I am 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, during the period of suspension. Accordingly, I 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.)

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 me to submit it.

12/9/2005
Date


Bruce L. Fleet, Respondent

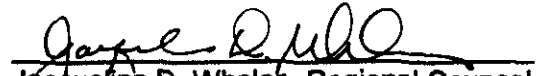
Reviewed by:


Andrew Shoemaker, Esq.
Hogan & Hartson
Counsel for Respondent
720-406-5360

Accepted by NASD:

12/15/2005
Date

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


Jacqueline D. Whelan, Regional Counsel
Regional Counsel
NASD Department of Enforcement
525 Market Street, Suite 300
San Francisco, CA 94105
415-882-1222

NASD District Director
Joseph M. McCarthy,
Associate Vice President
270 - 17th Street, Suite 2900
Denver, CO 80202
303-446-3190