

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. E9A2004053701

TO: Department of Enforcement
NASD

RE: Kenneth Krygowski, Respondent
CRD No. 4534650

Pursuant to Rule 9216 of NASD's Code of Procedure, Kenneth Krygowski 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 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 the 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 positions in litigation in which

NASD is not a party.

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

On or about September 6, 2002, Krygowski first became registered with NASD as a General Securities Representative. Krygowski was registered with The Leaders Group, Inc., a member firm, between September 2004 and February 2005. Krygowski is not currently registered with a member firm and has no disciplinary history.

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 alleged violations, 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, to the entry of the following findings by NASD:

On or about September 23, 2004, Krygowski willfully failed to disclose a material fact on a Uniform Application for Securities Industry Registration or Transfer (Form U-4). Specifically, Krygowski failed to disclose that he had been named as a defendant in an investment-related, consumer-initiated civil litigation, which alleged that he had been involved in one or more sales practice violations. This conduct violated NASD Conduct Rule 2110 and IM-1000-1.

- B. I consent to the imposition, at a maximum, of the sanctions of a bar from association with any member firm 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 this settlement includes finding that on or about September 23, 2004, I willfully failed to disclose a material fact on a Form U-4, and that under Section 15(b)(4)(A) of the Securities Exchange Act of 1934 and Article III, Section 4(f) of the NASD By-Laws, this omission makes me subject to a statutory disqualification with respect to association with a member.
- B. I understand that if I am barred or suspended from association 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 me to submit it.

August 26, 2005
Date

Kenneth Krygowski
Kenneth Krygowski

Reviewed by

[Signature]
Counsel for Respondent.

Accepted by NASD:

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

September 20, 2005
Date

David F. Newman
David F. Newman
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