

**STIPULATED AWARD
NASD Dispute Resolution**

In the Matter of the Arbitration Between

Claimants

Joan Tinkelman, individually and as Trustee
of the Elizabeth C. Isserman Supplemental
Needs Trust

v.

03-03889

Denver, Colorado

Respondents

Citigroup Global Markets, Inc., and
Michael Engel

Customers v. Member Firm and Associated Person

REPRESENTATION OF PARTIES

Joan Tinkelman, individually and as Trustee of the Elizabeth C. Isserman Supplemental Needs Trust ("Claimants") were represented by John Henry Schlie, Esq., Centennial, Colorado.

Citigroup Global Markets, Inc. ("Citigroup") and Michael L. Engel ("Engel") herein collectively referred to as "Respondents," were represented by Etta M. Gumbs, Esq., New York, New York.

CASE INFORMATION

The Statement of Claim was filed on or about May 29, 2003. The Uniform Submission Agreement of Claimants, Joan Tinkelman, individually and as Trustee of the Elizabeth C. Isserman Supplemental Needs Trust, were signed by Joan Tinkelman on or about June 11, 2003.

The Statement of Answer was filed jointly by Respondents on or about August 15, 2003. The Uniform Submission Agreement of Respondent, Citigroup Global Markets, Inc., was signed on or about December 9, 2003. The Uniform Submission Agreement of Respondent, Michael L. Engel, was signed on or about March 26, 2004.

CASE SUMMARY

Claimants asserted the following causes of action: breach of contract, suitability, failure to supervise, misrepresentations, breach of fiduciary duty, negligence, respondeat superior and omissions. The causes of action related to the recommendation and sale of unspecified equity purchases in the managed portfolio programs, which Claimant, Joan Tinkelman, asserted were not suitable for her investment needs and objectives.

Unless specifically admitted in their Answer, Respondents denied the allegations made in the Statement of Claim and asserted affirmative defenses including the following: Claimants' Statement of Claim and each every count therein, failed to state a claim upon which relief can be granted; Claimants' alleged losses were proximately caused by Claimants' own acts or omissions, not by any wrongdoing on the part of Respondents; and that Claimants, either expressly and/or by conduct, approved, authorized, participated in, and ratified the acts and transactions complained of and upon which recovery is sought, and is accordingly stopped or otherwise precluded from recovery herein under the doctrines of waiver, estoppel and ratification.

RELIEF REQUESTED

Claimants requested an award in the amount of:

Actual/Compensatory Damages	\$500,000.00
Interest	Unspecified
Attorney's Fees	Unspecified
Other Costs	Unspecified
Other Monetary Relief	Unspecified

Respondents requested that the claims asserted against them be denied in their entirety, that they be awarded their costs and attorneys' fees and that the panel recommend that all references to this matter be expunged from the CRD records of Michael L. Engel.

OTHER ISSUES CONSIDERED & DECIDED

Prior to the hearing, the parties fully and finally settled all claims between them. The parties have also asked for the panel to execute a Stipulated Award and hereby submit it for their consideration and request that it be entered.

The parties have agreed that the Award in this matter may be executed in counterpart copies or that a handwritten, signed Award may be entered. In either case, the parties have agreed to receive conformed copies of the award while the original(s) remain on file with the NASD Dispute Resolution (the "NASD").

AWARD

After considering the parties' submissions and representations, but without making any findings of fact or conclusions of law, the undersigned arbitrators order as follows:

1. Claimants' claims, having been withdrawn, are dismissed with prejudice;

2. The panel recommends the expungement of all reference to the above captioned arbitration from Respondent Michael L. Engel's registration records maintained by the NASD Central Registration Depository ("CRD"), with the understanding that pursuant to NASD Notice to Members 99-09, Respondent Engel must obtain confirmation from a court of competent jurisdiction before the CRD will execute the expungement directive;
3. Other than Forum Fees, which are specified below, the parties, shall each bear their own costs and expenses incurred in this matter; and
4. Any relief not specifically enumerated, including punitive damages and attorney fees, is hereby denied with prejudice.

FEES

Pursuant to the Code, the following fees are assessed:

Filing Fees

NASD Dispute Resolution will retain or collect the non-refundable filing fees for each claim:

Initial claim filing fee	= \$ 300.00
--------------------------	-------------

Member Fees

Member fees are assessed to each member firm that is a party in these proceedings or to the member firm that employed the associated person at the time of the events giving rise to the dispute. In this matter, the member firm is Citigroup Global Markets, Inc.

Member surcharge	= \$ 1,700.00
Pre-hearing process fee	= \$ 750.00
Hearing process fee	= \$ 2,750.00

Adjournment Fees

Adjournments requested during these proceedings:

October 20-22, 2004, adjournment requested by Claimants (Adjournment Fee waived by the panel)	= \$ 1,125.00
December 1-3, 2004, adjournment requested by jointly by the parties (Adjournment Fee waived by the panel)	= \$ 1,125.00

Forum Fees and Assessments

The panel assesses forum fees for each hearing session conducted. A hearing session is any meeting between the parties and the arbitrators, including a pre-hearing conference with the arbitrators, that lasts four (4) hours or less. Fees associated with these proceedings are:

Two (2) Pre-hearing sessions with Panel x \$1,125.00 = \$ 2,250.00

Pre-hearing conferences:	February 6, 2004	1 session
	August 20, 2004	1 session

Total Forum Fees = \$ 2,250.00

Pursuant to the panel's Order of August 24, 2004, all forum fees for the pre-hearing conference call conducted on August 20, 2004, were assessed jointly and severally to Claimants.

The panel has assessed \$1,687.50 of the forum fees jointly and severally to Claimants, Joan Tinkelman, individually and as Trustee of the Elizabeth C. Isserman Supplemental Needs Trust.

The panel has assessed \$562.50 of the forum fees jointly and severally to Respondents, Citigroup Global Markets, Inc., and Michael L. Engel.

SEE SUMMARY

Claimants, Joan Tinkelman, individually and as Trustee of the Elizabeth C. Isserman Supplemental Needs Trust, are jointly and severally liable for:

Initial Filing Fee	= \$ 300.00
Forum Fees	= \$ 1,687.50
Total Fees	= \$ 1,987.50
Less payments	= \$ 1,425.00
Balance Due NASD Dispute Resolution	= \$ 562.50

Respondent, Citigroup Global Markets, Inc., is liable for:

Member Fees	= \$ 5,200.00
Total Fees	= \$ 5,200.00
Less payments	= \$ 5,200.00
Balance Due NASD Dispute Resolution	= \$ 0.00

Respondents, Citigroup Global Markets, Inc., and Michael L. Engel, are jointly and severally liable for:

Forum Fees	= \$ 562.50
Total Fees	= \$ 562.50
<u>Less payments</u>	<u>= \$ 1,850.00</u>
Balance Refunded to Respondents	= \$ 1,287.50

All balances are payable to NASD Dispute Resolution and are due upon receipt pursuant to Rule 10330(g) of the Code.

ARBITRATION PANEL

Marilyn R. Lewis - Public Arbitrator, Presiding Chair
Ronald L. Lantz - Public Arbitrator
Roy J. Burr - Non-Public Arbitrator

Concurring Arbitrators:

Marilyn R. Lewis
Public Arbitrator, Presiding Chair

Signature Date

Ronald L. Lantz
Public Arbitrator

Signature Date

Roy J. Burr
Non-Public Arbitrator

Signature Date

2/26/15
Date of Service (For NASD office use only)

Respondents, Citigroup Global Markets, Inc., and Michael I. Engel, are jointly and severally liable for:

Forum Fees	= \$ 562.50
Total Fees	= \$ 562.50
Less payments	= \$ 1,850.00
Balance Refunded to Respondents	= \$ 1,287.50

All balances are payable to NASD Dispute Resolution and are due upon receipt pursuant to Rule 10330(g) of the Code.

ARBITRATION PANEL

Marilyn R. Lewis - Public Arbitrator, Presiding Chair
Ronald L. Lantz - Public Arbitrator
Roy J. Burr - Non Public Arbitrator

Concurring Arbitrators:

Marilyn R. Lewis
Marilyn R. Lewis
Public Arbitrator, Presiding Chair

February 22, 2005
Signature Date

Ronald L. Lantz
Public Arbitrator

Signature Date

Roy J. Burr
Non Public Arbitrator

Signature Date

2/24/05
Date of Service (For NASD office use only)

Respondents, Citigroup Global Markets, Inc., and Michael L. Engel, are jointly and severally liable for:

Forum Fees	= \$ 562.50
Total Fees	= \$ 562.50
Less payments	= \$ 1,850.00
Balance Refunded to Respondents	= \$ 1,287.50

All balances are payable to NASD Dispute Resolution and are due upon receipt pursuant to Rule 10330(g) of the Code.

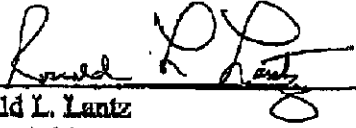
ARBITRATION PANEL

Marilyn R. Lewis - Public Arbitrator, Presiding Chair
Ronald L. Lantz - Public Arbitrator
Roy J. Burr - Non-Public Arbitrator

Concurring Arbitrators:

Marilyn R. Lewis
Public Arbitrator, Presiding Chair

Signature Date


Ronald L. Lantz
Public Arbitrator

2/22/05
Signature Date

Roy J. Burr
Non-Public Arbitrator

Signature Date

2/24/05
Date of Service (For NASD office use only)

Respondents, Citigroup Global Markets, Inc., and Michael L. Engel, are jointly and severally liable for:

Forum Fees	= \$ 562.50
Total Fees	= \$ 562.50
Less payments	= \$ 1,850.00
Balance Refunded to Respondents	= \$ 1,287.50

All balances are payable to NASD Dispute Resolution and are due upon receipt pursuant to Rule 10330(g) of the Code.

ARBITRATION PANEL

Marilyn R. Lewis - Public Arbitrator, Presiding Chair
Ronald L. Lantz - Public Arbitrator
Roy J. Burr - Non-Public Arbitrator

Concurring Arbitrators:

Marilyn R. Lewis
Public Arbitrator, Presiding Chair

Signature Date

Ronald L. Lantz
Public Arbitrator

Signature Date

Roy J. Burr
Non-Public Arbitrator

Signature Date

2/24/05
Date of Service (For NASD office use only)