

Stipulated Award
NASD Dispute Resolution

In the Matter of the Arbitration Between:

Names of the Claimants
Morton and Linda Resnicoff

Case Number: 03-05328

Name of the Respondent
Citigroup Global Markets, Inc. f/k/a
Salomon Smith Barney, Inc. and
Michael Engel

Hearing Site: Philadelphia, PA

Nature of the Dispute: Customer vs. Member and Associated Person.

REPRESENTATION OF PARTIES

Claimants, Morton and Linda Resnicoff, hereinafter referred to as "Claimants," were represented by Christopher C. Coss, Esq. and Thomas J. Momjian, Esq., Coss & Momjian, LLP, Bala Cynwyd, Pennsylvania.

Respondents, Citigroup Global Markets, Inc. f/k/a Salomon Smith Barney, Inc. ("Citigroup") and Michael Engel ("Engel"), hereinafter collectively referred to as "Respondents", were represented by Joseph A. Ingrisano, Esq. and Phillip Minnick, Esq., Kutak Rock LLP, Washington, D.C.

CASE INFORMATION

Statement of Claim filed on: July 18, 2003.

Claimants submitted an executed, undated Uniform Submission Agreement.

Statement of Answer filed by Respondents on: September 18, 2003.

A representative of Respondent Citigroup signed the Uniform Submission Agreement on: March 24, 2003.

Respondent Engel signed the Uniform Submission Agreement on: April 6, 2004.

Claimants dismissed their claim against Respondent Engel with prejudice on or about June 7, 2004.

Claimants and Respondent Citigroup settled the matter prior to any opening statements on or about June 8, 2004.

CASE SUMMARY

Claimant asserted the following causes of action: negligence, negligent and/or intentional misrepresentation, breach of contract, breach of fiduciary duty, fraud, unsuitable investments, unjust enrichment, and violation of federal and state securities laws, regulations, and guidelines, including the Securities Act of 1933 and Securities Exchange Act of 1934. Claimant also alleged that Respondent Citigroup was liable for failure to supervise. The causes of action relate to the purchase of various securities including: AMFM; Inc.; AOL; Applied Materials; Broadcom;

Cisco; Conexant Systems; Corning; JDS Uniphase; Worldcom; Polycom, Inc.; Powerwave Technologies; Qualcomm; Siebel Systems, Inc.; Soletron Corp.; Sun Microsystems; Western Wireless; and Yahoo.

Respondents denied all allegations of wrongdoing, denied all liability to Claimants and asserted defenses including ratification, laches, waiver, estoppel and failure to mitigate damages.

RELIEF REQUESTED

Claimants requested the following damages:

Compensatory Damages	\$1,000,000
Punitive Damages	amount unspecified
Attorneys' Fees	amount unspecified
Other Costs	amount unspecified

Respondents requested that the Statement of Claim be dismissed, that they be awarded costs and fees and that Respondent Engel's Central Registration Depository be expunged.

OTHER ISSUES CONSIDERED AND DECIDED

Prior to the first hearing session, Claimants dismissed with prejudice their action against Respondent Engel. During the morning of the first hearing session, the Parties fully and finally settled all claims by and between them. Therefore, the Parties submit this Stipulated Award to the Panel for its consideration and request that it be entered.

The parties have agreed that the Stipulated Award in this matter may be executed in counterpart copies.

AWARD

Pursuant to the above, the Panel has decided in full and final resolution of the issues submitted for determination as follows:

1. The listed Parties have amenable resolved their difference and have requested this Stipulated Award;
2. The Panel recommends the expungement of all reference to the above captioned arbitration from Respondent Engel's registration records maintained by the NASD Central Registration Depository ("CRD"), with the understanding that pursuant to NASD Notices to Members 99-09 and 99-54, Respondent Engel must obtain confirmation from a court of competent jurisdiction before the CRD will execute the expungement directive;
3. The parties shall bear their respective costs, including attorney's fees, except as Fees are specifically addressed below; and

4. Any and all relief not specifically addressed herein, including punitive damages, is denied in its entirety.

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 = \$ 375

Member Fees

Member fees are assessed to each member firm that is a party in these proceedings or to the member firms that employed the associated person(s) at the time of the events giving rise to the dispute. Accordingly, Respondent Citigroup is a party.

Member surcharge	= \$ 2,250
Pre-hearing process fee	= \$ 750
Hearing process fee	= \$ 4,000
Total Member Fees	= \$ 7,000

Forum Fees and Assessments

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

One (1) Pre-hearing session with a single arbitrator @ \$ 450	= \$ 450
Pre-hearing conference: May 24, 2004 1 session	

One (1) Pre-hearing session with Panel @ \$ 1,200	= \$ 1,200
Pre-hearing conference: January 26, 2004 1 session	

One (1) Hearing session @ \$ 1,200	= \$ 1,200
Hearing Date: June 8, 2004 1 session	
Total Forum Fees	= \$ 2,850

1. The Panel has assessed \$ 1,425 of the forum fees to Claimants.
2. The Panel has assessed \$ 1,425 of the forum fees to Respondent Citigroup.

FEE SUMMARY

1. Claimants, Morton and Linda Resnicoff, are assessed and shall pay the following fees:

Initial Filing Fee	= \$ 375
Forum Fees	= \$ 1,425

Total Fees	= \$ 1,800
<u>Less payments</u>	<u>= \$ 1,700</u>
Balance Due NASD Dispute Resolution	= \$ 100

2. Respondent, Citigroup, is assessed and shall pay the following fees:

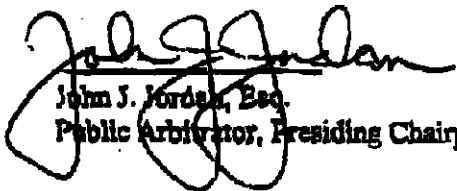
Member Fees	= \$ 7,000
<u>Forum Fees</u>	<u>= \$ 1,425</u>
Total Fees	= \$ 8,425
<u>Less payments</u>	<u>= \$ 7,000</u>
Balance Due NASD Dispute Resolution	= \$ 1,425

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

ARBITRATION PANEL

John J. Jordan, Esq.	-	Public Arbitrator, Presiding Chairperson
Dr. Murray N. Matez	-	Public Arbitrator, Panelist
Adrienne Yost Hart, Esq.	-	Non-Public Arbitrator, Panelist

Concurring Arbitrators' Signatures


John J. Jordan, Esq.
Public Arbitrator, Presiding Chairperson

7/22/04
Signature Date

Dr. Murray N. Matez
Public Arbitrator, Panelist

Signature Date

Adrienne Yost Hart, Esq.
Non-Public Arbitrator, Panelist


Signature Date

July 27, 2004
Date of Service (For NASD Dispute Resolution office use only)

Concurring Arbitrators' Signatures

John J. Jordan, Esq.
Public Arbitrator, Presiding Chairperson

Signature Date



Dr. Murray N. Matez
Public Arbitrator, Panelist



Signature Date

Adrienne Yost Hart, Esq.
Non-Public Arbitrator, Panelist

Signature Date



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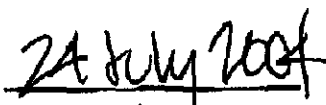
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Dr. Murray N. Matez
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Non-Public Arbitrator, Panelist



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