

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: ROBERT E. FAULKNER

FILE NO. 0400086

CONSENT ORDER OF WITHDRAWAL

TO THE RESPONDENT:

Robert E. Faulkner
(CRD #: 849152)
512 Gerald Place
Ferguson, Missouri 63135

C/o Huntleigh Securities Corporation
7800 Forsyth Boulevard
5th Floor
Saint Louis, Missouri 63105

WHEREAS, Respondent on the 20th day of August 2004 executed a certain Stipulation to Enter Consent Order of Withdrawal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated July 15, 2004 in the proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.

Consent Order of Withdrawal

-2-

2. That on December 15, 2003 the American Stock Exchange, LLC (AMEX) entered Disciplinary Panel Decision in case no. 01-02 which imposed the following sanctions upon the Respondent:
 - a. Suspended him in all capacities for 90 calendar days; and
 - b. Required him to submit to a nine-month period of heightened supervision.

3. That the Decision which, was reached after the Respondent stipulated to the underlying facts but contested the sanctions sought, found that:
 - a. Respondent, a broker with twenty-five years of experience and no disciplinary history, was employed by Salomon Smith Barney ("Smith Barney"), where he handled the account of a retired McDonnell Douglas executive. That customer followed an investment strategy consisting of selling "covered calls," i.e., calls covered by his own McDonnell Douglas shares.
 - b. On two occasions in May of 1995, Respondent sold calls on McDonnell Douglas stock for the customer without his knowledge or authorization and without any prior written discretionary authority from him. After the customer complained, the Respondent promised to cancel the trades, but never did so, explaining that cancellation would have required notification to Smith Barney, which would have then held him responsible.
 - c. Though Smith Barney's policies required that the Respondent report such customer complaints to the firm, he failed to do so.
 - d. In June of 1995, at Respondent's suggestion, the customer agreed to allow him to try to recover the losses through future trading. In September of 1995, Respondent sent the customer a letter acknowledging his responsibility for the above unauthorized trades and for any subsequent trading that he would conduct until the customer was at least made whole. The Respondent wrote this letter from his home; because correspondence from his business address would have become known to the firm. Corresponding with a customer from a broker's home address was contrary to Smith Barney's policies.
 - e. In December of 1995, the customer sent the Respondent a memorandum of understanding, which Respondent signed in July of 1996. It stated, inter alia, that Respondent "agreed to reimburse [the customer] for any losses that resulted from [the 1995 unauthorized transactions] and any losses that resulted from the attempt to trade out of the original losses."

Consent Order of Withdrawal

-3-

- f. In September of 1998, the customer sent Respondent a letter stating his desire that he discontinue efforts to trade out of the losses and suggesting alternatives for payment of the losses alleged. The Respondent failed to respond to that letter and to follow-up letters of November of 1998 and January of 1999.
 - g. In June of 1999, the customer filed a civil action against Respondent, who did not notify the Exchange or his firm of the filing, although an Exchange Rule and Smith Barney's policies required such reporting. The customer later withdrew that litigation and filed an NASD arbitration proceeding against the Respondent and the firm.
 - h. Again Respondent failed to notify the Exchange or his firm of this arbitration proceeding, although an Exchange Rule and Smith Barney's policies required such notification.
 - i. The parties agree that the customer sustained losses of at least \$50,000 and that, ultimately (after the arbitration was filed) the Respondent, personally made restitution of \$55,000 to the customer and \$7,500 to Smith Barney
 - j. In March of 2000, Smith Barney terminated the Respondent's employment, with the Form U-5 reflecting his failure to have reported a customer complaint.
 - k. Based on the foregoing, the Disciplinary Panel, by unanimous vote, found that the Respondent (i) failed to report a customer complaint to his firm and corresponded with a customer from his home address in contravention of the firm's policies, (ii) effected unauthorized trades, (iii) guaranteed a customer against loss, and (iv) failed to inform the Exchange or his firm that he had become involved in litigation and an arbitration proceeding.
 - l. This conduct violated Exchange Rules 345(a)(4); 924(a); 341, Commentary, 08(5)(2); and 341, Commentary, 08(5)(9), respectively.
4. That Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be revoked if the Secretary of State finds that such salesperson has been suspended by any self-regulatory organization registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self-regulatory organization.

Consent Order of Withdrawal

-4-

5. That the AMEX is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that:

1. He shall cause to have his registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order; and
2. He shall pay the sum of Five Hundred dollars (\$500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of this Consent Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. Robert E. Faulkner shall cause to have his registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.
2. Robert E. Faulkner shall pay the sum of Five Hundred dollars (\$500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of this Consent Order.

Consent Order of Withdrawal

-5-

3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

Dated: This 23rd day of August 2004.



JESSE WHITE
Secretary of State
State of Illinois