

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF: MICHAEL R. ROESER AND ASSOCIATES
d/b/a BEDFORD FINANCIAL GROUP, INC.

FILE NO. C1200236

CONSENT ORDER OF FINE

TO THE RESPONDENT: Michael R. Roeser and Associates, Inc.
d/b/a Bedford Financial Group, Inc.
(CRD# 115606)
ATTN: Michael R. Roeser
1206 E. Park Avenue
Libertyville, Illinois 60048

C/o Leigh D. Roadman
Attorney At Law
Martin, Brown, Sullivan, Roadman & Hartnett, Ltd.
135 South LaSalle Street
Suite 3200
Chicago, Illinois 60603

WHEREAS, Respondent on the 22nd day of October 2012 executed a certain Stipulation to Enter Consent Order of Fine (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 August 14, 2012 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Fine (the "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 Amended Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

Consent Order of Fine

2

1. Respondent was a Federal Covered Investment Adviser (FCIA) from January 10, 2001 until March 14, 2012. The Respondent engaged in the business of providing investment advisory services to the general public.
2. That during the period of March 2012 through July 30, 2012, Respondent provided investment advisory services to residents of the State of Illinois when not in compliance with the registration requirements of Section 8 of the Act.
3. That Section 130.839 of the Rules of the Act provides, inter alia, that:
 - a) Effective October 1, 2002, each new applicant filing as an investment adviser or federal covered investment adviser shall file with the NASD, utilizing the IARD, a complete Form U-4 for each investment adviser representative and pay the filing fee specified in Section 130.110 of this Part.
 - b) For purposes of the annual re-registration of investment adviser representatives, each investment adviser and federal covered investment adviser shall file with the NASD, utilizing the IARD, and pay the filing fee specified in Section 130.110 of this Part.
4. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the provisions of the Act for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
5. That Respondent failed to file a complete U-4 for each Investment Adviser Representative and to pay the filing fee as specified in Section 130,110.
6. That by virtue of the foregoing, the Respondent has committed a violation of Section 12.D of the Act.
7. That Section 11.E(3) of the Act provides, inter alia, that If the Secretary of State shall find that any person is acting or has acted as a federal covered investment adviser, without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit or suspend the person from acting as a federal covered investment adviser in this State.

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the Secretary of State has adopted the following additional Finding of Fact:

8. That Section 11.E(4) of the Act provides that in addition to any other sanction

Consent Order of Fine

or remedy contained in this subsection E, the Secretary of State, after finding that any provision of this Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of this Act, may issue an order of public censure against the violator, and may charge as costs of investigation all reasonable expenses, including attorney's fees and witness fees.

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 Conclusions of Law:

- (1) The Respondent has committed a violation of Section 12.D of the Act;
- (2) The Respondent is subject to the entry of an order prohibiting or suspending it from acting as a Federal Covered Investment Adviser in the State of Illinois; and
- (3) That By virtue of the foregoing, the Respondent is subject to a FINE pursuant to Section 12.D and Section 11.E(4) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that it shall be fined for violation of the Act the amount of Thirty-seven Thousand Five Hundred dollars (\$37,500.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that it shall be levied costs incurred during the investigation of this matter in the amount of One Thousand Five Hundred Dollars (\$1,500.00), to be paid by certified or cashier's check made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that it has submitted with the Stipulation a certified or cashier's check in the amount of Thirty-nine Thousand dollars (\$39,000.00). Said sum is allocated as follows: Thirty-seven Thousand Five Hundred dollars (\$37,500.00) as FINE for violation of the Act; and One Thousand Five Hundred dollars (\$1,500.00) to cover the costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

Consent Order of Fine

4

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. The Respondent is FINED for violation of the Act the amount of Thirty-seven Thousand Five Hundred dollars (\$37,500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on October 23, 2012 has submitted Thirty-seven Thousand Five Hundred dollars (\$37,500.00) in payment thereof.
2. The Respondent is LEVIED costs of investigation in this matter in the amount of One Thousand Five Hundred dollars (\$1,500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on October 23, 2012 has submitted One Thousand Five Hundred dollars (\$1,500.00) in payment thereof.
3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 24th day of October 2012.



JESSE WHITE
Secretary of State
State of Illinois