

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

_____))
IN THE MATTER OF: Brian M. Uselding) File No. 1200445
_____))

CONSENT ORDER

TO THE RESPONDENT: Bryan M. Uselding
Liberty Partners Capital Management, LLC
1815 S. Meyers, Suite 210
Oakbrook Terrace, IL 60181

WHEREAS, Bryan M. Uselding on January 17, 2013 executed a certain Stipulation to Entry of Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondent has consented to the entry of this Consent Order.

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

WHEREAS, the Respondent has acknowledged that the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

1. That, on or about, November 16, 2011, Respondent's registration as an investment adviser representative in the State of Illinois was terminated due to an office closure.
2. That Respondent then became an employee of Alpha Wealth Group which maintained a business address of 2 Mid America Plaza, Suite 800, Oakbrook Terrace, Illinois 60181.
3. That, on or about, August 21, 2012, the Illinois Securities Department (the "Department") initiated an audit and examination of Alpha Wealth Group.

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4. That, during and subsequent to the audit and investigation, the Department discovered that the Respondent, while employed by Alpha Wealth Group, had engaged in the business of advising Illinois residents as to the value of securities or as to the advisability of investing or selling securities.
5. That, during the audit and investigation, the Department discovered that the Respondent was not a registered investment adviser representative and informed Respondent of the lack of registration.
6. That, on or about August 21, 2012, Respondent filed with the Secretary of State an application for registration as an investment adviser representative in the State of Illinois and paid the applicable fee.
7. That the activities discussed in paragraph four (4) above constitute the activities of an investment adviser representative as that term is defined pursuant to Section 2.12b of the Act.
8. That Section 8 of the Act provides, inter alia, that except as otherwise provided every investment adviser representative shall be registered as such with the Secretary of State.
9. That Section 12.C of the Act provides, inter alia, that it shall be a violation of the Act for any person to act as an investment adviser representative unless registered as such, where such registration is required under the provisions of the Act.
10. That, at all times relevant hereto, the Respondent was an unregistered investment adviser representative under Section 8 of the Act.
11. That, by virtue of the foregoing, Respondent has violated Section 12.C of the Act.
12. That Section 8.E(1)(g) of the Act provides, inter alia, that registration of an investment adviser representative may be denied if such investment adviser representative has violated any of the provisions of the Act.
13. That Section 11.E.4 of the Act provides, inter alia, that the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine, as provided by rule, regulation, or order not to

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exceed \$10,000, for each violation of this Act and may issue an order of public censure against the violator.

14. That, by virtue of the foregoing, the Respondent is subject to an order which denies Respondent's registration as an investment adviser representative in the State of Illinois and a fine of up to \$10,000 per violation.

WHEREAS, the Respondent has acknowledged that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:

1. That, by virtue of the foregoing, Bryan M. Uselding has violated Section 12.C of the Act; and
2. That, by virtue of the foregoing, Bryan M. Uselding is subject to an order which denies Respondent's registration as an investment adviser representative in the State of Illinois and a fine of up to \$10,000 per violation.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. The allegations contained in paragraphs seven(7) and eight (8) of the Stipulation shall be and are hereby adopted as the Secretary of State's Finding of Fact and Conclusions of Law.
2. Acknowledges and agrees that, no later than every thirty (30) days for a period of six (6) months after entry of the Consent Order, Respondent shall submit a certified or cashier's check in the amount of \$3,359.55 within the first five (5) months and \$3,359.52 within the sixth (6th) month. Payments will total \$20,157.27, representing the fees he received for investment advisory services while he was unregistered. Checks should be made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.
3. Respondent shall not conduct activities as an investment adviser representative for a fee in the State of Illinois until such time as he shall become duly registered as such with the Secretary of State.
4. The formal hearing scheduled on this matter is hereby dismissed without further proceeding.

ENTERED: this 18th day of January, 2013.

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Handwritten signature of Jesse White in black ink, with a stylized flourish at the end.

JESSE WHITE
Secretary of State

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

Attorney for the Secretary of State:
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