

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

IN THE MATTER OF: HAROLD C. EBERLING Jr.)
_____)

FILE NO. 0700511

CONSENT ORDER OF FINE

TO THE RESPONDENT: Harold C. Eberling Jr.
(CRD#: 2501651)
10427 S. 84TH Avenue
Palos Hills, Illinois 60465

Harold C. Eberling Jr.
(CRD#: 2501651)
C/o Hinsdale Associates, Inc.
15 Spinningwheel Road Suite 226
Hinsdale, Illinois 60521

WHEREAS, Respondent on the 23rd day of March 2009 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 February 13, 2009 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Fine ("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 the Respondent is a natural person and resides in the State of Illinois.
2. That on or around July 29, 2005 the Respondent was hired by Hinsdale Associates, Inc. (Hinsdale), an Illinois based and situated Federal Covered Investment Adviser.

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3. That part of the Respondent's responsibilities was to solicit residents of the State of Illinois for referred to Hinsdale to use its investment advisory services.
4. That the Respondent solicited and referred to Hinsdale for the sale of investment advisory services eight (8) residents of the State of Illinois in 2005, fourteen (14) residents of the State of Illinois in 2006 and twenty-seven (27) residents of the State of Illinois in 2008; who emerged Hinsdale's investment advisory services.
5. That Section 8.A of the Act provides, in pertinent part, except as otherwise provided, every investment adviser representative shall be registered as such with the Secretary of State.
6. That Section 2.12b(5) of the Act defines as an investment adviser representative as anyone who solicits, refers, offers, or negotiates for the sale of, or sells, investment advisory services. Section 2.12 further provides that With respect to a federal covered investment adviser, "investment adviser representative" means any person who is an investment adviser representative with a place of business in this State as such terms are defined by the Securities and Exchange Commission under Section 203A of the Federal 1940 Investment Advisers Act.
7. That the activity described in paragraph two (2) above constitutes the activity of an investment adviser representative as defined in Section 2.12b(5) of the Act.
8. That during all times relevant, the Respondent was not registered with the Secretary of State as an investment adviser representative pursuant to Section 8 of the Act.
9. That Section 12.C of the Act provides, inter alia, that it is a violation of the provisions 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.

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:

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- (1) The Respondent has committed a violation of Section 12.C of the Act; and
- (2) The Respondent is subject to a FINE pursuant to Sections 12.C and 11.E (4) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be prohibited from acting as an investment adviser representative in the State of Illinois unless in compliance with all applicable provisions of the Act and the Rules promulgated thereunder (14 Ill. Adm. Code 130).

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be FINED Two Hundred Fifty dollars (\$250.00), to be paid by certified or cashier's check, made payable to the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be levied costs incurred during the investigation of this matter in the amount of Two Hundred Fifty Dollars (\$250.00) 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 he has submitted a certified or cashier's check in the amount of Five Hundred dollars (\$500.00). Said sum is allocated as follows: Two Hundred Fifty dollars (\$ 250.00) as FINE for violation of the Act; and Two Hundred Fifty dollars (\$250.00) 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.

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 ORDER THAT:

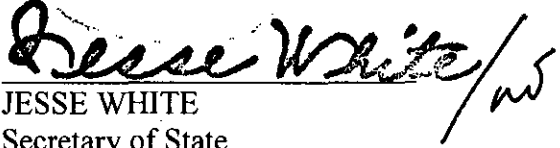
1. Respondent is prohibited from acting as an investment adviser representative in the State of Illinois unless in compliance with all applicable provisions of the Act and the Rules promulgated thereunder (14 Ill. Adm. Code 130).
2. Respondent is FINED in the amount of Two Hundred Fifty dollars (\$250.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on March 24, 2009 has submitted Two Hundred Fifty Dollars (\$250.00) in payment thereof.

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3. Respondent is levied costs of investigation in this matter in the amount of Two Hundred Fifty dollars (\$250.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on March 24, 2009 has submitted Two Hundred Fifty dollars (\$250.00) in payment thereof.
4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 24th day of MARCH 2009.


JESSE WHITE
Secretary of State
State of Illinois

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