

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

_____))
IN THE MATTER OF: MEMBERS CAPITAL ADVISORS, INC.) FILE NO. 0800319
_____))

CONSENT ORDER OF FINE AND DISMISSAL

TO THE RESPONDENT: Members Capital Advisors, Inc.
 5910 Mineral Point Road
 Madison, Wisconsin 53705

c/o Terry D. Nelson
Attorney at Law
Foley & Lardner LLP.
150 East Gilman Street
Madison, Wisconsin 53703

WHEREAS, Respondent on the 27th day of October, 2008 executed a certain Stipulation to Enter Consent Order of Fine and Dismissal (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 October 6, 2008 in this proceeding (the " Notice") and Respondent has consented to the entry of this Consent Order of Fine and Dismissal ("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. The Respondent is a Federal Covered Investment Adviser (FCIA).
2. During the years 2003 through 2007, the Respondent provided investment advisory services to residents of the State of Illinois without prior thereto having filed the required "Notice" documents with the Secretary of State.
3. Section 8.C(5) of the Act provides, inter alia, a federal covered investment adviser shall file with the Secretary of State, prior to acting as a federal covered investment adviser in this State, such documents as have been filed with the Securities and Exchange Commission as the Secretary of

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State by rule or order may prescribe. The notification of a federal covered investment adviser shall be accompanied by a notification filing fee established pursuant to Section 11a of this Act, which shall not be returnable in any event. Every person acting as a federal covered investment adviser in this State shall file a notification filing and pay an annual notification filing fee established pursuant to Section 11a of this Act, which is not returnable in any event. The failure to file any such notification shall constitute a violation of subsection D of Section 12 of this Act.

4. 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. The Respondent has committed violations of section 12.D of the Act.
6. That Section 11.E(3) of the Act provides, inter alia, 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 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:

Section 11.E(4) of the Act provides that in addition to any other action 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 violations of Section 12.D of the Act;
- 2). The Respondent is subject to the entry of a written order which would prohibit or suspend it from acting as a federal covered investment adviser in this State; and

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- 3). The Respondent is subject to a fine pursuant to Sections 12.D and 11.E (4) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they shall be FINED Ten Thousand dollars (\$10,000.00), 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 they shall be levied back filing fees and the costs incurred during the investigation of this matter as follows: One Thousand Dollars (\$1,000.00) for their back filing fees; and One Thousand Five Hundred dollars (\$1,500.00) to cover the costs incurred during the investigation of this matter. Said fees and costs shall 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 they have submitted with the Stipulation a certified or cashier's check in the amount of Twelve Thousand Five Hundred dollars (\$12,500.00). Said sum is allocated as follows: Ten Thousand dollars (\$10,000.00) as FINE for violations of the Act; One Thousand Dollars (\$1,000.00) for back filing fees; 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.

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 FINED in the amount of Ten Thousand dollars (\$10,000.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on, the 27th of October, 2008 has submitted Ten Thousand dollars (\$10,000.00) in payment thereof.
2. Respondent is levied back filing fees in the amount of One Thousand dollars (\$1,000.00) payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on, the 27th of October, 2008 has submitted One Thousand dollars (\$1,000.00) in payment thereof.
3. Respondent is levied costs of investigation in this matter in the amount of One Thousand Five Hundred dollars (\$1,500.00), payable to the

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Office of the Secretary of State, Securities Audit and Enforcement Fund, and on the 27th of October, 2008 has submitted One Thousand Five Hundred dollars (\$1,500.00) in payment thereof.

4. The Notice of Hearing issued on October 6, 2008 is dismissed.
5. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 3rd day of November 2008.



JESSE WHITE
Secretary of State
State of Illinois

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