

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: PAUL T. BESTE

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FILE NO. 0800265

NOTICE OF HEARING

TO THE RESPONDENT: Paul T. Beste
(CRD#: 2262587)
14095 Golf Parkway
Brookfield, Wisconsin 53005

c/o Alps Distributors, INC
789 N. Water Street
Suite 500
Milwaukee, Wisconsin 53202

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 8th day of October, 2008 at the hour of 10:00 a.m. or as soon as possible thereafter, before George Berbas, Esq., or such other duly designated Hearing Officer of the Secretary of State.

Said hearing will be held to determine whether an Order shall be entered revoking Paul T. Beste's (the "Respondent ") registration as a salesperson in the State of Illinois pursuant to Section 8.E(1)(k) of the Act and/or granting such other relief as may be authorized under the Act including but not limited to the imposition of a monetary fine in the maximum amount pursuant to Section 11.E(4) of the Act, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

- 1 That at all relevant times, the Respondent was registered with the Illinois Secretary of State as a salesperson and investment advisor in the State of Illinois pursuant to Section 8 of the Act from August 2, 2007 to the present.

2. That on January 25, 2008 the Securities and Exchange Commission (SEC) entered an Order instituting administrative and Cease-and-Desist File No. 3-12936 which sanctioned the Respondent as follows:
 - a. Respondent and Heartland Advisors cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) and 17(a)(3) of the Securities Act.
 - b. Respondent and Heartland Advisors cease and desist from committing or causing any violations and any future violations of Section 34(b) of the Investment Company Act.
 - c. Heartland Advisors cease and desist from committing or causing any violations and any future violations of Rule 22(c)-1(a) promulgated under the Investment Company Act.
 - d. Heartland Advisors cease and desist from committing or causing any violations and any future violations of Section 206(2) of the Advisers Act.
 - e. Respondent cease and desist from causing any violations and any future violations of Section 206(2) of the Advisers Act.
 - f. Heartland Advisors and Respondent are censured.
3. Respondents/ Background
 - a. Respondent, of Brookfield, Wisconsin, is the Chief Operating Officer of Heartland Advisors, and a Vice President of Heartland Group. He is the member of Heartland Advisors' Pricing Committee.
 - b. Heartland Advisors was founded in 1982 and maintains its principal place of business in Milwaukee Wisconsin. During the events relevant to this proceeding, Heartland Advisors was registered with the Commission as an investment adviser and broker-dealer. Heartland Advisors managed the mutual fund portfolio series of Heartland Group, Inc. ("Heartland Group"), a registered investment company, subject to the authority of, and supervision by, Heartland Group's Board of Directors, and served as the principal underwriter of Heartland Group's securities. Heartland Advisors managed Heartland Group's High-Yield Municipal Bond Fund and Heartland Group's Short Duration High Yield Municipal Fund (collectively, the "Funds") until the

Commission obtained an order placing the Funds into receivership in March 2001.

4. That Section 8.E(1)(k) 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 had an order entered against it after notice and opportunity for hearing by a securities agency of any state, any foreign government or agency thereof, the Securities and Exchange Commission, or the Federal Commodities Futures Trading Commission arising from any fraudulent or deceptive act or a practice in violation of any statute, rule, regulation administered or promulgated by the agency or commission.
5. That Securities and Exchange Commission is an agency as specified in Section 8.E(1)(k) of the Act.
6. That by virtue of the foregoing, the Respondent's registration as a salesperson and investment advisor in the State of Illinois is subject to revocation or suspension pursuant to Sections 8.E(1)(k) of the Act.

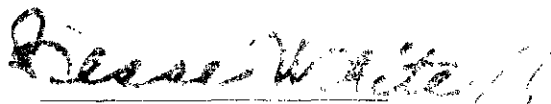
You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 ILL. Adm. Code 130)(the "Rules"), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this Notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default, unless any Respondent has upon due notice moved for and obtained a continuance.

A link of the Rules, promulgated under the Act and pertaining to hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice. <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>

Delivery of Notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 22nd day of August 2008.


JESSE WHITE
Secretary of State
State of Illinois

Notice of Hearing

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Attorneys for the Secretary of State:

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Hearing Officer:
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