

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

IN THE MATTER OF:

**Thomas C. Sherwood,
(CRD # 708470).**

File Number: 0300611

TO THE RESPONDENT: Thomas C. Sherwood
(CRD # 708470)
1623 Washington Avenue, Suite 217
Alton, IL 62002

C/O David Helms
Lewis, Rice & Fingersh
500 N. Broadway, Suite 2000
St. Louis, MO 63102-2147

CONSENT ORDER

WHEREAS, Respondent on the 10th day of February, 2005 executed a certain Stipulation to Enter Consent Order ("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 June 11, 2004 in this proceeding ("Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. Thomas C. Sherwood (CRD # 708470) (the "Respondent") is an individual whose last known address is 1623 Washington Avenue, Suite 217, Alton, IL 62002.
2. At all relevant times, Respondent was the president of Certified Financial Services at 1623 Washington Avenue, Suite 217, Alton, IL 62002.
3. Transamerica Financial Advisers, Inc. (CRD # 3600) ("TFA") is a corporation with a branch office located at 1623 Washington Avenue, Suite 217, Alton, IL 62002.
4. On April 9, 2003, the Illinois Securities Department (the "Department") conducted a compliance examination (the "Exam") of the books and records of the TFA branch office located at 1623 Washington Avenue, Suite 217, Alton, IL 62002.
5. On, April 16, 2003, the Department issued a Deficiency Letter to TFA resulting from violations of the Act discovered during the Exam.
6. At the time of the Exam, the building marquee listed Respondent's place of business as:

Certified Financial Services 217
TC Sherwood CPA
7. At the time of the Exam, Respondent stated that he was not a CPA (certified public accountant).
8. At all relevant times, Respondent was not and did not fulfill the requirements of a CPA.
9. In TFA's May 15, 2003, response to the Department's Deficiency Letter, TFA instructed Respondent "to immediately contact the building maintenance department and have this error [the marquee listing Respondent as a CPA] corrected."
10. On or about September 25, 2003, despite being over five months after the Department's Exam of the Respondent's office and over four months after TFA's response to the Department's Deficiency Letter, an Illinois Securities Department

employee went to Respondent's place of business at 1623 Washington Avenue in Alton, Illinois. The building marquee still listed Respondent's place of business as:

Certified Financial Services 217
TC Sherwood CPA

11. Section 8.E(1)(e)(iii) of the Act provides, inter alia, that the registration of a salesperson may be revoked, if the salesperson has failed reasonably to supervise the implementation of compliance measure following notice by the Secretary of State of noncompliance with the Act or with regulations promulgated thereunder or both

WHEREAS, Respondent has acknowledged and agreed that:

1. Respondent's registration as a salesperson in the State of Illinois shall be suspended for thirty (30) days.
2. Respondent shall pay the Illinois Securities Department a three thousand five hundred dollar (\$3,500.00) fine, within ten (10) days of entry of this Consent Order.
3. Respondent shall pay the Illinois Securities Department two thousand dollars (\$2,000.00) for the costs of the investigation, within ten (10) days of entry of this Consent Order.
4. Respondent shall offer and sell securities in or from the State of Illinois only in compliance with the Illinois Securities Act.

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. Respondent acknowledges that his registration as a salesperson in the State of Illinois shall be suspended for thirty (30) days.
2. Respondent shall pay the Illinois Securities Department a three thousand five hundred dollar (\$3,500.00) fine, within ten (10) days of entry of this Consent Order.

3. Respondent shall pay the Illinois Securities Department two thousand dollars (\$2,000.00) for the costs of the investigation, within ten (10) days of entry of this Consent Order.
4. Respondent shall comply with the Illinois Securities Act.
5. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

DATED: This 22nd day of February 2005.



JESSE WHITE
Secretary of State
State of Illinois

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