

STATE OF MAINE
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, MAINE 04333-0121

IN THE MATTER OF:

PROSPERA FINANCIAL SERVICES,
INC.

CONSENT AGREEMENT
NO. 07-006-CAG

This Agreement is entered into by the State of Maine Office of Securities (the "Office") and Prospera Financial Services, Inc. ("Prospera"), CRD# 10740, a broker-dealer with its principal place of business in Dallas, Texas.

WHEREAS, the parties agree as follows:

1. At all relevant times, it has been unlawful in Maine for a person to act as a broker-dealer unless licensed or exempt from licensing under the Revised Maine Securities Act, 32 M.R.S.A. §§ 10301 and 10302, and the Maine Uniform Securities Act, 32 M.R.S.A. § 16401.
2. Although Prospera made application for licensure as a broker-dealer in the State of Maine in June 2005, at no time has Prospera been so licensed.
3. Between December 23, 2004, and July 5, 2006, Prospera established 12 accounts for two Maine households and effected over 1,600 transactions.
4. Prospera was not licensed as a broker-dealer in Maine when these transactions were effected. It is the Office's position that Prospera has acted as a broker-dealer in Maine without being licensed as a broker-dealer or exempt from such licensing.
5. Prospera has represented to the Office that it was not the firm's intention to violate the Maine Revised Securities Act or the Maine Uniform Securities Act.
6. All parties desire an expeditious resolution of this matter.

NOW THEREFORE, without trial or adjudication of any issue of fact or law, and without Prospera admitting or denying that its conduct violated the Revised Maine Securities Act or the Maine Uniform Securities Act, it is agreed that:

1. Prospera will comply with all licensing and other legal requirements governing persons acting as securities broker-dealers in the State of Maine at all times from the date hereof;
2. In lieu of the Office seeking the imposition of a penalty for the allegations contained herein, Prospera will pay the sum of \$3,000 to the Office upon Prospera's execution of this Agreement; and
3. The Office will not take further action against Prospera based solely upon its unlicensed status during the period preceding and including the date of execution of the Agreement, **PROVIDED**, however, that this paragraph applies only to the transactions previously disclosed to the Office by Prospera and its clearing firm.

8/21/06
Date

/s/ David Stringer
David Stringer, President
Prospera Financial Services, Inc.

9/5/06
Date

/s/ Michael J. Colleran
Michael J. Colleran
Securities Administrator

Reviewed by:

9/5/06
Date

/s/ Bonnie E. Russell
Bonnie E. Russell
Assistant Securities Administrator

Presented by:

9/5/06
Date

/s/ Jacqueline M. Drouin
Jacqueline M. Drouin
Investigator / Examiner