

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

\_\_\_\_\_) )  
IN THE MATTER OF: ) )  
 ) )  
ACS TradeOne Marketing, Inc. ) )  
 ) )  
\_\_\_\_\_) )

CONSENT AGREEMENT  
No. 05-075-CAG

This Agreement is entered into between the State of Maine Office of Securities (“Office”) and ACS TradeOne Marketing, Inc., (“TradeOne”) a Maryland corporation with its principal place of business at 2828 N. Haskell, 10<sup>th</sup> Floor, Dallas, Texas 75204.

**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 pursuant to sections 10301 and 10302 of the Revised Maine Securities Act (“the Act”).
2. On November 29, 2004, Shareholder Solutions, a fully-owned subsidiary of TradeOne, filed an application with the Office for licensing as a broker-dealer.
3. By letter dated January 6, 2005, the Office requested additional information in connection with Shareholder Solutions’ pending broker-dealer application.
4. By memorandum dated January 19, 2005, Shareholder Solutions informed the Office that it was seeking licensure in order to comply with the May 26, 2004, letter that Unclaimed Property Recovery & Reporting (“UPRR”), a division of Shareholder Solution’s parent company, TradeOne, had received from the U.S. Securities and Exchange Commission (“SEC”).
5. The SEC’s letter informed UPRR that it had determined that UPRR should become registered as a broker-dealer pursuant to Section 15(A) of the Securities Exchange Act of 1934 due to its activities involving the exchange or sale of securities under UPRR’s Maximum Owner Return Program (the “MOR Program”).
6. The SEC also requested that UPRR inform them in writing as to the specific procedures that UPRR would put into effect to guard against any further infractions of the above-stated rule.

7. By letter dated June 25, 2004, UPRR informed the SEC that it had taken steps to become registered with the SEC as a broker-dealer. UPRR's letter, however, did not address any specific procedures that it would put into effect to guard against any further infractions.
8. In response to further inquiries from the Office with regard to activity that UPRR conducted with Maine residents under its MOR Program, Shareholder Solutions informed the Office by letter dated March 30, 2005, that UPRR had effected at least one thousand seven-hundred eighty-eight (1,788) transactions in Maine. At least four-hundred twenty-one (421) of these transactions were effected by UPRR after receiving notification from the SEC that UPRR needed to become registered as a broker-dealer.
9. It is the Office's position that UPRR has acted as a broker-dealer in Maine without being licensed or exempt from licensing.
10. UPRR represented to the Office that the SEC never mandated that UPRR terminate or discontinue its business until becoming registered as a broker-dealer and that the above-mentioned violations were unintentional.
11. Both parties desire an expeditious resolution of this matter.

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

1. TradeOne 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, TradeOne will pay the sum of \$10,869.78 to the Office upon TradeOne's execution of this Agreement.
3. The Office will not take further action against TradeOne, based upon its unlicensed status during the period preceding and including the date of execution of this Agreement, **PROVIDED**, however, that this paragraph applies only to those transactions previously disclosed to the Office by TradeOne.

June 28, 2005  
Date

s/William L. Deckelman, Jr.  
William L. Deckelman, Jr.  
Vice President & Secretary  
ACS TradeOne Marketing, Inc.

June 30, 2005  
Date

s/Christine A. Bruenn  
Christine A. Bruenn  
Securities Administrator

Reviewed by:

June 30, 2005  
Date

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

Presented by:

June 30, 2005  
Date

s/Cathy J. Williams  
Cathy J. Williams  
Licensing Coordinator