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ARKANSAS SECURITIES DEPT.

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-12-0136

ORDER NO. S-12-0136-12-OR01

IN THE MATTER OF:

UVEST FINANCIAL SERVICES GROUP, INC.

RESPONDENT

CONSENT ORDER

WHEREAS, state regulators from multiple jurisdictions conducted coordinated investigations of Bankers Life and Casualty Company ("Bankers Life") and BLC Financial Services, Inc. ("BLCFS") (collectively, "Bankers") to determine whether Bankers should have been registered as a broker-dealer and investment adviser between January 1, 2005, and December 2, 2011; and

WHEREAS, the investigations revealed that Bankers has acted as a broker-dealer and investment adviser in Arkansas without being registered, exempt from registration, or a federal covered investment adviser, and has employed or associated with agents and investment adviser representatives who were not so registered on behalf of Bankers, in violation of Ark. Code Ann. § 23-42-301 of the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 ("Act"); and

WHEREAS, UVEST Financial Services Group, Inc. ("UVEST") entered into an agreement with Bankers to provide brokerage and investment advisory services out of Bankers Life branch office locations; and

WHEREAS, this Consent Order is entered into with the understanding that the conduct addressed herein has resulted in no known direct consumer harm and with the understanding that registered agents or representatives of UVEST participated in all securities transactions; and

WHEREAS, UVEST has cooperated with state regulators conducting the investigations by responding to inquiries and providing documentary evidence; and

WHEREAS, UVEST is in the process of winding down its business and filed a Form BDW (Notice of Withdrawal from Registration as Broker-Dealer) withdrawing its broker-dealer registration in Arkansas on May 17, 2012; and

WHEREAS, UVEST has agreed to resolve the investigations through this Consent Order in order to avoid protracted and expensive proceedings in numerous states; and

WHEREAS, UVEST, without admitting or denying the Conclusions of Law set forth below and solely for the purposes of this Consent Order, admits the jurisdiction of the Act and the Arkansas Securities Commissioner ("Commissioner"), admits the Findings of Fact set forth below, voluntarily consents to the entry of this Consent Order, and waives any right to a hearing or to judicial review regarding this Consent Order;

NOW THEREFORE, the Commissioner hereby enters this Consent Order.

FINDINGS OF FACT

1. Bankers Life is a life insurance company located in Illinois that has never been registered as a broker-dealer or investment adviser.

2. BLCFS is a wholly-owned subsidiary of Bankers Life that also is located in Illinois. BLCFS (CRD No. 126638) has been a member of NASD or FINRA since 2003 and is registered as a broker-dealer only in Illinois. During its existence, BLCFS has had no business activity other than as described herein. BLCFS has never been registered as a broker-dealer or investment adviser in Arkansas, and it has not registered any agents or investment adviser representatives in Arkansas.

3. At all relevant times, UVEST (CRD No. 13787) was a broker-dealer registered in Arkansas and (through an affiliate) a federal covered investment adviser.

4. Effective January 1, 2005, Bankers Life entered into a Financial Services Agreement with UVEST (the "UVEST Agreement") under which Bankers Life insurance agents who became licensed as registered representatives and/or investment adviser representatives of UVEST (the "dual agents") would provide brokerage and investment advisory services out of Bankers Life branch office locations. The UVEST Agreement specified that UVEST would "exercise exclusive control" over the broker-dealer and investment advisory activities of the dual agents and assigned Bankers Life several securities-related roles, which Bankers Life did perform, including:

- a. appointing the persons to be dual agents and having sole discretion to withdraw appointments at any time;
- b. determining with UVEST the number and identity of dual agents at each office;
- c. determining with UVEST the compensation to be paid to each agent;
- d. determining with UVEST the "brokerage product offerings available for distribution" by the dual agents;
- e. approving the clearing broker selected by UVEST;
- f. approving advertising and promotional material; and
- g. paying for:
 - i. pre-examination training for required NASD/FINRA examinations;
 - ii. investment research materials used in the branch offices;
 - iii. recruitment and travel costs; and
 - iv. UVEST stationary and business cards.

5. The UVEST Agreement provided for UVEST to pay Bankers Life "Revenue Sharing Payments" according to a schedule that varied from 82% to 85% of the gross commissions received by UVEST for the dual agents' securities transactions. The UVEST Agreement characterized these payments as representing reimbursement for the compensation Bankers Life pays to the dual agents and "payment for the use of the facilities and equipment" of Bankers Life. The UVEST Agreement provided that Bankers Life would not compensate Series 6 licensed dual agents for the sale of individual stocks and bonds, and instead Bankers Life would retain all such revenue.

6. In March of 2005, Bankers Life determined that BLCFS should have been a party to the UVEST Agreement. As a result, the three firms agreed to a new first page of the UVEST Agreement that added BLCFS as a party and a new signature page, which was executed by the three parties. The revised UVEST Agreement did not assign BLCFS any rights or duties separate from those of Bankers Life and made all of Bankers Life's rights and duties also apply to BLCFS.

7. Bankers and UVEST terminated the UVEST Agreement effective on or about April 29, 2010.

8. Evidence uncovered during the investigation showed that Bankers screened prospective securities agents, trained new securities agents, conducted periodic training sessions for securities agents, monitored and attempted to increase securities production of securities agents, and played a significant role in determining the compensation of securities agents. Additionally, evidence showed that the involvement of Bankers in securities-related roles led to confusion in the reporting and responsibility hierarchies as between Bankers and the applicable broker-dealer.

9. At no time were the dual agents registered as agents or investment adviser representatives of Bankers Life or BLCFS.

10. From January 1, 2005, through April 29, 2010, Bankers received, on a nationwide basis, a total of approximately \$17 million from UVEST under their agreement for variable annuity and securities transactions and investment advice.

CONCLUSIONS OF LAW

1. It is unlawful for a person to transact business in Arkansas as a broker-dealer or agent unless such person is registered under the Act. Ark. Code Ann. § 23-42-301(a).

2. It is unlawful for a person to transact business in Arkansas as an investment adviser or representative without first being registered under the Act, exempt from registration, or a federal covered investment adviser. Ark. Code Ann. § 23-42-301(c).

3. It is unlawful for a registered broker-dealer to employ an unregistered agent, as defined in Ark. Code Ann. § 23-42-102(1)(A), except a nonresident agent who is registered by any other state securities administrator and who effects transactions in Arkansas exclusively with registered broker-dealers. Ark. Code Ann. § 23-42-301(b)(1).

4. By engaging in the conduct set forth above, Bankers acted as an unregistered broker-dealer and investment adviser in Arkansas in violation of Ark. Code Ann. § 23-42-301(a) and (c).

5. Furthermore, by employing or associating with dual agents who were not registered as agents of Bankers, Bankers violated Ark. Code Ann. § 23-42-301(b)(1).

6. The Commissioner may by order deny, suspend, make conditional or probationary, or revoke any registration if he finds that the order is in the public interest and the registrant has engaged in dishonest or unethical practices in the securities business. Ark. Code

Ann. § 23-42-308(a)(1) and (a)(2)(G).

7. By engaging in the conduct set forth above, UVEST materially aided an act, practice, or course of business constituting a violation of the Act. As a result, UVEST engaged in dishonest or unethical practices in the securities business, in violation of Ark. Code Ann. § 23-42-308(a)(2)(G).

8. Whenever it appears to the Commissioner, upon sufficient grounds and evidence satisfactory to the Commissioner, that any person has engaged or is about to engage in any act or practice constituting a violation of the Act, the Commissioner may summarily order the person to cease and desist from the act or practice. Ark. Code Ann. § 23-42-209(a)(1)(A). By engaging in the conduct set forth above, an order to cease and desist against UVEST under Ark. Code Ann. § 23-42-209(a)(1)(A) is appropriate and in the public interest.

9. The informal disposition of allegations which might give rise to a proceeding by settlement or consent is permissible. Ark. Code Ann. §§ 23-42-209(c) and 23-42-308(h).

10. As a result, this Consent Order and the following relief are appropriate and in the public interest.

ORDER

1. UVEST shall cease and desist from materially aiding Bankers in violating the Act;

2. In accordance with the terms of the multistate settlement, UVEST shall pay an amount of \$750,000 among the states where dual agents were located during the period from January 1, 2005, through April 29, 2010, allocated according to a schedule provided by the multi-state investigation working group. UVEST shall pay \$14,150.94 to the North American Securities Administrators Association ("NASAA") as consideration for the costs associated with

NASAA's coordination of the collaborative investigatory efforts of the multi-state task force and to further advance the investor protection efforts of NASAA, as Arkansas's portion of the total amount. Such payment shall be made by check to NASAA within ten days from the date this Consent Order is signed by the Commissioner. A copy of the check to NASAA should be sent to the Arkansas Securities Department ("Department") to evidence the payment.

3. If any state securities regulator determines not to accept the settlement offer of UVEST reflected herein, including the amount allocated to the applicable state according to the schedule referenced in paragraph 2 above, the payment to Arkansas set forth in paragraph 2 above shall not be affected; and UVEST shall not be relieved of any of the non-monetary provisions of this Consent Order.

4. UVEST shall not attempt to recover any part of the payments addressed in this Consent Order from dual agents, Bankers, or customers of UVEST.

5. UVEST shall fully cooperate with any investigation or proceeding related to the subject matter of this Consent Order.

6. This Consent Order concludes the investigation by the Department and any other action that the Commissioner could commence under applicable law on behalf of Arkansas as it relates to the violations described above, up to and including activity occurring through April 29, 2010; provided, however, that excluded from and not covered by this paragraph are any claims by the Department arising from or relating to the "Order" provisions contained herein.

7. The Commissioner has agreed to the terms of this Consent Order based on, among other things, the representations made to the Commissioner by UVEST, UVEST's counsel, and the Department's own factual investigation. If payments are not made by UVEST, if UVEST defaults in any of its obligations set forth in this Consent Order, or if any material representations

made by UVEST or UVEST's counsel in this Consent Order are later found to be materially inaccurate or misleading, the Commissioner may vacate this Consent Order, at his sole discretion, upon ten days notice to UVEST and without opportunity for administrative hearing or judicial review, and commence a separate action.

8. Nothing herein shall preclude Arkansas, its departments, agencies, boards, commissions, authorities, political subdivisions and corporations, other than Department and only to the extent set forth herein, (collectively, "State Entities") and the officers, agents or employees of State Entities from asserting any claims, causes of action, or applications for compensatory, nominal and/or punitive damages, administrative, civil, criminal, or injunctive relief against UVEST.

9. The parties admit and acknowledge that the Commissioner has no authority or jurisdiction over any other state or federal agency or regulatory authority. Nonetheless, this Consent Order is not intended by the Commissioner to subject any person to any disqualifications under the laws of the United States, any state, the District of Columbia, Puerto Rico, or the Virgin Islands including, without limitation, any disqualification from relying upon the state or federal registration exemptions or safe harbor provisions.

10. This Consent Order and the order of any other state in related proceedings against UVEST (collectively, the "Orders") shall not disqualify any person from any business that they otherwise are qualified, licensed or permitted to perform under applicable securities laws of Arkansas, and any disqualifications from relying upon Arkansas's registration exemptions or safe harbor provisions that arise from the Orders are hereby waived.

11. This Consent Order and any dispute related thereto shall be construed and enforced in accordance with, and governed by, the laws of Arkansas without regard to any choice of law principles.

12. This Consent Order shall be binding upon UVEST, its relevant affiliates, successors and assigns as well as to successors and assigns of relevant affiliates with respect to all conduct subject to the provisions above and all future obligations, responsibilities, undertakings, commitments, limitations, restrictions, events, and conditions.

13. Except as set forth above, the Department agrees to take no action adverse to UVEST based solely on the same conduct addressed in this Consent Order. However, nothing in this Consent Order shall preclude the Department from: (a) taking adverse action based on other conduct; (b) taking this Consent Order and the conduct described above into account in determining the proper resolution of action based on other conduct; (c) taking any and all available steps to enforce this Consent Order; or (d) taking any action against other entities or individuals, regardless of any affiliation or relationship between UVEST and the entities or individuals.

IT IS HEREBY ORDERED on this 13th day of December, 2012.


A. Heath Abshire
Arkansas Securities Commissioner

CONSENT TO ENTRY OF CONSENT ORDER

UVEST Financial Services Group, Inc., by signing below, admits the Findings of Fact set forth above, agrees to the entry of this Consent Order, and waives any right to a hearing or to judicial review.

UVEST Financial Services Group, Inc., states that no promise of any kind or nature whatsoever that is not reflected in this Consent Order was made to it to induce it to enter into this Consent Order and that it has entered into this Consent Order voluntarily.

Kathleen Van Noy-Pineda (name) represents that he or she has been authorized to enter into this Consent Order on behalf of UVEST Financial Services Group, Inc.

UVEST Financial Services Group, Inc.

By: Kathleen Van Noy-Pineda
Title: EVP and Chief Compliance Officer
Date: 12/10/12