

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of Huntleigh Securities)
Corporation,)
)
Respondent.)

CONSENT AGREEMENT

.....
The North Dakota Securities Commissioner has advised the Respondent, Huntleigh Securities Corporation, that the Commissioner is prepared to commence formal action pursuant to North Dakota Century Code Chapter 10-04 and has determined as follows:


1. Respondent, Huntleigh Securities Corporation, is a securities dealer headquartered in St. Louis, Missouri. Respondent is not now and has never been registered as a dealer with the Securities Department.
2. From 2000 to 2003, Respondent engaged in approximately 38 securities transactions with respect to two residents of North Dakota.
3. Respondent did not properly supervise its agent(s) with regard to the activity described above.
4. Pursuant to Section 10-04-10(1) N.D.C.C., no dealer may offer for sale or sell any securities within or from this state unless it is registered as dealer with the securities department or the securities are sold through exempt transactions under Section 10-04-06 N.D.C.C. The facts described above demonstrate that the Respondent engaged in 38 violations of this provision.
5. Pursuant to Section 10-04-16(1) N.D.C.C., the Securities Commissioner may issue any order and collect civil penalties against any person found in an administrative action to have violated any provision of the Securities Act in an amount not to exceed \$10,000 for each violation. The violations described above are sufficient grounds for the Commissioner to assess civil penalties against the Respondent.
6. Respondent acknowledges its right to a hearing on this matter and waives this right to a hearing and to present arguments to the Commissioner.
7. Respondent agrees to resolve this matter with the Securities Commissioner by this Consent Agreement, and this is evidenced by the signatures below.
8. The following Agreement is necessary and appropriate in the public interest.

NOW, THEREFORE, IT IS AGREED, THAT:

1. Respondent shall not transact any securities business with any person in North Dakota, unless it is registered as a dealer and it is engaging in its activities only through registered agents, or the activities are properly exempted under Chapter 10-04 N.D.C.C.
2. Respondent shall properly supervise the activities of its agents with regard to all securities related activity in North Dakota.
3. Respondent shall pay a civil penalty of \$8,000, made payable to the North Dakota Securities Department.
4. This Agreement shall be effective upon signature of the Commissioner.

Signed and Sealed this 15th day of December, 2004.

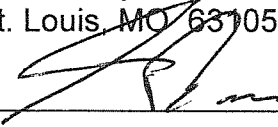




Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
State Capitol-5th Floor
600 East Boulevard Ave.
Bismarck, ND 58505-0510
(701) 328-2910

Dated this 10th day of December, 2004.

Huntleigh Securities Corp.
7800 Forsyth Blvd, 5th Floor
St. Louis, MO 63105



By: Stephen K. Burch

Its: Chief Executive Officer

Subscribed and Sworn before me this 10th day of Dec., 2004.



Notary Public

State: _____ County: _____

My Commission Expires: _____

(Notary Seal)

**MARJORIE KILPATRICK
NOTARY PUBLIC - NOTARY SEAL
STATE OF MISSOURI, ST. LOUIS COUNTY
MY COMMISSION EXPIRES 11/20/2005**