

STATE OF NORTH DAKOTA
 COUNTY OF BURLEIGH

BEFORE THE
 SECURITIES COMMISSIONER

In the Matter of Leuthold Funds, Inc.)	CONSENT ORDER
)	
Respondent)	

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The North Dakota Securities Commissioner has advised the Respondent, Leuthold Funds, Inc., that he is prepared to commence formal action pursuant to NDCC Chapter 10-04 and has determined as follows:

1. On June 4, 1997, the Commissioner received a dealer application from respondent, Leuthold Funds, Inc. On June 9, 1997, the Commissioner requested that respondent submit an affidavit of issuer/dealer activity. The executed copy of that document was not provided to the Commissioner until January 8, 1999. At that time, respondent stated that they had one North Dakota shareholder since August 7, 1997. Respondent's pending application has never been approved.

2. On March 19, 1998, the Commissioner received a dealer and salesman renewal application, with a check for \$250. The application was for the renewal of the original issuer/dealer application that had not been approved and for the renewal of the salesman registration of Elizabeth M. Page, who had never applied for registration as a salesman in North Dakota. The Commissioner retained the funds which were submitted on March 19, 1999.

3. The information set forth above demonstrates that respondent conducted securities business in North Dakota without being registered as required by §10-04-10 N.D.C.C. Pursuant to §10-04-16 N.D.C.C., the Commissioner has the authority to assess civil penalties in the amount of \$10,000 for each violation of North Dakota law.

The following Order is necessary and appropriate in the public interest.

NOW, THEREFORE, IT IS ORDERED, THAT:

1. Respondent shall not transact any securities business with any person in North Dakota unless the respondent is registered as a dealer or exempt from registration under NDCC Chapter 10-04.
2. Respondent shall not transact any securities salesman business with any person in North Dakota unless the business is transacted through a registered salesman or a person exempt from registration under NDCC Chapter 10-04.
3. The Commissioner shall retain all payments made to the office of the Securities Commissioner as back registration fees. Further, respondent shall pay an additional civil penalty of \$500 to the Office of the Securities Commissioner pursuant to §10-04-16 N.D.C.C. Such civil penalty shall be paid immediately upon execution of this Consent Order.

4. Respondent shall submit an application for Registration of Salesman for each person who acts or continues to act as a salesman on behalf of respondent. Each application must be approved by Commissioner prior to the salesman conducts any securities business in North Dakota or with any resident of North Dakota.

5. Nothing contained in this Consent Order shall be used by the Commissioner to deny the pending issuer/dealer application of respondent.

6. This Order shall be effective upon signature of the Commissioner.

Signed and Sealed this 16th day of September, 1999.



A handwritten signature in black ink that reads "Syver Vinje".

Syver Vinje, Securities Commissioner
Office of the Securities Commissioner
State Capitol-5th Floor
600 East Boulevard Ave.
Bismarck, ND 58505-0510
(701) 328-2910