

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

IN THE MATTER OF:

Burke, Lawton, Brewer & Burke
516 N. Bethlehem Pike
Spring House, PA 19477
(CRD #1346)

CONSENT AGREEMENT
No. 04-072-CAG

This Agreement is entered into between the State of Maine Office of Securities ("Office of Securities") and Burke, Lawton, Brewer & Burke ("Burke, Lawton"), a broker-dealer with its principal place of business in Spring House, Pennsylvania.

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, Title 32 Maine Revised Statutes Annotated §10101 et seq.
2. In November of 1998 the Office of Securities contacted Burke, Lawton regarding possible unlicensed activity in Maine.
3. Burke, Lawton represented that although some of its clients had Maine addresses, it had not violated Maine law. Burke, Lawton further represented that its two clients with Maine addresses were both permanent residents of another state in which they were licensed, and the Maine addresses were used only when their clients were in Maine during the summer months.
4. In subsequent correspondence dated December 17, 1999, Clyde C. Leaver, then a partner with Burke, Lawton, suggested that the easiest way to resolve the issue would be for the firm to become licensed.
5. On April 6, 2000, the Office of Securities received a broker-dealer license application from Burke, Lawton.
6. On May 8, 2000, the Office of Securities sent a letter to Burke, Lawton requesting that the firm provide additional information in connection with its pending broker-dealer application.
7. In response to the May 8, 2000 letter, Burke, Lawton sent a letter to the Office of Securities requesting that its pending application be withdrawn. The Office of Securities withdrew the firm's application on June 29, 2000.

8. On May 27, 2004, after receiving information from Burke, Lawton's clearing firm, which indicated that the firm was still conducting unlicensed securities activity in Maine, the Office of Securities contacted Burke, Lawton asking for additional information about the unlicensed activity.
9. Burke, Lawton has represented that the firm is not currently conducting unlicensed activity in Maine, although it agrees that it has conducted unlicensed activity in Maine. Burke, Lawton's clearing firm has confirmed that it provided the Office of Securities with erroneous information regarding Burke, Lawton's current activity in Maine.
10. All parties would like to resolve the matter of the prior unlicensed activity.
11. It is the Office of Securities' position that Burke, Lawton has acted as a broker-dealer in Maine without being licensed or exempt from licensing.
12. Burke, Lawton has represented to the Office of Securities that the violations were caused by a lack of internal controls.
13. Both parties desire an expeditious resolution of this matter.

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

1. Burke, Lawton 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 of Securities seeking the imposition of a penalty for the allegations contained herein, Burke, Lawton will pay the sum of \$1,706.27 to the Office of Securities upon Burke, Lawton's execution of this Agreement; and
3. The Office of Securities will not take further action against Burke, Lawton, based upon its unlicensed status during the preceding 6 years and including the date of execution of this Agreement, **PROVIDED**, however, that this paragraph applies only to those transactions previously disclosed to the Office of Securities by Burke, Lawton.

July 26, 2004
Date

s/Franklin A. Burke
Franklin A. Burke
General Partner

Burke, Lawton, Brewer & Burke

August 3, 2004
Date

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

Presented by:

August 2, 2004
Date

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