

STATE OF MAINE  
OFFICE OF SECURITIES  
121 STATE HOUSE STATION  
AUGUSTA, ME 04333

IN RE:

Edward D. Jones & Co., L.P.

CONSENT AGREEMENT

05-053-CAG

This Consent Agreement is entered into between the Office of Securities (the "Office") and Edward D. Jones & Co., L.P. ("Edward Jones"), a licensed broker-dealer with a principal place of business at 12555 Manchester Road, St. Louis, Missouri 63131-3729.

**WHEREAS** the parties agree as follows:

1. In October 2004, the Office requested information from Edward Jones relating to, among other things, revenue sharing between Edward Jones and certain mutual fund companies.
2. Pursuant to its ensuing investigation, the Office determined that Edward Jones had: (a) entered into revenue sharing agreements with the advisors or distributors of seven mutual fund companies, referred to as "Preferred Families," which included American Funds, Federated Investors, Goldman Sachs Group, Hartford Mutual Funds, Lord Abbett Funds, Putnam Investments, and Van Kampen Investments; (b) received tens of millions of dollars in revenue sharing payments from these companies during the period from 2001 through 2004; and (c) did not adequately disclose the agreements to Maine customers who purchased Preferred Family mutual fund shares. The Office determined that this conduct violated sections 10201 and 10313(1)(G) of the Revised Maine Securities Act, 32 M.R.S.A. §§ 10101-10713 (the "Act").
3. In December 2004, Edward Jones consented to the entry of an order by the United States Securities and Exchange Commission ("SEC") relating to the revenue sharing agreements. Pursuant to the SEC consent order, Edward Jones was censured, ordered to cease and desist from violating certain federal statutory provisions and regulations, and ordered to pay \$75 million to a "FAIR Fund," established under the federal Sarbanes-Oxley Act of 2002, for the benefit of those customers, including Maine customers, who purchased Preferred Family mutual fund shares. The consent order also requires Edward Jones to take various remedial measures, including measures designed to enhance disclosures to customers concerning revenue sharing agreements.
4. The parties desire an expeditious resolution of this matter.

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

1. Edward Jones shall pay \$250,000 as a civil penalty pursuant to section 10602(1)(E) of the Act. This payment shall be made by check payable to "Treasurer, State of Maine," and delivered to the Office before or at the time that Edward Jones provides the Office with its executed version of this Consent Agreement.
2. This Consent Agreement constitutes the entire agreement between the Office and Edward Jones, which confirms that in entering into this agreement it is not relying on any representations, promises, or understandings other than those expressed herein. It is also understood that Edward Jones is entering into this Consent Agreement for the sole purpose of resolving the Office's investigation as described herein.

Date: February 22, 2006

Edward D. Jones & Co., L.P.  
By:

Name: s/Cynthia A. Doria

Cynthia A. Doria  
[printed]

Title: Assistant General Counsel

Date: February 28, 2006

s/Michael J. Colleran  
Michael J. Colleran  
Securities Administrator

Reviewed by:

Date: February 28, 2006

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

Presented by:

Date: February 28, 2006

s/Michael W. Atleson  
Michael W. Atleson  
Staff Attorney