

STATE OF MAINE
SECURITIES DIVISION
121 STATE HOUSE STATION
AUGUSTA, MAINE 04333

IN THE MATTER OF:)
)
)

Fifth Third Securities, Inc.)
38 Fountain Square Plaza)
Cincinnati, Ohio 45263)
)
_____)

CONSENT AGREEMENT
No. 01-077-CAG

This Agreement is entered into between the State of Maine Securities Division ("Securities Division") and Fifth Third Securities, Inc.¹, a broker-dealer located in Cincinnati, Ohio.

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. Fifth Third Securities, Inc. filed an application with the Securities Division for licensing as a broker-dealer on October 23, 1996.
3. On October 31, 1996 the Securities Division sent a letter to Fifth Third Securities, Inc. requesting that the firm provide additional information in connection with its pending broker-dealer application.
4. On February 22, 2001, the Securities Division received a letter from the firm's attorney, Michael Unger of the Law Firm Rubin and Rudman LLP, in which he provided, among other things, details regarding transactions effected in twelve (12) Maine-based accounts. He disclosed that at least eighty-one (81) transactions had been effected in the accounts.
5. It is the Securities Division's position that Fifth Third Securities, Inc. has acted as a broker-dealer in Maine without being licensed or exempt from licensing.
6. Both parties desire an expeditious resolution of this matter.

¹ Formerly known as The Ohio Company

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

1. Fifth Third Securities, Inc. 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 Securities Division seeking the imposition of a penalty for the allegations contained herein, Fifth Third Securities, Inc. will pay the sum of \$3000 to the Securities Division upon Fifth Third Securities, Inc.'s execution of this Agreement; and
3. The Securities Division will not take further action against Fifth Third Securities, Inc., based upon its unlicensed status during the period preceding and including the date of execution of this Agreement, **PROVIDED**, however, that this paragraph applies only to those transactions previously disclosed to the Securities Division by Fifth Third Securities, Inc.

March 29, 2001
Date

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

March 23, 2001
Date

/s/ Kevin Woodward
Kevin Woodard
V.P., Director of Compliance & Chief
Legal Office