

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

_____))
IN THE MATTER OF:)
)
Roger F. Woodman Jr. & Co.)
(CRD #119778) and) CONSENT AGREEMENT
Roger F. Woodman Jr.)
(CRD #4527885)) No. 04-053-CAG
)
_____))

This Agreement is entered into by the State of Maine Office of Securities ("Securities"), Roger F. Woodman Jr. & Co. ("The Woodman Company"), CRD #119778, an investment adviser company with a principal place of business at 144 Vaughan Street, Portland, Maine 04102, and Roger F. Woodman Jr. ("Woodman"), CRD# 4527885, an investment adviser representative affiliated with The Woodman Company.

WHEREAS, the parties agree as follows:

1. Pursuant to 32 M.R.S.A. § 10303(1), a person may not act in Maine as an investment adviser representative unless licensed or exempt from licensing under the Revised Maine Securities Act;
2. Pursuant to 32 M.R.S.A. § 10303(3) it is unlawful for an investment adviser licensed or required to be licensed under the Revised Maine Securities Act to employ or contract with an individual as a representative of the investment adviser in Maine unless the individual is licensed;
3. Securities has reviewed Woodman's licensing record and has found that Woodman has never held an investment adviser representative's license in Maine;
4. It is Securities' position that Woodman has acted as an investment adviser representative in Maine without being licensed or exempt from licensing; and

5. All parties desire an expeditious resolution of this matter.

NOW THEREFORE, without trial or adjudication of any issue of fact or law, and without Woodman or The Woodman Company admitting or denying that their conduct violated the Revised Maine Securities Act, it is agreed that:

Woodman and The Woodman Company will comply with all licensing and other legal requirements governing persons acting as investment advisers and investment adviser representatives in the State of Maine at all times from the date hereof;

In lieu of Securities seeking the imposition of a penalty for the allegations contained herein, Woodman and The Woodman Company will pay the sum of \$1,500.00 to Securities upon Woodman's and The Woodman Company's execution of this Agreement; and

Securities will not take further action against Woodman and The Woodman Company based upon the unlicensed status of Woodman during the period preceding and including the date of execution of the Agreement.

Roger F. Woodman Jr. & Co.
By:

December 22, 2003
Date

/s/ Roger F. Woodman, Jr.
Signature

Roger F. Woodman, Jr.
(printed name)

Its President

December 22, 2003
Date

/s/ Roger F. Woodman, Jr.
Roger F. Woodman

December 24, 2003
Date

Christine A. Bruenn
Christine A. Bruenn
Securities Administrator

Reviewed by:

January 6, 2004
Date

Christina V. Breen
Christina V. Breen
Assistant Securities Administrator

Submitted by:

December 24, 2003
Date

Christian D. Van Dyck
Christian D. Van Dyck
Investigator/Examiner