Before the
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of | CONSENT ORDER TO CEASE AND DESIST AND FOR RESTITUTION |
| GREGORY A. ANDERSON, | |
| Respondent. | DFI Case No. 231331 (EX) |

I.

i. The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities (the "Division") issued a summary order on October 24, 2016 (the "Summary Order") against Gregory A. Anderson ("Respondent"). A true and accurate copy of the Order is attached as Exhibit A.

ii. The Administrator received a petition for hearing from Respondent to contest the Summary Order on November 28, 2016. A true and accurate copy of the Petition is attached as Exhibit B.

iii. The Administrator denied the petition for hearing on December 7, 2016. A true and accurate copy of the denial of hearing sent to the Respondent is attached as Exhibit C.

iv. The Administrator issued a final order (the "Final Order") against the Respondent on December 9, 2016. A true and accurate copy of the Final Order is attached as Exhibit D.

v. Respondent filed a Petition for Post-Judgment Hearing on December 29, 2016 regarding the Final Order issued on December 9, 2016. A true and accurate copy of Respondent's petition for post-judgment hearing is attached as Exhibit E.

vi. The Administrator denied the Respondent's petition for post-judgment hearing on January 12, 2017. A true and accurate copy of the denial is attached as Exhibit F.

vii. The Respondent filed a petition for judicial review in Manitowoc County circuit court on February 10, 2017, which was denied on July 31, 2017. The Respondent appealed the Manitowoc County Circuit Court's decision to the Court of Appeal District II on August 24, 2017. The Court of Appeals reversed the Manitowoc County Circuit Court's decision on June 26, 2019 and remanded for the Manitowoc County Circuit Court to enter an order directing the Wisconsin Department of Financial Institutions to reverse the denial of the Respondent's petition for hearing. The Manitowoc County Circuit Court remanded the matter to the Wisconsin Department of Financial Institutions on September 10, 2019 to reverse its denial of the Respondent's petition for hearing.

viii. The Administrator reversed the decision to deny the Respondent's petition for hearing on October 28, 2019. A true and accurate copy of the letter reversing the decision is attached as Exhibit G.

ix. The Administrator appointed a hearing examiner on October 28, 2019, and a hearing to review the matters alleged in the Summary Order and Petitions for Hearing was scheduled to commence on August 31, 2020 in the city of Madison, Wisconsin in a Notice of Hearing issued October 28, 2019.

x. The Division acting by and through counsel and Respondent acting by and through counsel, for the purpose of full and final settlement of the matters alleged in the Summary Order, have agreed to entry of this Consent Order without a hearing or adjudication of any issue of law or fact therein, pursuant to s. 227.44(5), Stats.

xi. This Consent Order is entered by the parties to reflect their desire to resolve this matter without further litigation. Respondent reserves all defenses for any proceeding not covered by this Consent Order.

xii. NOW, THEREFORE, the Division and Respondent having requested the Administrator or appointed hearing examiner to enter this Consent Order.

xiii. IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

## II.

## JURISDICTION AND AUTHORITY

1. This is an action by the Administrator under ch. 551, Stats., and the rules and forms adopted under this chapter (the "Wisconsin Uniform Securities Law"). Pursuant to the Wisconsin Uniform Securities Law, the Administrator has the authority to seek the relief contained herein.

2. The Summary Order states allegations upon which relief may be granted against Respondents under the Wisconsin Uniform Securities Law.

3. The Summary Order provides a sufficient basis to confer upon the Administrator jurisdiction of the subject matter of this case and all the parties hereto, and venue in the state of Wisconsin is proper.

4. The findings of fact and conclusions of law of the Summary Order are adopted herein to the extent necessary to issue the below orders.

5. Entry of this Consent Order is necessary and appropriate in the public interest and for the protection of investors.

III.

ORDERS

IT IS ORDERED that:

a. Respondent, his agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of Respondent, shall cease and desist from engaging in the act of making or causing to be made to any person in the state of Wisconsin, any offer or sale of any security. Any exemptions to registration under Ch. 551 are hereby revoked.

b. Respondent, his successors, affiliates, controlling persons, officers, agents, servants, employees and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of Respondent, are prohibited from violating any provision of Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by Respondent.

c. The above orders paragraphs a. through b. are effective as of the original issuance date of the Summary Order, October 24, 2016.

d. Respondent shall pay restitution in the total amount of three hundred seventy-five thousand dollars and zero cents ($375,000.00) to the Wisconsin Investors in accordance with the Payment Agreement attached to this Consent Oder as Exhibit H, and pay interest according to ss. 138.04 and .045. Stats., computed and charged daily on each violation's actual unpaid amount of loss, at 1/360 of the legal rate of $5 upon the $100 for one year, for the actual number of days outstanding starting from the date of each violation through the date of full satisfaction.

e. Payments shall be made payable and be delivered to the State of Wisconsin, Department of Financial Institutions for transfer to the persons suffering loss and made in accordance with the attached Payment Agreement.

f. Payments under this Consent Order that are more than 90 days past due or not adhering to the payment arrangement shall be in violation of this order and may result in additional action by the Division pursuant to Ch. 551, and/or any recourse available to the Division under applicable law.

IV.

IT IS FURTHER ORDERED THAT:

g. Necessary and appropriate in the public interest and for the protection of investors and, the document filed as Exhibit 1 to Consent Order Exhibit H shall be placed under seal and not made part of the public record under s. 551.607, Stats.

j. The parties shall each bear their own costs and attorney's fees incurred in this action and have waived all claims under ss. 227.483 and .485, Stats.

k. Respondents have waived and released any claims that they may have against the Administrator, the Division or its employees, agents, or representatives.

l. Respondents have waived all rights to seek a judicial review or otherwise challenge or contest the validity of this Consent Order, and Respondents have waived all rights to challenge or contest the ordered restitution and interest payments under the U.S. Bankruptcy Code, Title 11.

m. This Consent Order is a final order for purposes of ss. 551.412(6) and .604(3), Stats., and may be enforced by a court of competent jurisdiction pursuant to s. 551.604(7).

V.

SO ORDERED.

Dated this 30th day of March, 2020.

_____,

CHRISTOPHER GREEN
Hearing Examiner
Pursuant to appointed authority of the Administrator

STIPULATED, AGREED TO, AND PRESENTED BY:

The Division

s/ Lindsay M. Fedler

_____,

LINDSAY M. FEDLER
Attorney for the Division

Respondent

_____,

GREGORY A. ANDERSON

Attorney for Respondent

_____,

DANIEL BLINKA
Attorney, Godfrey & Kahn, S.C.

V.

SO ORDERED.

Dated this _____ day of _____, 2020.

_____,

CHRISTOPHER GREEN
Hearing Examiner
Pursuant to appointed authority of the Administrator

STIPULATED, AGREED TO, AND PRESENTED BY:

The Division

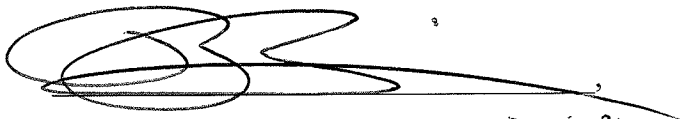
_____,

LINDSAY M. FEDLER
Attorney for the Division

Respondent

GREGORY A. ANDERSON

Attorney for Respondent



03-24-20
DJB

DANIEL BLINKA
Attorney, Godfrey & Kahn, S.C.

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

---

In the Matter of,

| | |
|---|---|
| GREGORY A. ANDERSON | PAYMENT AGREEMENT |
| Respondent. | DFI Case No. S-231331 (EX) |

---

This Payment Agreement is entered into by and between the parties of:

(1) The State of Wisconsin, Department of Financial Institutions, Division of Securities (the "Division"); and

(2) GREGORY A. ANDERSON (the "Respondent").

WHEREAS, the Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities (the "Division") issued a summary order on October 24, 2016 (the "Summary Order") against Gregory A. Anderson ("Respondent"),

WHEREAS, the Administrator received a petition for hearing from Respondent to contest the Summary Order on November 28, 2016,

WHEREAS, the Administrator for the Division of Securities denied the Respondent's request for hearing on December 7, 2016,

WHEREAS, the Responded filed a Petition for Post-Judgment Hearing on December 29, 2016 regarding the final order issued on December 9, 2016 in the above-referenced matter,

WHEREAS, the Administrator denied the Respondent's petition for a Post-Judgment Hearing on January 12, 2017,

WHEREAS, the Respondent petitioned for judicial review of the Administrator's decision to deny his hearing requests on February 10, 2017,

WHEREAS, the Respondent's petition for judicial review was denied by the Manitowoc County Circuit Court on July 31, 2017,

WHEREAS, the Respondent appealed the Manitowoc County Circuit Court's decision to the Court of Appeals District II on August 24, 2017,

WHEREAS, the Court of Appeals for District II reversed the Manitowoc County Circuit Court's decision on June 26, 2019,

WHEREAS, the Manitowoc County Circuit Court remanded the above-referenced matter to the Wisconsin Department of Financial Institutions on September 10, 2019,

WHEREAS, the Division Administrator reversed the decision to deny the Respondent's petition for hearing on October 28, 2019,

WHEREAS, the Administrator appointed a hearing examiner, and a hearing to review the matters alleged in the Summary Order was scheduled to commence on August 31, 2020 in the city of Madison, Wisconsin.

WHEREAS, on March ___, 2020, the parties agreed to a consent order to resolve the matters alleged in the consent order, pursuant to the satisfaction of the terms of this agreement;

WHEREAS, pursuant to the consent order, the Respondent agreed to pay $375,000.00 in restitution to Wisconsin investors, along with interest at the legal rate accruing through the date of full satisfaction;

NOW THEREFORE, in consideration of the mutual covenants and additional consideration hereinafter set forth, the parties agree as follows:

1. Respondent shall pay restitution pursuant to an income-based schedule as follows:

a. Fifty percent (50%) of any gross income over $25,000 on an annual basis to the Wisconsin Department of Financial Institutions to be applied to the $375,000.00 in restitution owed to the Wisconsin investors as described in Exhibit 1. The calculation of the Respondent's gross income shall exclude the Respondent's social security benefits and distributions from retirement accounts, specifically including Respondent's SEP IRA, Roth IRA, and Simple IRA managed by TCFG Wealth Management, LLC, and any income earned by the Respondent's spouse.

b. For example: if Respondent receives $2,000.00 in income over $25,000.00 gross income (as defined in 1.a. above) in a taxable year, the Respondent will be required to pay $1,000.00 to the Division towards his restitution liability.

c. The first payment is due May 1, 2020 and subsequent annual payments are due by May 1 of each year until the restitution and interest owed pursuant to the Consent Order are satisfied. In the event that Respondent receives a filing extension as described in ¶ 4, the payment for that year will be due November 30.

d. After Respondent has made $375,000.00 in restitution payments, the parties may modify payment terms to satisfy the accrued interest.

2. Each annual payment must be in the form of a check made payable to the "Wisconsin Department of Financial Institutions" and each check should indicate "DFI S-231331 (EX) Gregory A. Anderson Restitution" in the memorandum. Checks must be mailed to:

   Department of Financial Institutions
   Accounts Receivable
   PO Box 7876
   Madison, WI 53703

3. Payments received by the Division shall be deposited pursuant to s. 20.144(1)(h), Stats., and distributed to the named persons on the pro rata basis shown in Exhibit 1 to this Payment Agreement;

4. Each year during the term of this agreement, Respondent shall provide copies of his annual federal and state tax returns for the division's review by no later than May 1 following their filing, except if Respondent receives a filing extension then he shall provide copies of his annual federal and state tax returns no later than November 30 following their filing. Respondent shall also file the financial disclosure form attached as Exhibit 2 to this Payment Agreement for the Division's review with copies of his annual federal and state tax returns until Respondent's restitution and interest liability has been satisfied;

5. Outstanding payment of the restitution and/or interest that is more than 90 days past due or not adhering to the payment terms set forth in this payment agreement may result in additional action by the Division pursuant to Ch. 551, and/or certification of the entire judgment to the state debt collection program under s. 71.93, Stats., or successor statute, and/or may be enforced by filing the consent order with a court of competent jurisdiction pursuant to s. 551.604(7), Stats.

6. Any breach of any term of this payment agreement by Respondent will constitute a violation of the Consent Order. The Administrator may then proceed with full authority under Ch. 551 to enforce the Consent Order against Respondent, to sanction Respondent for such violations and take any other action authorized under Ch. 551 or any other applicable law. In any such proceeding in which, after an opportunity for a hearing, the Administrator or Hearing Officer or court finds that Respondent has violated the Consent Order, the findings of facts and conclusions of law set forth in the Consent Order shall be deemed admitted and may be introduced into evidence against Respondent.

7. This agreement may be modified only in writing and any modifications must be signed by authorized representatives of the parties.

8. This payment agreement may be executed by electronic transmission and in counterparts, each of the signatures taken independently to be combined together and construed as a

whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

9. The effective date of this payment agreement is the last date of the parties' signatures below.

AGREED TO BY:

| The Division | Respondent |
| --- | --- |
| s/ Lindsay M. Fedler | |
| _____ | _____ |
| LINDSAY M. FEDLER<br>Staff Attorney<br>Enforcement Bureau<br>Division of Securities | GREGORY A. ANDERSON |
| Date: 3/30/2020 | Date: _____ |
| | Counsel for Respondent |
| | _____ |
| | DANIEL BLINKA<br>Attorney<br>Godfrey & Kahn, S.C. |

whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

9. The effective date of this payment agreement is the last date of the parties' signatures below.

AGREED TO BY:

The Division

_____

LINDSAY M. FEDLER
Staff Attorney
Enforcement Bureau
Division of Securities

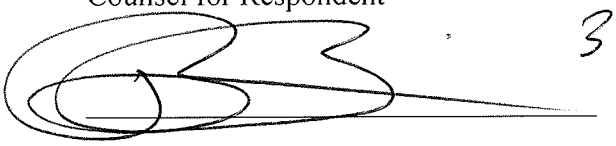
Date:_____

Respondent

GREGORY A. ANDERSON

Date: 3-21-20

Counsel for Respondent



3-24-20
DJB

DANIEL BLINKA
Attorney
Godfrey & Kahn, S.C.

EXHIBIT
A

**BEFORE THE**
**STATE OF WISCONSIN**
**DEPARTMENT OF FINANCIAL INSTITUTIONS**
**DIVISION OF SECURITIES**

---

| | |
|---|---|
| **In the Matter of**<br><br>**THE FISCAL CONCIERGE, LLC,**<br>**THE FISCON MANAGER, INC.,**<br>**JAMES A. NICKELS, and**<br>**GREGORY A. ANDERSON,**<br><br>**Respondents.** | **SUMMARY ORDER TO CEASE AND DESIST INCLUDING RESTITUTION AND CIVIL PENALTIES**<br><br>**DFI File No. S- 231331(EX)** |

---

**I.**

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division"), having legal authority and jurisdiction to administer and enforce the Wisconsin Uniform Securities Law, Wis. Stats. Ch. 551 ("Ch. 551") and Wis. Admin. Code Ch. DFI-Sec, deems it necessary and appropriate in the public interest and for the protection of investors, to issue the following:

**II.**

Division staff have presented evidence sufficient for the Administrator to make the following findings of fact and conclusions of law:

**A. Statements of Fact**

**<u>Respondents</u>**

1. James A. Nickels ("Nickels") (CRD # 347827) is an adult male resident of Wisconsin with a last known business address of 980 Maritime Drive, Suite 6, Manitowoc, Wisconsin 54220.

2. The Fiscal Concierge, LLC is a limited liability company organized in the State of Wisconsin on July 3, 2006. Fiscal Concierge has a last known business address of 980 Maritime Drive, Suite 6, Manitowoc, Wisconsin 54220. Nickels is the registered agent of The Fiscal Concierge, LLC.

3. The managing member of The Fiscal Concierge, LLC is The Fiscon Manager, Inc., a corporation incorporated in the State of Wisconsin on June 24, 2009 with a last known business of address of 980 Maritime Drive, Suite 6, Manitowoc, Wisconsin 54220. At all times material, The Fiscon Manager, Inc., has been solely owned and controlled by Nickels. The Fiscal Concierge, LLC and the Fiscon Manager Inc. will be referred to collectively herein as "Fiscal Concierge."

4. Gregory A. Anderson, CPA, CFP ("Anderson") is an adult male resident of Wisconsin with a last known business address of 429 N. 9th St., Manitowoc, Wisconsin 54220. Anderson has been an accountant with Ihlenfeld, Skatrud & Anderson, Inc. ("ISA"), a Wisconsin corporation, since 1977.

**Conduct**

**Fiscal Concierge and Nickels**

1. Fiscal Concierge was organized shortly after the Division instituted revocation proceedings on Nickels' registration as a broker-dealer agent in June 2006. The proceedings ultimately resulted in a consent order based on an agreement and undertaking between the Division and Nickels on December 27, 2006. Pursuant to the agreement, Nickels was suspended for ninety (90) days and agreed not to re-enter the securities business as a securities agent, broker-dealer, investment adviser, investment adviser representative, or in any other substantially similar capacity in the State of Wisconsin. A copy of the petition for order, consent order, waiver and undertaking and agreement is attached hereto and incorporated by reference herein as Exhibit 1 A-C.

2. Fiscal Concierge marketed itself as a bill pay service provider, which would use access to a customer's checking account to make timely payments of any bills the customer contracted Fiscal Concierge to handle. Fiscal Concierge charged its customers between $20-60 per month for its bill payment services. Since its inception, Fiscal Concierge never had more than forty-four (44) bill pay customers.[1]

3. From May 1, 2007 through June 2016, Nickels and Fiscal Concierge offered and sold promissory notes totaling approximately $4 million to at least thirty-five (35) Wisconsin residents and at least one (1) Illinois resident and one (1) Michigan resident.[2] None of the promissory notes issued by Fiscal Concierge were registered with the Division. A summary of the investment transactions for each investor is attached hereto and incorporated by reference herein as Exhibit 2.

4. The promissory note terms promised investors annual returns, paid in monthly installments, of at least eight percent (8%) for the duration of one (1) year. The notes

[1] There was one bill pay customer who was also a holder of promissory notes issued by Fiscal Concierge and received these services free of charge. He is referenced in ¶¶ 7-8 and in Exhibit 2 as Deceased Investor 1.

[2] During the time that promissory notes were being issued by Fiscal Concierge to investors, Nickels and the company also tried to raise capital through a private placement offering in June 2009. The private placement memorandum to raise an additional $3,000,000 for Fiscal Concierge did not identify or disclose any of Nickels' previous settlements, arbitration, or revocations, and only disclosed the most recent suspension of Nickels' securities registrations by the Division in 2007, omitting the previous suspension in Wisconsin in 1998. Nickels minimized the 2007 suspension and agreement not to apply for renewal or any further registrations with the Division, stating only that he "decided not to contest the staff allegations and consented to the issuance of the suspension order to put the matter behind him." The private place offering for Fiscal Concierge failed to sell any units.

could be renewed annually at the investor's discretion. A copy of a template of the promissory note document that was given to and executed with each investor is attached hereto and incorporated by reference herein as Exhibit 3.

5. Nickels provided some investors with a one (1) page marketing piece ("Marketing Piece") informing them of the details of Fiscal Concierge's promissory note terms. The Marketing Piece represented that Fiscal Concierge had never missed an interest or principal payment to any note holder. The Marketing Piece did not disclose any of the investment risks to promissory note holders in Fiscal Concierge. A copy of the Marketing Piece is attached hereto and incorporated by reference herein as Exhibit 4.

6. Nickels continued to distribute the Marketing Piece to solicit investors for Fiscal Concierge after October 21, 2013, when he missed his first interest payment to a note holder.[3] Nickels began to miss several more interest payments to investors beginning in February 2014.

7. In August 2014, the estate of Deceased Investor 1 notified Nickels that the promissory note held by Deceased Investor, which would mature on January 31, 2015, would not be renewed and would need to be paid out to settle the estate. Despite approximately six (6) months' notice, Nickels was unable to repay the note to the estate when it came due, but still continued to distribute the Marketing Piece after January 31, 2015.

8. Nickels continued to distribute Exhibit 4 after Deceased Investor 1's estate filed a lawsuit on March 27, 2015 against Nickels for failure to make payment.[4] The marketing piece was never revised to disclose the pending lawsuit against Nickels.

9. As of the date of this order, at least thirty-one (31) Wisconsin investors (including deceased investors' estates) who currently hold promissory notes issued by Fiscal Concierge have not received timely interest payments since May 2016.

10. In addition to the misrepresentations made in the Marketing Piece, Nickels distributed a Marketing Packet which described Fiscal Concierge as a small business that had successfully faced down its challenges to market its "proprietary software," represented that Fiscal Concierge had little competition for its services, and that it was poised to become "recognized as a national leader in bill paying." The Marketing Packet also misrepresented to investors that Fiscal Concierge was "bonded" when in fact it was not. Nowhere in the Marketing Packet was Nickels' disciplinary history, settlements, or

---

[3] The noteholder was Nickels mother, who subsequently passed away in April 2015. She is referenced in Exhibit 2 as "Deceased Investor 2". After her death, Nickels ceased making any interest payments to her estate, and refused to repay the principal due when the note matured and was not renewed by her estate. There is approximately $162,700 owed to the estate by Nickels and the Fiscal Concierge before it can be settled. See *In the Estate of Audrey M. Nickels*, No. 2015-PR-000105 (Wis. Cir. Ct. Manitowoc Cty. filed June 15, 2015).

[4] See *Estate of Gordon R. Zoerb vs. The Fiscal Concierge, LLC et al.* No. 2015-CV-000098 (Wis. Cir. Ct. Manitowoc Cty. filed Mar 27, 2015).

pending litigation disclosure. A copy of the Marketing Packet is attached hereto and incorporated by reference herein as Exhibit 5.

11. At no time did Nickels disclose to at least thirteen (13) investors, as set forth below, the undertaking and agreement between Nickels and the Division set forth in Exhibit 1, or any of the following regulatory actions taken against him by the Division and the State of Illinois' Securities Department:

    a. A Warning Letter issued by the Division on September 21, 1993 following customer allegations of excessive and unauthorized trading in customer accounts. A copy of the warning letter is attached hereto and incorporated by reference herein as Exhibit 6;
    b. The suspension of Nickels' securities licenses for two (2) days by the Division in July 1998 for excessive and unauthorized transactions in customer accounts. A copy of the order of the 1998 suspension is attached hereto and incorporated by reference herein as Exhibit 7 A-C;
    c. The revocation of Nickels' securities licenses by the State of Illinois' Securities Department in January 1999 as a result of the July 1998 suspension in Wisconsin. A copy of the Illinois revocation order is attached hereto and incorporated by reference herein as Exhibit 8.

12. At no time did Nickels disclose to at least thirteen (13) investors, as set forth below, that he was terminated as a broker-dealer agent from Raymond James Financial Services, Inc. (CRD# 6694) in May 2004 because the firm was uncomfortable supervising his trading activity.

13. At no time did Nickels disclose to at least thirteen (13) investors, as set forth below, that he had been involved in several arbitrations and settlements regarding his unauthorized trading of securities and unsuitable investment recommendations to clients, including:

    a. That his employer broker-dealer, Merrill Lynch, Fenner, Pierce & Smith Incorporated entered into seven (7) settlements totaling over $180,000 with Nickel's brokerage customers from September 1996 through December 1998 for Nickels' unauthorized trading of securities and/or unsuitable investments in customer accounts.
    b. That his employing broker-dealer at the time, Raymond James Financial Services, was ordered to pay $48,000 to a plaintiff customer in an 2001 arbitration regarding Nickels' involvement in unsuitable stock transactions in the customer's account.

14. In August 2016, a Wisconsin investor questioned Nickels about the disclosures on his BrokerCheck report from FINRA. Contrary to the facts set forth above, Nickels represented that he had not been financially responsible for paying any of the settlements except for a $4,000 insurance deductible, that his registration revocation in Illinois was

voluntary, and that he was under no further restrictions in Wisconsin following the conclusion of his ninety (90) day securities registration suspension.

15. In addition to the representations made in Exhibit 4 and 5, Nickels regularly communicated to investors and prospective investors that Fiscal Concierge was establishing key relationships and partnerships with other agencies and organizations within and outside Wisconsin which would offer the services of Fiscal Concierge to prospective clients and help expand the business. In fact, the agencies and organizations merely included Fiscal Concierge's name and contact information as a possible bill pay vendor on lists of service providers if a person inquired about the availability of such services.

16. When asked by Division staff, the agencies and organizations that Nickels claimed to be establishing relationships and partnerships with stated that Nickels did not disclose his disciplinary history, as set forth above, even though he heavily touted his extensive financial industry experience. When asked by Division staff, the agencies and organizations stated that they would not have agreed to include Fiscal Concierge's information as a potential bill pay vendor to inquiring persons if they had known about Nickel's disciplinary history.

17. Division staff analysis of Fiscal Concierge's bank records and business records show that the company has never been a profitable business at any time, and that Nickels and Fiscal Concierge have never been able to make principal or interest payments to earlier investors without an infusion of additional money from another investor or investors. Fiscal Concierge's average annual revenue for its bill pay service from 2010 to 2015 was about $7,774, yet its average annual expenses were in excess of $450,000. In addition to Fiscal Concierge's purported business expenditures, Nickels misappropriated over $700,000 of investor funds between 2011 and 2015 from Fiscal Concierge (averaging $170,000 annually) for his own personal use and expenses, including mortgage payments on his primary residence and car payments for himself and family members. See Table 1. All expenses, including Nickels' withdrawals for his personal use, were paid from the proceeds of the Fiscal Concierge promissory notes offered and sold by Nickels and his associates.

***Table 1: Fiscal Concierge's Income, Expenses, & Nickels' Personal Withdrawals***

| Year | Fiscal Concierge Total Income | Fiscal Concierge Total Expenses | Fiscal Concierge Net Income | Nickels' Withdrawals |
|---|---|---|---|---|
| 2010 | $3,378.18 | $387,871.24 | ($384,493.06) | n/a |
| 2011 | $4,961.65 | $430,749.17 | ($425,787.52) | $186,700 |
| 2012 | $8,111.69 | $457,846.49 | ($449,734.80) | $161,075 |
| 2013 | $10,952.30 | $490,227.52 | ($479,275.22) | $176,391 |
| 2014 | $9,019.41 | $431,322.94 | ($422,303.53) | $146,215 |
| 2015 | $10,218.15 | $583,144.31 | ($572,926.16) | $165,755 |

Fiscal Concierge Promissory Note Investors

18. The total principal invested by current Wisconsin investors between 2007 and 2016 is summarized below in Table 2. Investors 1-26 invested a collective total of over $3,700,000 in Fiscal Concierge promissory notes, of which over $3,600,000 is still currently invested. The note terms were the same as those set forth in Exhibit 3.

***Table 2: Summary of Wisconsin Investors Principal Investment***

| Investor | Total Investment | Total Currently Invested |
|---|---|---|
| 1 | $631,000.00 | $595,500.00 |
| 2 | $490,000.00 | $490,000.00 |
| 3 | $120,000.00 | $120,000.00 |
| 4 | $205,667.67 | $205,667.67 |
| 5 | $20,000.00 | $20,000.00 |
| 6 | $25,100.00 | $25,100.00 |
| 7 | $102,500.00 | $67,500.00 |
| 8 | $100,000.00 | $100,000.00 |
| 9 | $15,000.00 | $15,000.00 |
| 10 | $20,000.00 | $20,000.00 |
| 11 | $160,000.00 | $160,000.00 |
| 12 | $15,000.00 | $0.00 |
| 13 | $375,000.00 | $375,000.00 |
| 14 | $100,000.00 | $100,000.00 |
| 15 | $19,000.00 | $19,000.00 |
| 16 | $270,000.00 | $270,000.00 |
| 17 | $50,000.00 | $50,000.00 |
| 18 | $30,000.00 | $30,000.00 |
| 19 | $35,000.00 | $35,000.00 |
| 20 | $12,500.00 | $12,500.00 |
| 21 | $50,000.00 | $50,000.00 |
| 22 | $211,387.15 | $197,387.15 |
| 23 | $594,000.00 | $594,000.00 |
| 24 | $15,000.00 | $15,000.00 |
| 25 | $25,000.00 | $25,000.00 |
| 26 | $20,000.00 | $20,000.00 |

19. Nickels solicited several out-of-state investors and sold Fiscal Concierge promissory notes to at least one investor in Illinois and at least one investor in Michigan for a collective total of approximately $160,000, all of which is still invested. See summary Table 3 below. The note terms were the same as those set forth in Exhibit 3.

***Table 3: Out-of-State Investors' Principal Investments***

| Investor | Total Investment | Total Currently Invested |
|---|---|---|
| 27 (Illinois) | $150,000.00 | $150,000.00 |
| 28 (Michigan) | $10,000.00 | $10,000.00 |

20. Approximately seven (7) noteholders, who collectively invested more than $1,000,000, have passed away since 2007. All of the Deceased Investors were over sixty-five (65) years of age when they were offered and sold promissory notes issued by Fiscal Concierge. The promissory note terms for the investors were the same as those set forth in Exhibit 3. There is currently still over $500,000 owed to the Deceased Investors' estates, and two estates, Deceased Investor 1 and Deceased Investor 6, have filed lawsuits which are currently pending against Nickels and the Fiscal Concierge. The deceased investors' and their respective estates' investments are summarized below in Table 4.

***Table 4: Summary of Deceased Investors' Principal Investments***

| Investor | Total Investment | Total Currently Invested |
|---|---|---|
| Deceased Investor 1 | $425,000.00 | $190,000.00 |
| Deceased Investor 2 | $162,700.00 | $162,700.00 |
| Deceased Investor 3 | $45,000.00 | $0.00 |
| Deceased Investor 4 | $227,300.00 | $131,533.33 |
| Deceased Investor 5 | $82,000.00 | $0.00 |
| Deceased Investor 6 | $75,000.00 | $45,000.00 |
| Deceased Investor 7 | $26,500.00 | $17,500.00 |

21. Investor 1-5 were all prior brokerage customers of Nickels. Nickels was aware of each investor's financial condition and assets, and frequently solicited each of them for additional money after their initial purchase of a promissory note, representing that he would use the funds to initiate the next steps for growing the business of Fiscal Concierge.

22. Investors 1 and 2 are both adult male residents of Wisconsin born in January 1928 and September 1933 respectively. They had both been family friends of Nickels for over twenty-five (25) years.

23. Investors 3, 4, and 5 continued to receive investment advice from Nickels after his securities registrations had been terminated, in violation of the Division's 2006 order prohibiting him from acting in any capacity requiring registration in the securities industry. Specifically:

a. Nickels instructed Investor 3 to liquidate certain securities, and represented that the promissory notes would provide Investor 3 with a better rate of return than his existing portfolio. Relying on Nickel's investment advice, Investor 3 proceeded to liquidate certain stocks to invest in Fiscal Concierge promissory notes.
b. Nickels had sold Investor 4 and his mother, Deceased Investor 4, annuities while registered as a broker-dealer agent. Following his termination from Capital Financial, Nickels told Investor 4 and his mother that they should invest the money in promissory notes issued by Fiscal Concierge because it would produce a higher return. Following Nickel's investment advice, Investor 4 and Deceased Investor 4 proceeded to liquidate portions of their annuities to invest in Fiscal Concierge promissory notes.
c. Nickels advised Investor 5 to liquidate the securities held in a brokerage account opened with Nickels when he was registered, so that the money could be invested in Fiscal Concierge promissory notes.

24. Investors 6 and 7 are relatives of Nickels. Nickels solicited Investors 6 and 7 to invest in promissory notes issued by Fiscal Concierge, and represented to them that their investment funds would be used to grow Fiscal Concierge's business. After each of their initial investments, Nickels continued to solicit Investors 6 and 7 for more money, representing that the added funds would be used to initiate the next steps to grow Fiscal Concierge as a company. Investor 7 stated that there was discord between Nickels and other family members over the estate of Nickels' mother, Deceased Investor 2, following her death in April 2015. The family was having difficulty settling her estate because they were unable to get the principal or interest due from the notes issued by Fiscal Concierge. The estate is still owed approximately $162,700.[5]

25. Investor 8 met Nickels through Investor 7, whom she had been dating for approximately one year. Nickels brought up investing in promissory notes of Fiscal Concierge as an opportunity to receive a higher rate of return on her money than she would otherwise receive from a traditional financial institution. Nickels provided Investor 8 with Exhibit 3 and the Marketing Piece, and directed her to examine Fiscal Concierge's website.

26. Investor 9 was a family friend of Nickels, and was approached by Nickels about investing in promissory notes issued by Fiscal Concierge as a way to achieve a higher rate of return than he would receive at a traditional financial institution. Nickels represented that Investor 9's funds would be used to expand the business of Fiscal Concierge.

27. Investor 10 met Nickels at her church, where they were both ushers. Nickels provided her with the Marketing Piece, Marketing Packet and directed her to look at the Fiscal Concierge website. Nickels represented that her investment in promissory notes issued by Fiscal Concierge would be used to grow the business, and emphasized the higher rate of return she would receive through the notes compared to a traditional financial institution.

[5] See *In the Estate of Audrey M. Nickels*, No. 2015-PR-000105 (Wis. Cir. Ct. Manitowoc Cty. June 15, 2015).

28. Investor 11 was referred to Nickels by a local insurance agent in January 2015, when Investor 11 came to the agent's office for assistance and advice on his benefits under the Affordable Care Act. Nickels came to the agent's office to discuss Fiscal Concierge with Investor 11. Nickels represented Fiscal Concierge as quickly growing and successful company, which had never missed an interest or principal payment to a noteholder. In actuality, at that time the company had already missed several interest payments to investors and was unable to make principal repayments, as set forth above. Nickels told Investor 11 that if he invested enough, he could receive $1,000 per month in interest payments.

29. On January 28, 2015, Fiscal Concierge and Nickels issued a check to the insurance agent for approximately $11,200 as a commission for referring Investor 11, who invested approximately $160,000 in a Fiscal Concierge promissory note on January 25, 2015. At no time did Nickels disclosure to Investor 11 that his funds would be used to pay any commissions for soliciting investors.

30. The insurance agent also referred a married couple who were insurance clients to Nickels. The couple ultimately invested in promissory notes of Fiscal Concierge on May 1, 2015 for the total principal amount of approximately $100,000. Upon information and belief, the terms of the promissory note were the same as those set forth in Exhibit 3.[6] The insurance agent received commissions of approximately $7,000 and $2,450 respectively on May 6 and May 22, 2015. At no time did Nickels disclosure to Investor 11 that his funds would be used to pay any commissions for soliciting investors.

31. Investors 12 and 13 were accounting clients of Anderson, who solicited both of them to invest in promissory notes issued by Fiscal Concierge. Anderson suggested to Investors 12 and 13 that the notes would be a good investment because the prevailing interest rates at traditional financial institutions were low and the notes offered annual interest rates of eight percent (8%). After being introduced by Anderson, Nickels provided Investors 12 and 13 with documents about Fiscal Concierge and directed them to review the website he had created for the company. Nickels further represented that he would use the funds to grow the business of Fiscal Concierge.

32. Nickels told Investor 12 that he would pay him a cash finder's fee if he referred investors to promissory notes issued by Fiscal Concierge, but Investor 12 declined to make any referrals to Nickels. At the end of the note term, Investor 12 did not renew the note and Nickels had difficulty repaying the principal and interest due. It took approximately four (4) payments over the course of two (2) months to repay Investor 12.[7]

---

[6] The couple is referenced in Exhibit 2 as Investor 14.

[7] As summarized in Exhibit 2 under "Paid Investors", there were at least four (4) investors in addition to Investor 12, who invested in Fiscal Concierge promissory notes between August 2007 and February 2009 who ultimately chose not to renew and were repaid their principal in full or in installments. Investor 32 was actually an heir to Deceased Investor 5's estate, and approximately $27,000 in promissory notes were transferred to him in April 2014 and

33. In July 2016, Investor 13 informed Nickels that they would not be renewing the promissory notes, as they had in previous years, and would collect the principal and interest due at the maturity of the notes. Nickels told Investor 13 that he was unable to repay them according to the note terms without new investments from other investors.

34. At no time prior to the sale of each note did Nickels make any disclosures to Investors 1-13 about:

    a. The risks of the promissory notes;
    b. Past regulatory actions, arbitrations, and civil suits against him;
    c. The persistently poor financial condition of Fiscal Concierge;
    d. The previously missed interest and principal payments to other investors after October 21, 2013 and January 31, 2015 respectively;
    e. Investor funds being used to make Ponzi-like payments of interest and principal to other investors; and
    f. That Nickels retained over $700,000 of investor funds for his own personal use and expenses.

35. Upon information and belief, at no time prior to the sale of each note did Nickels make any disclosures to Investors 14-28 and Deceased Investors 1-7 about the material facts listed in ¶ 37, sub paragraphs (a)-(f).

**Gregory Anderson**

36. During 2006 and 2007, Nickels engaged Anderson for tax preparation and accounting services for Nickels personally and for the business of Fiscal Concierge. In 2008, Nickels switched to using another accounting firm, Hawkins Ash CPAs, LLP ("Hawkins Ash"). In early 2014, Nickels terminated his relationship with Hawkins Ash after two of its partners confronted Nickels about Fiscal Concierge's losses, the company's failure to generate any substantive revenue, and the risks to Fiscal Concierge's promissory note holders.

37. In early 2014, Nickels hired Anderson to perform ongoing accounting and tax preparation services for Nickels and Fiscal Concierge again through ISA.[8] Anderson has performed these services for tax years 2013 through the present. As the result of Anderson's accounting and tax preparation services for Nickels and Fiscal Concierge, he possessed

---

January 2015. He elected to receive the principal payments almost immediately afterwards on September 2014 and January 2015 respectively.

[8] Anderson was a partner at ISA until 2008. On January 1, 2009, he executed an independent contractor agreement to perform accounting services for ISA through Anderson Planning Group, Inc. ("APG, Inc.") Anderson was also the registered agent and control person of Anderson Planning Group, Inc. ("APG, Inc."), which was incorporated in Wisconsin on February 8, 1989. APG, Inc. was administratively dissolved on July 8, 2008.

detailed and intimate knowledge of the actual financial condition of both Nickels and Fiscal Concierge.

38. Anderson invested in two (2) notes for a total principal amount of approximately $25,000 between April 4, 2014 and January 18, 2016.[9] The promissory note terms were the same as those set forth in Exhibit 3. As Fiscal Concierge and Nickel's accountant, Anderson understood that he would only get the interest payments and principal due to him if others invested in the promissory notes of Fiscal Concierge.

39. In addition to interest payments and compensation for tax preparation and accounting services rendered to Nickels and Fiscal Concierge, Anderson also received compensation from Fiscal Concierge for promoting the company on his radio show, "Money Talks" on at least three (3) separate occasions.

40. Between early 2014 and the present, Anderson solicited at least twenty-seven (27) accounting clients of ISA to invest in promissory notes issued by Fiscal Concierge, including Investors 12 and 13.[10] Anderson promoted Fiscal Concierge to his ISA clients as a successful business that was "growing tremendously," on "the cusp" being bought out or taken public in one to two years, and that promissory notes were reliable investments that were not dependent on the "roller coaster values of the stock market" and would provide higher returns than they would receive at a traditional financial institution.

41. Nickels provided Anderson with copies of Exhibit 3, the Marketing Piece, and the Marketing Packet to use for talking points when soliciting prospective investors for promissory notes issued by Fiscal Concierge. In soliciting Fiscal Concierge investments, Anderson touted that the company had not missed any interest or principal payments to noteholders, and represented the company as being a safe investment with a short investment time frame to ISA clients to induce them to invest. As the accountant and tax preparer for Fiscal Concierge and Nickels personally, Anderson knew or should have known that these statements were false.

42. Previously, Anderson consented to an order issued against him by the Division on August 19, 2002 for similar conduct involving transacting business in Wisconsin as an unregistered agent for an issuer in violation of Wis. Stat. § 551.31(1), and for offering and selling unregistered securities in Wisconsin in violation of Wis. Stat. § 551.21(1). The order prohibited Anderson from transacting business as an agent, or offering or selling securities in Wisconsin, unless and until both he and the securities were registered

---

[9] Anderson is referenced in Exhibit 2's section titled "Associates of Nickels and Fiscal Concierge" as Investor 29. Anderson and Investor 30, the spouse of Fiscal Concierge's Chief Operating Officer, Paul Wallander, invested approximately $170,000 in Fiscal Concierge promissory notes issued between February 2008 and January 2016.

[10] Investor 13 is a married couple, with one spouse born in November 1940.

or properly exempted under Ch. 551. The order further provided notice that a willful violation of the order was a criminal offense under provisions of Wis. Stat. § 551.58. A copy of the order is attached hereto and incorporated by reference herein as Exhibit 9.

43. Anderson did not disclose the 2002 Order issued against him by the Division to any of the investors he referred to Nickels and Fiscal Concierge.

44. Anderson also provided Nickels with the personal financial details of some of the ISA clients he solicited and referred to Nickels for Fiscal Concierge promissory notes, including but not limited to their net worth, annual income, and significant events or circumstances affecting their liquidity and risk tolerance. This information was provided by Anderson to Nickels without the ISA's clients' knowledge or consent in an effort to allow Nickels to more effectively tailor his sales pitch to the clients' financial circumstances and needs.

45. Anderson frequently helped Nickels "close" ISA clients that Anderson had solicited to invest in promissory notes of Fiscal Concierge if they did not invest shortly after meeting with Nickels.

46. Anderson has never been registered in any capacity with the Division.

**B. Conclusions of Law**

**<u>Legal Jurisdiction and Authority</u>**

47. The Administrator has legal authority and jurisdiction over the conduct described above, pursuant to Ch. 551, and Wis. Admin. Code Ch. DFI-Sec.

48. The promissory notes offered and sold by Nickels for the business of the Fiscal Concierge to Wisconsin residents are securities as defined pursuant to Wis. Stat. § 551.102(28).

49. Pursuant to Wis. Stat. § 551.301(1), it is unlawful for a person to offer or sell a security in Wisconsin unless the security is federally covered, or the security, transaction, or offer is exempted from registration under Ch. 551, or the security is registered under Ch. 551.

50. Fiscal Concierge is an issuer as defined under Wis. Stat. § 551.102(17).

51. Pursuant to Wis. Stat. § 551.402(1), it is unlawful for an individual to transact business in Wisconsin as an agent unless the individual is registered under Ch. 551 as an agent or is exempt from registration as an agent under Wis. Stat. § 551.402(2).

52. Pursuant to Wis. Stat. § 551.402(4), it is unlawful for an issuer engaged in offering, selling, or purchasing securities in Wisconsin to employ or associate with an agent who

transacts business in Wisconsin on behalf of issuers unless the agent is registered under Wis. Stat. § 551.402(1) or exempt from registration under Wis. Stat. § 551.402(2).

53. Anderson acted as an agent, as defined under Wis. Stat. § 551.102(2), for Fiscal Concierge when he represented the company in effecting and/or attempting to effect purchases of promissory notes issued by Fiscal Concierge.

54. Nickels acted as an investment adviser, as defined under Wis. Stat. § 551.102(15), when he advised his former brokerage customers, Investors 3, 4, and 5 as to the advisability of investing in, purchasing or selling securities, for which he received compensation.

55. Pursuant to Wis. Stat. § 551.403(1), it is unlawful for a person to transact business in Wisconsin as an investment adviser unless the person is registered under Ch. 551 as an investment adviser or is exempt from registration as an investment adviser under Wis. Stat. § 551.403(2).

56. Pursuant to Wis. Stat. § 551.501(2), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly to make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

57. Pursuant to Wis. Stat. § 551.501(3), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

**Violations**

58. Nickels, Anderson, and Fiscal Concierge violated Wis. Stat. § 551.301 when they offered and sold promissory notes issued by Fiscal Concierge which were not federally covered, exempt from registration, or registered under Ch. 551.

59. Anderson violated Wis. Stat. § 551.402(1) when he transacted business as an agent on behalf of Fiscal Concierge by soliciting investors to invest in the promissory notes issued by Fiscal Concierge, without being registered with the Division or exempt from registration as an agent.

60. Anderson violated the terms of the 2002 order issued against him by the Division when he transacted business as an unregistered agent on behalf of Fiscal Concierge and sold unregistered securities which were not exempted or federally covered.

61. Nickels and Fiscal Concierge violated Wis. Stat. § 551.402(4) when they associated with Anderson and the insurance agent, who acted as agents on behalf of Fiscal Concierge without being registered or exempt from registration.

62. Nickels violated Wis. Stat. § 551.403(1) and the terms of the Division's 2006 Order when he acted as an investment adviser to Investors 3, 4 and 5 as set forth above without being registered with the Division or exempted from registration.

63. As set forth above, Nickels violated Wis. Stat. § 551.501(2) when, in connection with the offer and sale of a security, he made numerous misrepresentations to Wisconsin investors and at least one (1) Michigan investor and at least one (1) Illinois investor about the financial condition of the Fiscal Concierge, about never missing an interest or principal payment, and about establishing key business relationships with agencies and organizations to solicit bill pay clients for Fiscal Concierge.

64. As set forth above, Nickels violated Wis. Stat. § 551.501(2) when, in connection with the offer and sale of a security, he omitted to disclose material facts to Wisconsin investors, at least one (1) Illinois investor, and at least one (1) Michigan investor about his disciplinary history in the securities industry, previous arbitration, customer complaints and settlements, lawsuits, and judgments issued against him, and how the funds would be used for personal expenditures and for commissions.

65. As set forth above, Anderson violated Wis. Stat. § 551.501(2) when he made numerous misrepresentations to the ISA clients he solicited on behalf of Fiscal Concierge, including misrepresentations about the success of the company, that the company had never missed an interest or principal payment, and safety of investing in its promissory notes when he had detailed knowledge of the company's true financial condition and the missed principal and interest payments to noteholders beginning in October 2013 and January 2015.

66. As set forth above, Anderson violated Wis. Stat. § 551.501(2) when he omitted to disclose several material facts to the ISA clients he solicited on behalf of Fiscal Concierge, including how the funds would be used and about the previous order issued against him by the Division.

67. As set forth above, Nickels and Anderson violated Wis. Stat. § 551.501(3) when, in connection with the offer and sale of securities, they engaged in an act, practice, or course of business that operated as a fraud or deceit upon other persons by selling promissory notes in Fiscal Concierge as a Ponzi scheme.

## III.

In view of the above findings of fact and conclusions of law, the Administrator deems it necessary and appropriate in the public interest and for the protection of investors, and pursuant to its legal authority and jurisdiction under Ch. 551, to wit Wis. Stat. § 551.604, to issue the following orders and notices:

### A. Summary Orders

(a.) IT IS ORDERED summarily that RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, shall cease and desist from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities qualify as covered securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2).

(b.) IT IS FURTHER ORDERED summarily that all exemptions from registration set forth at Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by any of the RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, are hereby revoked, pursuant to Wis. Stat. §§ 551.604(1)(b) and 551.604(2).

(c.) IT IS FURTHER ORDERED summarily that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of either RESPONDENT, are prohibited from violating Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by RESPONDENTS, pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2).

(d.) PLEASE TAKE NOTICE that the summary orders of the Administrator are effective as of the issuance of this order, pursuant to Wis. Stat. § 551.604(2).

### B. Proposed Orders

(a.) IT IS PROPOSED that an order be issued against RESPONDENTS jointly and severally to pay restitution to each Wisconsin resident who purchased a promissory note issued by the Fiscal Concierge or Nickels, less any principal repaid to the investor prior to the issuance of this Order, pursuant to Wis. Stat. § 551.604(4m). Such payment shall be made no later than 30 calendar days from the date of issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. 551.604(2), by a date to be fixed by a final order.

(b.) IT IS FURTHER PROPOSED that a civil penalty be imposed on JAMES NICKELS in the form of an administrative assessment totaling $50,000 for the many violations committed against Wisconsin investors, at least ten (10) of whom were at least 65 years of age when the violations occurred, pursuant to Wis. Stat. § 551.604(4). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division no later than 30 calendar days from the date of issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. § 551.604(2), by a date to be fixed by a final order.

(c.) IT IS FURTHER PROPOSED that a civil penalty be imposed on GREGORY ANDERSON in the form of an administrative assessment totaling $25,000 for the many violations committed against Wisconsin investors, pursuant to Wis. Stat. § 551.604(4). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division no later than 30 calendar days from the date of issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. § 551.604(2), by a date to be fixed by a final order.

(d.) IT IS FURTHER PROPOSED that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of either RESPONDENT, are prohibited from becoming registered in any capacity under Ch. 551, or successor statute that might otherwise apply, prior to satisfying their civil liabilities under Wis. Stat. §§ 551.604 (4) and (4m) and 551.509.

(e.) PLEASE TAKE NOTICE that the above proposed orders may be imposed in a final order issued by the Administrator pursuant to Wis. Stat. §§ 551.604(3), (4), (4m), and (5).

**C. Service of Order**

(a.) IT IS ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec 8.06. The date of the service of this order is the date it is placed in the mail, pursuant to Wis. Stat. § 891.46.

**D. Notice of Hearing Rights**

(a.) PLEASE TAKE NOTICE that you have the right to request a hearing. Every request for a hearing shall be in the form of a petition filed with the Division, pursuant to Wis. Admin. Code § DFI-Sec 8.01. A petition for a hearing to review an order shall:

(1) Plainly admit or deny each specific allegation, finding or conclusion in the order and incorporated papers. However, if the petitioner lacks sufficient knowledge or information

to permit an admission or denial, the petition shall so state, and that statement shall have the effect of a denial; and

(2) State all affirmative defenses. Affirmative defenses not raised in the request for hearing may be deemed waived.

(b.) PLEASE TAKE FURTHER NOTICE that, within 15 days after receipt of a request in a record from you, the matter will be scheduled for a hearing, pursuant to Wis. Stats. §§ 551.604(2) and (3).

(c.) PLEASE TAKE FURTHER NOTICE that if you do not request a hearing and none is ordered by the Administrator within 30 days after the date of service of this order, the findings of fact, conclusions of law, and summary and proposed orders, including the imposition of a civil penalty or requirement for payment of restitution, disgorgement, interest, or the costs of investigation sought in a statement in the order, becomes final by operation of law, pursuant to Wis. Stat. § 551.604(2).

EXECUTED at Madison, Wisconsin, this 21st day of October, 2016.

(SEAL)

Leslie M. Van Buskirk

Leslie M. Van Buskirk
Administrator – Division of Securities

State of Wisconsin
Department of Financial Institutions
201 West Washington Avenue, Suite 300
Madison, Wisconsin 53703

EXHIBIT
1-A

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

---

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | PETITION FOR ORDER<br>(CONSENT) |
| Respondent. | File No. S-05122(LX) |

---

The staffs of the Bureau of Licensing & Compliance and the Bureau of Registration & Enforcement, of the Division of Securities, Department of Financial Institutions, State of Wisconsin have conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats., and as a result thereof allege as follows:

1. James A. Nickels is a licensed securities agent (CRD #347827) with a business address at 940 Maritime Dr, Suite 5 Manitowoc, WI 54220;

2. On September 21, 1993, the Wisconsin Office of the Commissioner of Securities issued a warning letter to Nickels regarding customer allegations of excessive trading and unauthorized trading;

3. On July 1, 1998, Nickels consented to the Wisconsin Division of Securities issuing an Order of Censure, Prohibition and Suspension of Securities Agent License against him for excessive trading and unauthorized trading;

4. As a result of the 1998 Order, Nickels had his securities agent license suspended for a period of 2 days;

5. Despite the warning letter and the suspension, Nickels continued to suggest trades in Unit Investment Trusts and mutual funds to his customers that were excessive for their accounts as follows:

   <u>Customer GS (regular account)</u>

   a. Customer GS was born in 1925 and is retired from the US Navy.

   b. On August 15, 2000, Nickels recommended approximately $10,000 each of two Unit Investment Trusts ("UITs"), First Trust Biotechnology Series 4 and First Trust Software Innovations 2000 Series 4;

   c. On October 11, 2000, Nickels recommended the sale of the Biotechnology Trust at a loss and the purchase of First Trust Life Sciences Series 2 UIT;

d. On November 8, 2000, Nickels recommended the sale of the Life Sciences UIT and the purchase of Ranson Value Line #1 Strategy Trust Series 11 UIT;

e. On May 10, 2001, Nickels recommended the sale of the Ranson Value Line UIT at a loss;

f. From August 2000 to May 2001 the turnover ratio for this account was 312% (annualized);

Customer GS (IRA account)

g. Eight UITs were bought and sold between the day the account opened, August 17, 2000, and June 29, 2001, with the UITs being held an average of 119 days;

h. The turnover ratio in this account during this time was 455% (annualized);

i. The commissions on this account of, on average $28,000, were $5795.67 in just the first 11 months of 2001. This account would have to generate a return of almost 21% just to break even.

Customer KB

j. Customer KB was born in 1964, had no investment experience and told Nickels that while he wanted to keep most of his money safe, he was willing to risk 25-30% of it;

k. Nickels marked the investment objective on the new account form as "aggressive growth" and proceeded to recommend stock trades that generated over $11,000 in commissions from July 2004 to September 2005 on a $63,000 account;

Customer BD

l. At Nickels' recommendation, the UITs and mutual funds in this account were held an average of 9 months before they were sold;

Customer MK

m. On June 26, 2001 Nickels recommended the purchase of First Trust Utilities Income Series 3 UIT;

n. On February 19, 2002, Nickels recommended the sale of this UIT at a loss and the purchase of the First Trust High Yield Corporate Closed End #5 UIT;

Customers OL and ML

o. On October 11, 2002 customers OL and ML opened IRA accounts with Nickels;

p. According to his New Account Form, OL was born in 1943 and had a primary objective of growth and medium risk tolerance;

q. During the time period of November 2002 to November 2003 the annual cost/equity ratio for this account (including $45,000 placed in annuities) was 10% and without the annuity it was 39%;

r. ML's new account form said she was born in 1948 and had a primary objective of growth and medium risk tolerance;

s. The trades in ML's account were virtually identical to those in OLs;

6. Unit investment trusts and mutual funds are long term investment products; they are not designed for short term trading, in fact many contain Contingent Deferred Sales Charges to discourage quick trading;

7. Nickels actions, as described above are the inducing of trading in customers' accounts which is excessive in size or frequency in view of the financial resources and character of the account and are deemed to be, pursuant to DFI-Sec 4.06(2)(i), Wis. Adm. Code, "dishonest or unethical business practice" or "taking unfair advantage a customer" and provide a basis, under sec. 551.34(1)(g), Wis. Stats., for the revocation of Nickels' license;

8. Nickels also made recommendations to his clients that were unsuitable for his customers on the basis of information furnished by the customer after reasonable inquiry concerning the customer's investment objectives, financial situation as follows:

<u>Customer BD</u>

a. Customer BD was born in 1940 and according to her New Account Form, wanted growth with high risk;

b. Nickels invested BD's account almost exclusively in income producing UITs which produced a substantial amount of income and a substantial loss of principal;

<u>Customers OL & ML</u>

c. While customers OL & ML's primary objective was growth, their secondary objective was income with moderate risk;

d. During 2003, OL's $60,000 account produced just $40.36 in income and ML's $98,000 account produced just $126.78;

Customer GS

e. GS's new account form stated that his investment objective in his IRA was income;

f. During all of 2001 his, on average $28,000 IRA, produced just $123.60 in income;

Customer MK

g. Customer MK was born in 1920 and his new account form stated that he wanted growth in his account;

h. The only investment recommended for his account was a high yield closed end fund;

9. Nickels' recommendations to BD, OL, and ML were without grounds to believe that the recommendations were suitable for the customer on the basis of information furnished by the customer after reasonable inquiry concerning the customer's investment objectives, financial situation and needs and are deemed, pursuant to DFI-Sec 4.06(2)(i), Wis. Adm. Code, to be a "dishonest or unethical business practice" or "taking unfair advantage of a customer" and provide a basis, pursuant to sec. 55.134(1)(g), Wis. Stats for the revocation of Nickels license;

10. The following chart shows purchases and partial liquidations of annuities by some of Nickels' customers:

| Customer | Purchase Date | Amount | Date Sold | Amount Sold | Fee incurred |
|---|---|---|---|---|---|
| KB | 11/1/2001 | $85,000 | 6/1/2004 | $63,015.94 | $3,015.84 |
| KW | 4/25/2002 | $78,620 | 1/13/2005 | $59,548.01 | $3,548.01 |
| OL | 11/2/2002 | $35,000 | 6/21/2004 | $40,304.30 | $2,652.15 |
| ML | 11/8/2002 | $65,000 | 6/22/2004 | $57,535.22 | $3,752.61 |
| OL | 12/9/2002 | $10,000 | 6/21/2004 | | |
| SE | 8/25/2003 | $85,000 | 5/11/2005 | $85,226.97 | |
| SE | 9/8/2003 | $25,000 | | | |
| OL | 11/6/2003 | $10,000 | | | |
| ML | 11/6/2003 | $11,000 | | | |
| SE | 11/21/2003 | $43,000 | 5/11/2005 | $21,365.19 | |
| SE | 11/21/2003 | $40,000 | | | |

11. Nickels course of conduct, in regularly recommending that his customer buy and then partially liquidate annuities is inducing trading in a customer's account which is excessive in size or frequency in view of the financial resources and character of the account which is deemed, pursuant to DFI-Sec 4.06(2)(i), Wis. Adm. Code, to be a "dishonest or unethical business practice" or "taking unfair advantage of a customer" and provide a basis, pursuant to sec. 55.134(1)(g), Wis. Stats for the revocation of Nickels license;

12. In connection with Nickels suggesting to his clients, including KB, OL, ML and KW that they purchase certain low priced securities, Nickels instructed his clients to sign a "Low Priced Stock Letter of Understanding;"

13. The Low Price Stock Letter of Understanding, states among other things that, "The purpose of this letter is to indemnify James A Nickels and Capital Financial Services, Inc. with respect to the following trade...By signing this letter I fully acknowledge that this trade was not in any way suggested or recommended by any of the above listed parties...I will not, under any circumstances, hold the above listed parties liable for any loss of value that occurs within this investment. I am solely responsible."

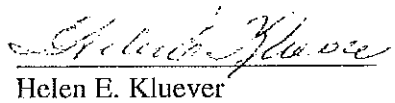
14. By having his clients sign these letters stating that the investments were the client's idea when the investments were suggested or recommended by Mr. Nickels and then indemnifying him for his advice, Nickels committed an act, practice or course of business which would operate as a fraud or deceit upon his customers in violation of sec. 551.41(3), Wis. Stats.

15. In addition to the letters above, Nickels would mark many trades on his trade blotter as "unsolicited" when, in fact, he had solicited the client to make the trade;

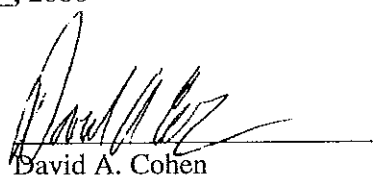
16. By falsely completing his trade blotter, Nickels committed an act, practice or course of business which would operate as a fraud or deceit upon his customers in violation of sec. 551.41(3), Wis. Stats.

THEREFORE, the staffs of the Bureau of Licensing & Compliance and Registration & Enforcement petition the Administrator of the Division of Securities for the issuance of THE attached Suspension Order

DATED this 21st day of December, 2006



Helen E. Kluever
Examiner
Bureau of Licensing & Compliance



David A. Cohen
Supervising Attorney
Bureau of Registration & Enforcement

EXHIBIT
1-B

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

---

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | ORDER OF SUSPENSION<br>(CONSENT) |
| Respondent. | File No. S-05122(L X) |

---

Based upon the attached Petition for Order, Undertaking, and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

The securities agent license of James A. Nickels is suspended for a period of 90 days effective as of July 1, 2007.

EXECUTED at Madison, Wisconsin this 27th day of December, 2006.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE:

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities of the State of Wisconsin Department of Financial Institutions under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

EXHIBIT
1-C

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

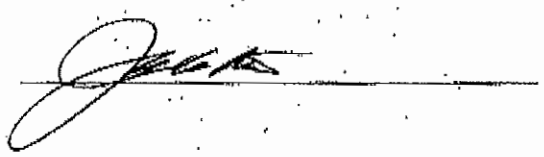
| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | WAIVER AND CONSENT<br>TO ORDER |
| Respondent. | File No. S-05122(LX) |

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives its right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 22 day of December, 2006.

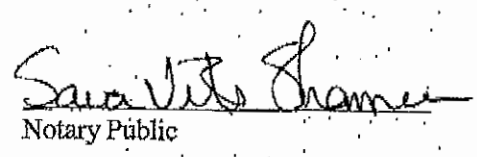
JAMES A. NICKELS



State of Wisconsin)
County of Manitowoc)

Subscribed before me this

22nd day of December, 2006.



Notary Public

My commission expires 10/17/10

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | UNDERTAKING AND<br>AGREEMENT |
| Respondent. | File No. S-05122(LX) |

WHEREAS, on June 27, 2006, the staff of the Division of Securities filed a Petition for Hearing against James A. Nickels ("Nickels") asking that the hearing officer revoke Nickels securities agent license; and

WHEREAS, based on the staff's Petition for Hearing, on June 28, 2006, the Division of Securities issued a Notice of Hearing; and

WHEREAS, Nickels and the staff have agreed to resolve the matter without a hearing based on certain representations and agreements made by Nickels;

NOW THEREFORE, Nickels understands and agrees that the staff's decision to withdraw its Petition for Hearing and enter into a Consent Order of Suspension is based on the following representations and agreements:

1. Nickels' securities agent license will be renewed effective as of January 1, 2007 with the limitation that he shall not be allowed to solicit new customers. He will be allowed to open new accounts with existing customers and for customers who approach him without solicitation;

2. On or before July 2, 2007, Nickels will file a Form U-5 with NASD to withdraw his securities agent license in the State of Wisconsin;

3. At the end of his suspension Nickels agrees that he will surrender his securities agent license and will not re-enter the securities business as a securities agent, broker-dealer, investment adviser, investment adviser representative, or in any other substantially similar capacity in the State of Wisconsin; and

4. Nickels will promptly file with the Division of Securities any written complaints that he receives or transcripts of any oral complaints that he receives.

In addition, Nickels agrees and understands:

1. That the staff's decision is contingent on no complaints being filed regarding his business actions that occur after January 1, 2007. Any such

complaints provide a basis for the staff to withdraw its consent to this settlement;

2. That should he attempt to obtain a securities license in any capacity in the State of Wisconsin such action shall be considered a violation of the Consent Order of Suspension dated December 2006 and such action shall be independent grounds for summary denial of his securities agent license application; and

3. That the Division is under no obligation to approve any advertising he uses and may deny its use for any reason.

DATED this 22 day of December, 2006

James A. Nickels

State of Wisconsin
County of Milwaukee

Subscribed before me this

22nd day of December, 2006.

Notary Public

My commission expires 10/13/10

EXHIBIT 2

# Summary of Fiscal Concierge Investor Promissory Note Transactions

| Investor | Note/Transaction Dates | Note Investment | Total Investment | Summary Comments |
|---|---|---|---|---|
| WISCONSIN INVESTORS | | | | |
| Investor 1 | | | | |
| | 5/1/2007 | $ 50,000.00 | $ 50,000.00 | |
| | 6/1/2008 | $ 25,000.00 | $ 75,000.00 | |
| | 3/9/2009 | $ 15,000.00 | $ 90,000.00 | |
| | 6/12/2009 | $ 30,000.00 | $ 120,000.00 | |
| | 10/8/2009 | $ 50,000.00 | $ 170,000.00 | |
| | 11/17/2009 | $ 20,000.00 | $ 190,000.00 | |
| | 11/17/2009 | $ 40,000.00 | $ 230,000.00 | |
| | 12/1/2009 | $ 34,000.00 | $ 264,000.00 | |
| | 2/24/2010 | $ 20,000.00 | $ 284,000.00 | |
| | 3/12/2010 | $ 40,000.00 | $ 324,000.00 | |
| | 4/13/2010 | $ 45,000.00 | $ 369,000.00 | |
| | 6/17/2010 | $ 20,000.00 | $ 389,000.00 | |
| | 6/29/2010 | $ 20,000.00 | $ 409,000.00 | |
| | 10/13/2010 | $ 30,000.00 | $ 439,000.00 | |
| | 11/23/2010 | $ 15,000.00 | $ 454,000.00 | |
| | 12/3/2010 | $ 50,000.00 | $ 504,000.00 | |
| | 8/4/2011 | $ 20,000.00 | $ 524,000.00 | |
| | 8/26/2011 | $ 25,000.00 | $ 549,000.00 | |
| | 10/22/2013 | $ 9,000.00 | $ 558,000.00 | |
| | 1/24/2014 | $ 9,000.00 | $ 567,000.00 | |
| | 5/8/2014 | $ 12,000.00 | $ 579,000.00 | |
| | 12/3/2014 | $ 20,000.00 | $ 599,000.00 | |
| | 12/9/2014 | $ (20,000.00) | $ 579,000.00 | *Principal Payment* |
| | 3/24/2015 | $ 20,000.00 | $ 599,000.00 | |
| | 5/4/2015 | $ (10,500.00) | $ 588,500.00 | *Principal Payment* |
| | 5/28/2015 | $ (5,000.00) | $ 583,500.00 | *Principal Payment* |
| | 11/24/2015 | $ 12,000.00 | $ 595,500.00 | |
| | | | | **Total invested: $631,000** |
| | | | | **Total current investment: $595,500** |
| Investor 2 | | | | |
| | 1/17/2008 | $ 25,000.00 | $ 25,000.00 | |
| | 1/27/2009 | $ 20,000.00 | $ 45,000.00 | |
| | 7/17/2009 | $ 35,000.00 | $ 80,000.00 | |
| | 8/7/2009 | $ 35,000.00 | $ 115,000.00 | |
| | 12/29/2009 | $ 35,000.00 | $ 150,000.00 | |
| | 12/29/2009 | $ 15,000.00 | $ 165,000.00 | |
| | 12/29/2009 | $ 15,000.00 | $ 180,000.00 | |
| | 3/24/2010 | $ 30,000.00 | $ 210,000.00 | |
| | 4/21/2010 | $ 25,000.00 | $ 235,000.00 | |
| | 7/14/2010 | $ 31,000.00 | $ 266,000.00 | |
| | 10/18/2010 | $ 10,468.77 | $ 276,468.77 | |
| | 10/21/2010 | $ 12,000.00 | $ 288,468.77 | |
| | 11/17/2010 | $ 17,446.63 | $ 305,915.40 | |
| | 11/18/2010 | $ 7,586.02 | $ 313,501.42 | |
| | 12/10/2010 | $ 19,287.23 | $ 332,788.65 | |
| | 2/15/2011 | $ 30,217.27 | $ 363,005.92 | |
| | 8/11/2011 | $ 36,994.08 | $ 400,000.00 | |
| | 12/2/2013 | $ 30,000.00 | $ 430,000.00 | |
| | 4/16/2014 | $ 30,000.00 | $ 460,000.00 | |
| | 4/21/2015 | $ 30,000.00 | $ 490,000.00 | |
| | | | | **Total invested: $490,000** |
| | | | | **Total current investment: $490,000** |
| Investor 3 | | | | |
| | 9/26/2008 | $ 25,000.00 | $ 25,000.00 | |
| | 12/26/2008 | $ 15,000.00 | $ 40,000.00 | |
| | 5/29/2009 | $ 5,000.00 | $ 45,000.00 | |
| | 1/9/2012 | $ 10,200.00 | $ 55,200.00 | |
| | 10/31/2013 | $ 4,800.00 | $ 60,000.00 | |
| | 3/26/2014 | $ 5,000.00 | $ 65,000.00 | |
| | 3/10/2015 | $ 35,000.00 | $ 100,000.00 | *transfer from deceased mother (Deceased Investor 3)* |
| | 6/26/2015 | $ 20,000.00 | $ 120,000.00 | |
| | | | | **Total invested: $120,000** |
| | | | | **Total curent investment: $120,000** |
| Investor 4 | | | | |

| | | | | | |
|---|---|---|---|---|---|
| | 9/3/2008 | $ 20,000.00 | $ 20,000.00 | | |
| | 5/14/2009 | $ 5,000.00 | $ 25,000.00 | | |
| | 1/29/2010 | $ 5,000.00 | $ 30,000.00 | | |
| | 12/6/2011 | $ 6,000.00 | $ 36,000.00 | | |
| | 2/23/2012 | $ 40,000.00 | $ 76,000.00 | | |
| | 9/10/2012 | $ 13,000.00 | $ 89,000.00 | | |
| | 10/1/2012 | $ 5,500.00 | $ 94,500.00 | | |
| | 5/19/2015 | $ 35,000.00 | $ 129,500.00 | | |
| | 6/3/2015 | $ 75,766.67 | $ 205,266.67 | *transfer from deceased mother (Deceased Investor 4)* | |
| | | | | **Total invested: $205,667.67** | |
| | | | | **Total current investment: $205,266.67** | |
| **Investor 5** | | | | | |
| | 1/8/2014 | $ 20,000.00 | $ 20,000.00 | | |
| | | | | **Total invested: $20,000** | |
| | | | | **Total current investment: $20,000** | |
| **Investor 6** | | | | | |
| | 4/29/2013 | $ 10,000.00 | $ 10,000.00 | | |
| | 7/29/2014 | $ 5,100.00 | $ 15,100.00 | | |
| | 12/21/2015 | $ 10,000.00 | $ 25,100.00 | | |
| | | | | **Total invested: $25,100** | |
| | | | | **Total current investment: $25,100** | |
| **Investor 7** | | | | | |
| | 7/12/2013 | $ 40,000.00 | $ 40,000.00 | | |
| | 7/25/2013 | $ 35,000.00 | $ 75,000.00 | | |
| | 11/14/2014 | $ 15,000.00 | $ 90,000.00 | | |
| | 7/14/2015 | $ 12,500.00 | $ 102,500.00 | | |
| | 10/9/2015 | $ (35,000.00) | $ 67,500.00 | *transfer to daughter, Investor 21* | |
| | | | | **Total invested: $102,500** | |
| | | | | **Total current investment: $67,500** | |
| **Investor 8** | | | | | |
| | 7/23/2015 | $ 100,000.00 | $ 100,000.00 | | |
| | | | | **Total invested: $100,000** | |
| | | | | **Total current investment: $100,000** | |
| **Investor 9** | | | | | |
| | 5/16/2013 | $ 15,000.00 | $ 15,000.00 | | |
| | | | | **Total invested: $15,000** | |
| | | | | **Total current investment: $15,000** | |
| **Investor 10** | | | | | |
| | 4/10/2014 | $ 10,000.00 | $ 10,000.00 | | |
| | 6/26/2015 | $ 10,000.00 | $ 20,000.00 | | |
| | | | | **Total invested: $20,000** | |
| | | | | **Total current investment: $20,000** | |
| **Investor 11** | | | | | |
| | 1/25/2015 | $ 160,000.00 | $ 160,000.00 | | |
| | | | | **Total invested: $160,000** | |
| | | | | **Total current investment: $160,000** | |
| **Investor 12** | | | | | |
| | 5/27/2014 | $ 15,000.00 | $ 15,000.00 | | |
| | 6/1/2015 | $ (5,000.00) | $ 10,000.00 | *Principal Payment* | |
| | 6/8/2015 | $ (5,000.00) | $ 5,000.00 | *Principal Payment* | |
| | 6/16/2015 | $ (2,000.00) | $ 3,000.00 | *Principal Payment* | |
| | 7/30/2015 | $ (3,000.00) | $ - | *Principal Payment* | |
| | | | | **Total invested: $15,000** | |
| | | | | **Total Current Investment: $0** | |
| **Investor 13** | | | | | |
| | 8/25/2014 | $ 25,000.00 | $ 25,000.00 | | |
| | 9/8/2014 | $ 100,000.00 | $ 125,000.00 | | |
| | 1/7/2015 | $ 150,000.00 | $ 275,000.00 | | |
| | 7/29/2015 | $ 100,000.00 | $ 375,000.00 | | |
| | | | | **Total invested: $375,000** | |
| | | | | **Total current investment: $375,000** | |
| **Investor 14** | | | | | |
| | 4/29/2015 | $ 100,000.00 | $ 100,000.00 | | |
| | | | | **Total invested: $100,000** | |
| | | | | **Total current investment: $100,000** | |
| **Investor 15** | | | | | |
| | 8/7/2014 | $ 19,000.00 | $ 19,000.00 | | |
| | | | | **Total invested: $19,000** | |
| | | | | **Total current investment: $19,000** | |
| **Investor 16** | | | | | |
| | 4/27/2011 | $ 65,000.00 | $ 65,000.00 | | |
| | 6/1/2011 | $ 20,000.00 | $ 85,000.00 | | |

| | | | | |
|---|---|---|---|---|
| 6/27/2011 | $ | 35,000.00 | $ 120,000.00 | |
| 7/19/2011 | $ | 30,000.00 | $ 150,000.00 | |
| 9/28/2011 | $ | 30,000.00 | $ 180,000.00 | |
| 11/10/2011 | $ | 15,000.00 | $ 195,000.00 | |
| 11/29/2011 | $ | 29,000.00 | $ 224,000.00 | |
| 12/18/2012 | $ | 10,000.00 | $ 234,000.00 | |
| 10/28/2015 | $ | 26,000.00 | $ 260,000.00 | |
| 11/24/2015 | $ | 10,000.00 | $ 270,000.00 | |
| | | | | **Total invested: $270,000** |
| | | | | **Total current investment: $270,000** |
| **Investor 17** | | | | |
| 3/3/2016 | $ | 50,000.00 | $ 50,000.00 | |
| | | | | **Total invested: $50,000** |
| | | | | **Total current investment: $50,000** |
| **Investor 18** | | | | |
| 10/30/2014 | $ | 20,000.00 | $ 20,000.00 | |
| 6/9/2015 | $ | 10,000.00 | $ 30,000.00 | |
| | | | | **Total invested: $30,000** |
| | | | | **Total current investment: $30,000** |
| **Investor 19** | | | | |
| 9/17/2010 | $ | 35,000.00 | $ 35,000.00 | |
| | | | | **Total invested: $35,000** |
| | | | | **Total current investment: $35,000** |
| **Investor 20** | | | | |
| 9/23/2013 | $ | 12,500.00 | $ 12,500.00 | |
| | | | | **Total invested: $12,500** |
| | | | | **Total current investment: $12,500** |
| **Investor 21** | | | | |
| 11/14/2014 | $ | 15,000 | $ 15,000 | |
| 10/9/2015 | $ | 35,000.00 | $ 50,000 | *transfer from father, Investor 7* |
| | | | | **Total invested: $50,000** |
| | | | | **Total current investment: $50,000** |
| **Investor 22** | | | | |
| 12/31/2013 | $ | 13,000.00 | $ 13,000.00 | *transfer from Deceased Investor 5* |
| 1/2/2014 | $ | 13,000.00 | $ 26,000.00 | *transfer from Deceased Investor 5* |
| 1/7/2015 | $ | 14,000.00 | $ 40,000.00 | *transfer from Deceased Investor 5* |
| 2/11/2015 | $ | 15,000.00 | $ 55,000.00 | *transfer from Deceased Investor 5* |
| 2/1/2016 | $ | 14,557.47 | $ 69,557.47 | |
| 2/1/2016 | $ | 126,829.68 | $ 196,387.15 | |
| 4/1/2016 | $ | 15,000.00 | $ 211,387.15 | |
| 4/1/2016 | $ | (10,000.00) | $ 201,387.15 | *Principal Payment* |
| 4/21/2016 | $ | (4,000.00) | $ 197,387.15 | *Principal Payment* |
| | | | | **Total invested: $211,387.15** |
| | | | | **Total current investment: $197,387.15** |
| **Investor 23** | | | | |
| 6/8/2007 | $ | 40,000.00 | $ 40,000.00 | |
| 11/20/2007 | $ | 20,000.00 | $ 60,000.00 | |
| 8/11/2008 | $ | 25,000.00 | $ 85,000.00 | |
| 4/20/2009 | $ | 20,000.00 | $ 105,000.00 | |
| 9/24/2009 | $ | 15,000.00 | $ 120,000.00 | |
| 6/8/2010 | $ | 35,000.00 | $ 155,000.00 | |
| 1/12/2011 | $ | 58,000.00 | $ 213,000.00 | |
| 1/20/2011 | $ | 5,000.00 | $ 218,000.00 | |
| 2/22/2011 | $ | 15,000.00 | $ 233,000.00 | |
| 3/16/2011 | $ | 40,000.00 | $ 273,000.00 | |
| 4/8/2011 | $ | 30,000.00 | $ 303,000.00 | |
| 10/3/2011 | $ | 15,000.00 | $ 318,000.00 | |
| 10/26/2011 | $ | 19,000.00 | $ 337,000.00 | |
| 5/4/2012 | $ | 40,000.00 | $ 377,000.00 | |
| 5/10/2012 | $ | 11,000.00 | $ 388,000.00 | |
| 7/12/2012 | $ | 28,000.00 | $ 416,000.00 | |
| 9/14/2012 | $ | 10,000.00 | $ 426,000.00 | |
| 3/18/2013 | $ | 14,000.00 | $ 440,000.00 | |
| 8/14/2013 | $ | 18,000.00 | $ 458,000.00 | |
| 8/26/2013 | $ | 9,000.00 | $ 467,000.00 | |
| 10/17/2013 | $ | 9,000.00 | $ 476,000.00 | |
| 11/23/2013 | $ | 4,000.00 | $ 480,000.00 | |
| 12/17/2013 | $ | 15,000.00 | $ 495,000.00 | |
| 1/31/2014 | $ | 4,900.00 | $ 499,900.00 | |
| 2/14/2014 | $ | 3,600.00 | $ 503,500.00 | |
| 3/21/2014 | $ | 3,000.00 | $ 506,500.00 | |

| | | | | | |
|---|---|---|---|---|---|
| | 5/15/2014 | $ 3,500.00 | $ 510,000.00 | | |
| | 6/4/2014 | $ 16,000.00 | $ 526,000.00 | | |
| | 6/24/2014 | $ 11,500.00 | $ 537,500.00 | | |
| | 7/1/2014 | $ 3,500.00 | $ 541,000.00 | | |
| | 7/11/2014 | $ 3,500.00 | $ 544,500.00 | | |
| | 11/11/2014 | $ 3,500.00 | $ 548,000.00 | | |
| | 10/2/2015 | $ 12,000.00 | $ 560,000.00 | | |
| | 12/3/2015 | $ 14,000.00 | $ 574,000.00 | | |
| | 12/24/2015 | $ 6,000.00 | $ 580,000.00 | | |
| | 1/4/2016 | $ 9,000.00 | $ 589,000.00 | | |
| | 3/28/2014 | $ 5,000.00 | $ 594,000.00 | | |
| | | | | | **Total invested: $594,000** |
| | | | | | **Total current investment: $594,000** |
| **Investor 24** | | | | | |
| | 5/3/2016 | $ 15,000.00 | $ 15,000.00 | | |
| | | | | | **Total invested: $15,000** |
| | | | | | **Total current investment: $15,000** |
| **Investor 25** | | | | | |
| | 4/27/2016 | $ 25,000.00 | $ 25,000.00 | | |
| | | | | | **Total invested: $25,000** |
| | | | | | **Total current investment: $25,000** |
| **Investor 26** | | | | | |
| | 5/18/2016 | $ 20,000.00 | $ 20,000.00 | | |
| | | | | | **Total invested: $20,000** |
| | | | | | **Total current investment $20,000** |
| **OUT OF STATE INVESTORS** | | | | | |
| **Investor 27 (Illinois)** | | | | | |
| | 12/8/2014 | $ 150,000.00 | $ 150,000.00 | | |
| | | | | | **Total invested: $150,000** |
| | | | | | **Total current investment: $150,000** |
| **Investor 28 (Michigan)** | | | | | |
| | 6/15/2016 | $ 10,000.00 | $ 10,000.00 | | |
| | | | | | **Total invested: $10,000** |
| | | | | | **Total current investment: $10,000** |
| **INVESTORS ASSOCIATED WITH NICKELS** | | | | | |
| **Investor 29** | | | | | |
| **Gregory Anderson d/b/a APG, Inc.** | 4/14/2014 | $ 15,000.00 | $ 15,000.00 | | |
| | 1/18/2016 | $ 10,000.00 | $ 25,000.00 | | |
| | | | | | **Total invested: $25,000** |
| | | | | | **Total current investment: $25,000** |
| **Investor 30** | | | | | |
| **Deanna Wallander** | 2/22/2008 | $ 25,000.00 | $ 25,000.00 | | |
| | 10/4/2010 | $ 15,000.00 | $ 40,000.00 | | |
| | 1/17/2012 | $ 50,000.00 | $ 90,000.00 | | |
| | 1/27/2012 | $ 50,000.00 | $ 140,000.00 | | |
| | 10/2/2012 | $ 5,000.00 | $ 145,000.00 | | |
| | | | | | **Total invested: $145,000** |
| | | | | | **Total current investment: $145,000** |
| **DECEASED INVESTORS' ESTATES** | | | | | |
| Deceased Investor 1 | 4/27/2010 | $ 25,000.00 | $ 25,000.00 | | |
| | 11/3/2011 | $ 30,000.00 | $ 55,000.00 | | |
| | 12/20/2011 | $ 35,000.00 | $ 90,000.00 | | |
| | 3/26/2012 | $ 67,000.00 | $ 157,000.00 | | |
| | 6/5/2012 | $ 53,000.00 | $ 210,000.00 | | |
| | 7/5/2012 | $ 30,000.00 | $ 240,000.00 | | |
| | 7/31/2012 | $ 26,600.00 | $ 266,600.00 | | |
| | 9/14/2012 | $ 15,000.00 | $ 281,600.00 | | |
| | 10/11/2012 | $ 25,000.00 | $ 306,600.00 | | |
| | 10/23/2012 | $ 12,000.00 | $ 318,600.00 | | |
| | 11/20/2012 | $ 17,700.00 | $ 336,300.00 | | |
| | 12/7/2012 | $ 7,600.00 | $ 343,900.00 | | |
| | 2/4/2013 | $ 22,700.00 | $ 366,600.00 | | |
| | 3/14/2013 | $ 10,000.00 | $ 376,600.00 | | |
| | 4/26/2013 | $ 8,000.00 | $ 384,600.00 | | |
| | 8/2/2013 | $ 18,000.00 | $ 402,600.00 | | |
| | 10/13/2013 | $ 5,000.00 | $ 407,600.00 | | |
| | 1/31/2014 | $ 1,400.00 | $ 409,000.00 | | |
| | 11/13/2013 | $ 16,000.00 | $ 425,000.00 | | |
| | 1/22/2015 | $ (100,000.00) | $ 325,000.00 | | *Principal Payment* |

| | | | | |
|---|---|---|---|---|
| 1/28/2015 | $ (75,000.00) | $ 250,000.00 | | *Principal Payment* |
| 2/2/2015 | $ (25,000.00) | $ 225,000.00 | | *Principal Payment* |
| 7/30/2015 | $ (30,000.00) | $ 195,000.00 | | *Principal Payment* |
| 9/11/2015 | $ (5,000.00) | $ 190,000.00 | | *Principal Payment* |
| | | | | **Total invested: $425,000** |
| | | | | **Total current investment: $190,000** |
| **Deceased Investor 2** | | | | |
| 1/7/2013 | $ 33,000.00 | $ 33,000.00 | | |
| 1/24/2013 | $ 17,000.00 | $ 50,000.00 | | |
| 2/20/2013 | $ 15,000.00 | $ 65,000.00 | | |
| 2/28/2013 | $ 20,000.00 | $ 85,000.00 | | |
| 4/3/2013 | $ 13,000.00 | $ 98,000.00 | | |
| 4/16/2013 | $ 7,000.00 | $ 105,000.00 | | |
| 6/11/2013 | $ 6,000.00 | $ 111,000.00 | | |
| 9/11/2013 | $ 10,000.00 | $ 121,000.00 | | |
| 9/17/2013 | $ 7,000.00 | $ 128,000.00 | | |
| 10/16/2013 | $ 5,000.00 | $ 133,000.00 | | |
| 2/4/2014 | $ 6,000.00 | $ 139,000.00 | | |
| 3/24/2014 | $ 3,000.00 | $ 142,000.00 | | |
| 5/2/2014 | $ 4,000.00 | $ 146,000.00 | | |
| 5/15/2014 | $ 2,000.00 | $ 148,000.00 | | |
| 7/1/2014 | $ 3,500.00 | $ 151,500.00 | | |
| 8/7/2014 | $ 1,500.00 | $ 153,000.00 | | |
| 11/6/2014 | $ 2,200.00 | $ 155,200.00 | | |
| 12/1/2014 | $ 2,500.00 | $ 157,700.00 | | |
| 4/15/2015 | $ 5,000.00 | $ 162,700.00 | | |
| | | | | **Total invested: $162,700** |
| | | | | **Total current investment: $162,700** |
| **Deceased Investor 3** | | | | |
| 12/27/2012 | $ 36,000.00 | $ 36,000.00 | | |
| 4/30/2013 | $ 10,000.00 | $ 46,000.00 | | |
| 1/27/2015 | $ (11,000.00) | $ 35,000.00 | | *paid out to Investor 3* |
| 3/10/2015 | $ (35,000.00) | $ - | | *transfer promissory note to Investor 3* |
| | | | | **Total invested: $46,000** |
| | | | | **Total current investment: $0** |
| **Deceased Investor 4** | | | | |
| 11/8/2007 | $ 25,000.00 | $ 25,000.00 | | |
| 9/3/2008 | $ 35,000.00 | $ 60,000.00 | | |
| 5/14/2009 | $ 30,000.00 | $ 90,000.00 | | |
| 1/29/2010 | $ 45,000.00 | $ 135,000.00 | | |
| 8/4/2010 | $ 60,000.00 | $ 195,000.00 | | |
| 12/6/2011 | $ 15,000.00 | $ 210,000.00 | | |
| 10/1/2012 | $ 7,300.00 | $ 217,300.00 | | |
| 4/22/2013 | $ 10,000.00 | $ 227,300.00 | | |
| 6/3/2015 | $ (75,766.67) | $ 151,533.33 | | *transfer to Investor 4* |
| 2/2/2016 | $ (20,000.00) | $ 131,533.33 | | |
| | | | | **Total invested: $227,300** |
| | | | | **Total current investment: $131,533.33** |
| **Deceased Investor 5** | | | | |
| 5/13/2013 | $ 32,000.00 | $ 32,000.00 | | |
| 6/12/2013 | $ 50,000.00 | $ 82,000.00 | | |
| 12/31/2013 | $ (13,000.00) | $ 69,000.00 | | *transfer to Investor 23* |
| 1/2/2014 | $ (13,000.00) | $ 56,000.00 | | *transfer to Investor 23* |
| 4/10/2014 | $ (13,000.00) | $ 43,000.00 | | *transfer to Investor 32* |
| 1/7/2015 | $ (14,000.00) | $ 29,000.00 | | *transfer to Investor 23* |
| 1/7/2015 | $ (14,000.00) | $ 15,000.00 | | *transfer to Investor 32* |
| 2/11/2015 | $ (15,000.00) | $ - | | *transfer to Investor 23* |
| | | | | **Total invested: $82,000** |
| | | | | **Total current investment: $0** |
| **Deceased Investor 6** | | | | |
| 11/2/2012 | $ 25,000.00 | $ 25,000.00 | | |
| 2/24/2014 | $ 25,000.00 | $ 50,000.00 | | |
| 12/29/2014 | $ 25,000.00 | $ 75,000.00 | | |
| 3/7/2016 | $ (20,000.00) | $ 55,000.00 | | *Principal Payment* |
| 4/7/2016 | $ (10,000.00) | $ 45,000.00 | | *Principal Payment* |
| | | | | **Total invested: $75,000** |
| | | | | **Total current investment: $45,000** |
| **Deceased Investor 7** | | | | |
| 12/30/2013 | $ 20,000.00 | $ 20,000.00 | | |
| 2/19/2014 | $ 6,500.00 | $ 26,500.00 | | |
| 3/19/2015 | $ (7,000.00) | $ 19,500.00 | | *Principal Payment* |

| | | | | | |
|---|---|---|---|---|---|
| | 8/25/2015 | $ (2,000.00) | $ 17,500.00 | | *Principal Payment* |
| | | | | | **Total invested: $26,500** |
| | | | | | **Total current investment: $17,500** |
| **PAID INVESTORS** | | | | | |
| **Investor 31** | | | | | |
| | 8/16/2007 | $ 75,000.00 | $75,000 | | |
| | 9/23/2008 | $ (45,000.00) | $30,000 | | *Principal Payment* |
| | 11/15/2009 | $ (30,000.00) | $0 | | *Principal Payment* |
| | | | | | **Total invested: $75,000** |
| | | | | | **Total current investment: $0** |
| **Investor 32** | | | | | |
| | 2/9/2009 | $ 20,000.00 | $ 20,000.00 | | |
| | 5/3/2010 | $ (20,000.00) | $ - | | *Principal Payment* |
| | | | | | **Total invested: $20,000** |
| | | | | | **Total current investment: $0** |
| **Investor 33** | | | | | |
| | 12/22/2008 | $ 40,000.00 | $ 40,000.00 | | |
| | 1/27/2010 | $ (10,000.00) | $ 30,000.00 | | *Principal Payment* |
| | 4/7/2010 | $ (30,000.00) | $ - | | *Principal Payment* |
| | | | | | **Total invested: $40,000** |
| | | | | | **Total current investment: $0** |
| **Investor 34** | | | | | |
| | 4/10/2014 | $ 13,000.00 | $ 13,000.00 | | *transfer from Deceased Investor 5* |
| | 9/12/2014 | $ (13,000.00) | $ - | | *Principal Payment* |
| | 1/7/2015 | $ 14,000.00 | $ 14,000.00 | | *transfer from Deceased Investor 5* |
| | 1/28/2015 | $ (14,000.00) | $ - | | *Principal Payment* |
| | | | | | **Total transferred/invested: $27,000** |
| | | | | | **Total current investment: $0** |

**EXHIBIT 3**

COMBINED FIXED RATE NOTE

THE FISCAL CONCIERGE LLC
STANDARD PROMISSORY NOTE

U.S. _____

I. FOR VALUE RECEIVED, The Fiscal Concierge LLC, 980 Maritime Drive, Suite 6, Manitowoc, WI, ("Maker") by this promissory note ("Note") hereby unconditionally promises to pay to the order of _____, ("Lender") or its successor(s) or assign(s), at Bank First National, 402 North 8th Street, Manitowoc, WI, the principal sum of _____00/100 U.S. dollars ($_____) as hereinafter provided and to pay interest on the principal balance hereof from time to time outstanding, as hereinafter provided at the rate of eight percent (8%) per annum. Interest shall be calculated for actual days elapsed from_____, 2014. Interest shall be based on a 365 day year. Principal and interest shall be paid as follows:

| DATE | PRINCIPAL DUE: | INTEREST DUE DATE: |
|---|---|---|
| | $ | Monthly |

II. All principal and interest payable under this Note are payable in lawful money of the United States of America in immediately available funds without deduction for or on account of any present or future taxes, duties, or other charges levied or imposed on this Note or the proceeds or holder hereof by the Government of United States of America or any political subdivision or taxing authority thereof.

III. The Maker hereby waives diligence, presentment, demand, protest and notice of protest, demand and dishonor, and nonpayment of this Note.

IV. No delay or omission on the part of the holder here in exercising any right hereunder shall operate as a waiver of such right or of any other right under this Note, nor shall any waiver on one occasion be construed as a bar to or waiver of any such right on any future occasion. No waiver shall be effective unless in writing and signed by the holder.

V. This Note shall be governed by and construed in accordance with the laws of the state of Wisconsin, United State of America.

VI. For any legal action or proceeding with respect to this Note, the Maker hereby expressly authorizes any action brought upon the enforcement of this Note by Lender, or its successor or assignee to be instituted and prosecuted in any Federal District Court of the United States of America in New York, the District of Columbia, or Wisconsin, at the election of Lender, its successor or assign. Maker accordingly further waives any right, claim, or plea with respect to any other jurisdiction or venue.

VII. In the event that any amount of the principal hereof or interest on this Note is not paid when due, the Maker, to the extent permitted by applicable law, shall pay on demand interest on such unpaid amount from the date such amount was due to the date such amount is paid in full at the rate of eight percent (8%) per annum ("late interest"). Each payment hereunder shall be credited first to late interest then due and payable, then to ordinary interest then due and payable, and the remainder thereof, if any, to the unpaid principal balance of this Note.

VIII. The Maker shall have the right, at any time or from time to time, to prepay all or any part of the principal hereof, provided any accrued interest on the amount prepaid is also paid, and any such prepayment shall be applied to the remaining principal installments in the inverse order of their maturities.

IX. Maker further agrees to pay all reasonable costs of collection, including reasonable attorneys' fees (inclusive of any appellate or bankruptcy proceedings) in case any payment of principal or interest is not paid by the due date thereof, whether suit be brought or not.

Lender Acknowledgement:

_____
Name

_____
Signature

_____
Date:

Maker:

The Fiscal Concierge LLC
(Name of Maker)

BY: _____
(Signature)

NAME: James Nickels
(Print)

TITLE: CEO

DATE: _____

**EXHIBIT 4**

# THE FISCAL CONCIERGE LLC PROMISSORY NOTE DETAILS

1. Interest rate 8% annual fixed rate
2. Interest paid monthly
3. Term limit = 1 year
4. Interest is fully taxable
5. Note is renewable
6. Minimum amount is $10,000
   May be any amount over the minimum
7. Check should be made payable to: The Fiscal Concierge
8. No missed or altered interest payments in seven years of doing business.
9. No missed or altered principal payments in seven years of doing business.
10. Refer all interested parties to: Jim Nickels, (800) 496-3475.

2/17/2015

EXHIBIT
5

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# MISSION STATEMENT

**It is the mission of The Fiscal Concierge to provide the highest level of personal bill paying services, peace of mind, and security. We wish to establish a successful partnership with our clients, staff members, and the vendors of our clients that respect the interests and goals of each party.**

**Our goal is to make certain the bills are paid on time with a commitment to excellence and integrity.**

**Our vision is to have The Fiscal Concierge recognized as a national leader in bill paying in the communities we serve through excellent customer service and superior quality.**

Live your life...We'll pay the bills

Insured and Bonded

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

THE FISCAL CONCIERGE LLC
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

The Fiscal Concierge, LLC, pays bills utilizing a proprietary software system that interfaces with the ACH Processing network. Our exclusive personal bill paying service also allows our clients to retain full access to their own bank account. This service is unique in the marketplace and is designed and positioned to be a life-style change for our clients. A benefit of our company is to keep individuals in their homes, in their community, as long as possible.

The Fiscal Concierge uses our own proprietary software to transfer client funds through the Automated Clearing House (ACH) network -- the primary electronic funds transfer (EFT) system used by agencies to make payments. ACH is a secure, private network that connects banks to each other by means of the Federal Reserve Board or their ACH operators.

Our mission is to provide the highest level of personal bill paying services, peace of mind, and security to our clients. We aspire to establish successful and positive relationships with our clients, staff members, trusted professional advisors, and the vendors of our clients. Our #1 goal is to make certain that your bills are paid 100% on time and accurately with a commitment to excellence and integrity. Our vision is to be recognized as the national leader in bill paying service through our company's dedication, excellent customer service and superior quality systems. Success will be measured by the trust our clients have in us to meet their monthly bill paying needs.

Market research by the Wisconsin Innovation Service Center at UW-Whitewater has identified key target audiences and markets for our services and the scarcity of identifiable competition.

The Fiscal Concierge is an equal opportunity employer and we are compliant with Executive Order 1979-4 and do not discriminate per the Civil Rights Act of 1964. We are compliant with the Americans with Disabilities Act. All our employees are subject to a background check through Kroll Background America and we maintain a drug-free workplace environment. Employees must also sign a Confidentiality Agreement. The Fiscal Concierge maintains a HIPAA compliant status, all client information is protected, whether written, electronic or oral. Procedures are in place to resolve complaints from clients and vendors. In addition, emergency contact procedures have been established to maintain client safety. The Fiscal Concierge is a privately incorporated female-owned company established in Manitowoc County, state of Wisconsin. The main office of The Fiscal Concierge is located at 980 Maritime Drive, Suite 6, in Manitowoc, WI.

You will find The Fiscal Concierge service to be, not only cost-competitive, but also a time saver and stress reliever, whether you used it personally, for the care of a loved one, as an additional benefit, or to generate an additional income stream for your business.

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

THE FISCAL CONCIERGE
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# Frequently Asked Questions

**1) Do I have to change my longtime banking relationship?**
No. You keep all your current bank accounts and use your checkbook or your debit card just like you always have.

**2) What about identity theft?**
The Fiscal Concierge does not collect your Social Security number, our system was created with many additional levels of security, and our entire staff is insured and bonded.

**3) How will this really benefit me?**
Aside from saving approximately 6 hours each time each month, our current users say the peace of mind of not having to worry about the bills is worth every penny.

**4) I pay my bills electronically through my bank now. What is the difference?**
Paying bills through your bank electronically simply replaces the checkbook with a computer. You still have the deadlines and the responsibilities of paying your bills on time. With our services, once you send us the bill you will never see it again.

**5) Will this help my credit rating?**
Yes, our method of paying bills through the ACH system will pay your bills on time every time. This will help your credit rating.

**6) How do I keep track of the bills being paid?**
Each month you will receive a statement and the original bills that Fiscal Concierge paid during the month. In addition, you will receive an end of the year summary statement.

**7) Do all my bills have to be paid by the Fiscal Concierge?**
No, only the bills that you authorize will be paid. However, you can add to your list of authorized bills at anytime at no additional cost.

**8) What if I have questions?**
We would love to hear from you, simply call toll free 800-496-3475, and a live personal Account Specialist will answer all of your questions.

**9) We are a member of AADMM and BBB -**
American Association of Daily Money Managers and Accredited Member of the Better Business Bureau.

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB ACCREDITED BUSINESS

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

FC THE FISCAL CONCIERGE CO
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# The Fiscal Concierge Advantage

- Maintain 100% control of your account
  - NO change with your current banking relationship
  - NO Social Security number required
  - NO Power of Attorney
  - Changes can be made easily with a telephone call
  - Add a creditor to approved list at any time
- We do all the work
  - Authorized bills paid on time
  - One fixed monthly fee
  - Monthly and end-of-the-year financial reports
  - Improve credit rating
- Dedicated staff
  - Insured and bonded
  - Live personalized service
  - After hours service
  - Professional and courteous
- Safe and secure
  - Many levels of security
  - Insured and bonded
  - Proactive identity theft protection from LifeLock®
- Membership in professional organizations
  - American Association of Daily Money Managers (AADMM)
  - Better Business Bureau (BBB)

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

THE FISCAL CONCIERGE LLC
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

We know as a small business owner that you wear many different hats. Making sure that your business is running efficiently, leading a sales team, training new staff, and servicing customers are just a few of the daunting responsibilities you have. We were a small business as well and faced many of the challenges that are in the marketplace today. That is why we developed a unique program combining **The Fiscal Concierge, LLC** bill paying service and **ADP®** payroll service to help free up your time and make your business operations even more efficient.

- The **Fiscal Concierge** is a professional, state-of-the-art bill paying service.
  - We can process up to 30 recurring billing transactions monthly.
  - Get your recurring bills paid on time every month.
  - We will monitor your bills for any unusual charges and notify you of them immediately.
- **The Fiscal Concierge** utilizes **ADP®** to process your payroll.
  - Using **ADP®** allows us to offer exceptional rates for your **ADP®** payroll service needs.
  - **ADP®** will take care of all your payroll requirements, including tax filings, New Hire Reporting, Direct Deposit and W-2s.
  - Enjoy full-level service minus the headaches.

Imagine if you had an extra day each week to connect with your customers, tap into new technologies and optimize business efficiencies. **The Fiscal Concierge** and **ADP®** can help streamline your business operations. For one, low monthly fee we will handle all your bill paying and payroll transactional needs. It's that simple!

For more information give us a call at 1-800-496-3475 or email us at info@thefiscon.com and we can go over this exciting new program to see if it is the right fit for you. If you need more details you can visit us on the web at www.thefisconpro.com. We look forward to customizing a payroll and bill paying solution that fits you.

Sincerely,
The Fiscal Concierge Team

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

THE FISCAL CONCIERGE LLC
Your Personal Bill Pay ng Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# The Concierge Advantage For Small Business

- Payroll Services provided through ADP®
  - Minimize compliance concerns
  - Data is securely hosted in an off-site facility
  - Reliability, accuracy, and efficiency
- Maintain 100% control of your account
  - NO change with your current banking relationship
  - Changes can be made easily with a telephone call
  - Add a creditor to approved list at any time at no extra charge
- We do all the work
  - Authorized bills paid on time
  - One fixed monthly fee
  - Monthly and end-of-the-year financial reports
- Dedicated staff
  - Live personalized service
  - Professional and courteous
- Safe and secure
  - Insured and bonded
  - Many levels of security
- Membership in professional organizations
  - American Association of Daily Money Managers (AADMM)
  - Better Business Bureau (BBB)
- Professional Partners
  - ADP®
  - LifeLock®
  - Guardian Monitoring Systems

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB

Better Business Bureau®

# BBB BUSINESS REVIEW

BBB ACCREDITED BUSINESS SINCE 12/18/2007

## The Fiscal Concierge, LLC

Phone: (920) 686-8810

Fax: (920) 682-9774
980 Maritime Dr Ste 6, Manitowoc, WI 54220
fiscon@thefiscon.com
http://www.thefiscon.com

ACCREDITED BUSINESS

A+

**On a scale of A+ to F**
Reason for Rating
BBB Ratings System
Overview

0

*BBB Business Reviews may not be reproduced for sales or promotional purposes.*

## Description

This company is a personal/business bill paying service, as well as offering personal finance and checking ac

### View Business Review Inquiries

The Fiscal Concierge, LLC has had their Business Review viewed 6 time(s) over the last 30 days. Cli
originated.

### BBB Accreditation

A BBB Accredited Business since 12/18/2007

with BBB

BBB has determined that The Fiscal Concierge, LLC meets BBB accreditation standards, which include a cc effort to resolve any consumer complaints. BBB Accredited Businesses pay a fee for accreditation review/r BBB services to the public.

BBB accreditation does not mean that the business' products or services have been evaluated or endorsec a determination as to the business' product quality or competency in performing services.

## Reason for Rating

BBB rating is based on 16 factors. Get the details about the factors considered.

Factors that *raised* the rating for The Fiscal Concierge, LLC include:

Length of time business has been operating.
No complaints filed with BBB.
BBB has sufficient background information on this business.

## Customer Complaints Summary

0 complaints closed with BBB in last 3 years | 0 closed in last 12 months

| Complaint Type | Total Closed Complaints |
|---|---|
| Advertising/Sales Issues | 0 |
| Billing/Collection Issues | 0 |
| Delivery Issues | 0 |
| Guarantee/Warranty Issues | 0 |
| Problems with Product/Service | 0 |
| **Total Closed Complaints** | 0 |

## Customer Reviews Summary

0 Customer Reviews on The Fiscal Concierge, LLC

| Customer Experience | Total Customer Reviews |
|---|---|
| Positive Experience | 0 |
| Neutral Experience | 0 |
| Negative Experience | 0 |
| **Total Customer Reviews** | **0** |

with BBB
Chat now

## Government Actions

BBB knows of no significant government actions involving The Fiscal Concierge, LLC.

What government actions does BBB report on?

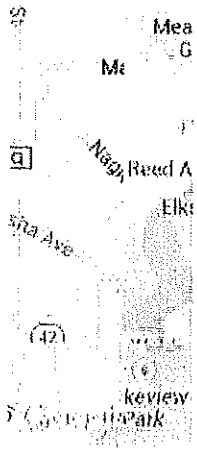
## Advertising Review

BBB has nothing to report concerning The Fiscal Concierge, LLC's advertising at this time.

What is BBB Advertising Review?

## Additional Information

BBB file opened: December 14, 2007
Business started: 07/03/2006 in WI
Business started locally: 07/03/2006
Business incorporated: 07/03/2006 in WI



### Type of Entity

Limited Liability Company (LLC)

### Business Management

Ms. Mary Jane Nickels, Owner
Mr. Christopher Nickels, Owner
Mr. Stephen Nickels, Owner
Ms. Sharry Ringmeier, Operations Manager
Ms. Andrea Roberts, Owner

### Contact Information

Principal: Ms. Mary Jane Nickels, Owner
Customer Contact: Ms. Sharry Ringmeier, Operations Manager

### Business Category

Bill Paying Service
Payroll Service
Payroll Services (NAICS: 541214)

© 2014 Better Business Bureau®, Inc. | #44159953

BBB serving Wisconsin

EXHIBIT
6

# State of Wisconsin
# Office of the Commissioner of Securities

**Tommy G. Thompson**
Governor

**Wesley L. Ringo**
Commissioner

**Daniel J. Eastman**
Deputy Commissioner

Mailing Address:
101 E. Wilson Street, Fourth Floor
Post Office Box 1768
Madison, WI 53701

| | |
|---|---|
| Information | (608) 266-3431 |
| Registration | (608) 266-1064 |
| Franchise | (608) 266-3364 |
| Licensing | (608) 266-3693 |
| Legal Services | (608) 266-8557 |
| Administration | (608) 266-3583 |

September 21, 1993

James A. Nickels
225 South Monroe Avenue
Green Bay, WI 54301

RECEIVED
SEP 27 1993
STATE OF WISCONSIN
OFFICE OF THE
COMMISSIONER OF SECURITIES

Re: James A. Nickels
File No. X-93003(L)

Dear Mr. Nickels:

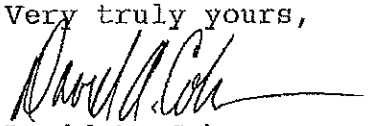
The staff recently completed an investigation of your securities agent activities in Wisconsin. This investigation was prompted by several complaints alleging, inter alia, churning and unauthorized trading activity in the accounts of Wisconsin customers.

Section 551.34(1)(g), Wis. Stats. allows the Commissioner to revoke or suspend a securities agent's license or censure the licensee for engaging in dishonest or unethical practices in the securities business. Section SEC 4.06(2), Wis. Admin. Code makes it a dishonest or unethical practice to induce trading in a customer's account which is excessive in size or frequency in view of the financial resources and character of the account and to execute a transaction on behalf of a customer without authority to do so.

The large number of complaints against you raises the staff's concern that, there may be communication problems between you and your clients. While the staff does not intend to recommend to the Commissioner that formal administrative action be taken against you, we have established an informational file on your activities. To that end, we expect you and your firm to file with this office copies of all complaints (except those that relate to purely administrative issues) made against you for the next two years. Your signature, as well as that of your branch manager, Thomas Guyette, at the bottom of this letter indicates your agreement to provide these documents.

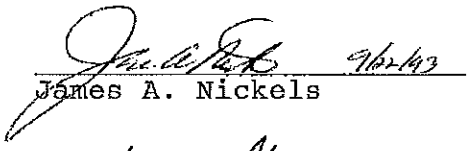
This is a warning letter and is not a reportable event on the Central Registration Depository System (CRD). The staff's position is not the result of a formal opinion or decision, rather it is a determination as to the best use of limited administrative resources. Any future violations of state securities laws can result in the staff recommending enforcement actions against you.

Very truly yours,



David A. Cohen
Staff Attorney
Legal Services Division

Reviewed and Accepted



James A. Nickels

Thomas Guyette

cc: Orestes J. Mihaly
Thomas Guyette

EXHIBIT
7-A

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

---

In the Matter of
JAMES A. NICKELS.

Respondent.

PETITION FOR ORDER

File No. S-97061(LX)

---

The staffs of the Department of Financial Institutions, Division of Securities, Licensing and Compliance Section and the Enforcement Unit have investigated this matter pursuant to sec. 551.56, Wis. Stats. and , as a result thereof, allege as follows:

1. James A. Nickels ("Nickels") is a licensed securities agent (CRD #347827) with a last known business address at 1701 Washington St., Manitowoc, WI 54220;

2. At all times material hereto, Nickels was employed by Merrill Lynch Pierce Fenner & Smith Inc. ("Merrill") as securities agents at the Merrill office located at 225 S. Monroe Avenue, Green Bay, WI;

3. On September 21, 1993, the Division's predecessor agency issued a warning letter to Nickels regarding customer allegations of excessive trading and unauthorized trading;

4. During at least 1994 through July 1996, Nickels induced trading in customers' accounts which was excessive in size or frequency in view of the financial resources and character of the account;

5. During at least 1994 through July 1996, Nickels executed transactions on behalf of customers in Wisconsin without authority to do so;

6. The actions of Nickels, as described in Paragraphs 4 and 5 above, are deemed by DFI-Sec. 4.06(2)(i), Wis. Admin. Code to be "dishonest or unethical business practices" or "taking unfair advantage of a customer" and provide a basis, pursuant to sec. 551.34(1)(g), Wis. Stats. for the censure of Nickels or the suspension or revocation of his securities agent license;

THEREFORE, the staffs of the Enforcement Unit and the Licensing & Compliance Section petition the Administrator for the issuance of the attached Orders.

DATED this 28 day of July, 1998.

Kenneth L. Hojnacki
Director
Licensing & Compliance Section

David A. Cohen
Supervising Attorney
Enforcement Unit

EXHIBIT
7-B

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

---

In the Matter of
JAMES A. NICKELS

Respondent.

WAIVER AND CONSENT
TO ORDER

File No. S-97061(LX)

---

The undersigned Respondent, having decided not to contest the issuance of the attached Order, and neither admitting nor denying the allegations contained in the staff's Petition for Order, hereby waives his right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 29 day of June, 1998.

JAMES A. NICKELS

State of Wisconsin
County of Manitowoc

Subscribed before me this
29th day of June, 1998.

Thomas A. Van Horn
Notary Public

My commission expires Is permanent.

EXHIBIT
7-C

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | ORDER OF CENSURE, PROHIBTION AND SUSPENSION OF SECURITIES AGENT LICENSE (CONSENT) |
| Respondent. | File No. S-97061(LX) |

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to secs. 551.34 and 551.63, Wis. Stats.,

IT IS ORDERED THAT:

a. Pursuant to sec. 551.34(1), Wis. Stats., James A. Nickels is censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by inducing trading in a customer's account that is excessive in size or frequency in view of the financial resources and character of the account.

b. Pursuant to sec. 551.34(1), Wis. Stats., James A. Nickels is censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by executing transactions on behalf of customers without authority to do so.

c. The securities agent license of James A. Nickels is hereby suspended for July 2-3, 1998.

EXECUTED at Madison, Wisconsin this 1st day of July, 1998.

(SEAL)

Randall E. Schumann
Legal Counsel for the Division
Division of Securities

NOTICE:

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities of the State of Wisconsin Department of Financial Institutions under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

EXHIBIT
8

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

| | | |
|---|---|---|
| IN THE MATTER OF: | JAMES A. NICKELS | FILE NO. 9800505 |

## CONSENT ORDER OF REVOCATION

TO THE RESPONDENT:

James A. Nickels
(CRD #347827)
807 Manistee Court
Manitowoc, Wisconsin 54229

c/o Paul Matecki
Senior Vice President-Corporation Counsel
Raymond James Financial Services
f/k/a Investment Management & Research, Inc.
880 Carillon Parkway
St. Petersburg, Florida 33716

WHEREAS, Respondent James A. Nickles on the 13th day of April, 1999 executed a certain Stipulation to Enter Consent Order of Revocation (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated January 21, 1999 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Revocation ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, while neither admitting nor denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.

2. That on July 1, 1998 the State of Wisconsin, Division of Securities, Department of Financial Institutions entered an Order of Censure, Prohibition and Suspension of Securities Agent License (Order) in File No. S-97061 (LX) which sanctioned the Respondent as follows:

   a. Pursuant to Sec. 551.34(1), Wis. Stats., the Respondent was censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by inducing trading in a customer's account that is excessive in size or frequency in view of the financial resources and character of the account.

   b. Pursuant to Sec. 551.34(1), Wis. Stats., the Respondent was censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by executing transactions on behalf of customers without authority to do so; and

   c. The securities agent license of the Respondent was suspended for July 2-3, 1998.

3. That the Order as referred to in the preceding paragraph found that:

   a. The Respondent is a licensed securities agent (CRD #347827) with a last known business address at 1701 Washington St., Manitowoc, WI 54220;

   b. At all times material hereto, The Respondent was employed by Merrill Lynch Pierce Fenner & Smith, Inc. ("Merrill") as a securities agent at the Merrill office located at 225 S. Monroe Avenue, Green Bay, WI;

   c. That on September 21, 1993, the Division's predecessor agency issued a warning letter to the Respondent regarding customer allegations of excessive trading and unauthorized trading

   d. During at least 1994 through July 1996, the Respondent induced trading in customer's accounts which was excessive in size or frequency in view of the financial resources and character of the account;

   e. During at least 1994 through July 1996, the Respondent executed transactions on behalf of customers in Wisconsin without authority to do so; and

f. The actions of the Respondent, as described in paragraphs d and e above, are deemed by DFI Sec. 4.06 (2) (I) Wis. Admin. Code to be "dishonest or unethical business practices" or "taking unfair advantage of a customer" and provide a basis, pursuant to Sec. 55.34 (1) (g), Wis. Stats. for the censure of the Respondent or the suspension or revocation of his securities agent license.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting nor denying, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(k) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that his registration as a salesperson in the State of Illinois shall be revoked.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. James A. Nickels' registration as a salesperson in the State of Illinois is hereby revoked.

2. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED This 14th day of April, 1999.

Jesse White TS

JESSE WHITE
Secretary of State
State of Illinois

EXHIBIT
9

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

---

In the Matter of
GREGORY A. ANDERSON,

Respondent.

PETITION FOR ORDER

File No. S-02002(EX)

---

The staff of the State of Wisconsin, Department of Financial Institutions, Division of Securities, Bureau of Registration & Enforcement, has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Blackwolf Holdings, LLC (hereinafter referred to as "Blackwolf") is upon information and belief a foreign business entity with a last known business address at 2525 Washington Street, Manitowoc, Wisconsin 54220;

2. Gerald J. "Jay" Stock (hereinafter referred to as "Stock") is an individual, who, upon information and belief, at all times material hereto, was an owner and controlling person of Blackwolf;

3. Stock has a date of birth of January 1, 1967, was previously licensed as a securities agent by the Division of Securities from 1993 to 1999, and has a CRD number of 2369601, and has a last known home at 851 Summit Street, Manitowoc, Wisconsin 54220;

4. Kevin W. Lynds (hereinafter referred to as "Lynds") is an individual, who, upon information and belief, at all times material hereto, was an owner and controlling person of Blackwolf;

5. Lynds has a date of birth of August 14, 1957, a CRD number of 1744609, and was licensed as a securities agent from 1988 to 1999 in Texas, and has a last known home address at 2036 Peachtree Lane, Wichita Falls, Texas 76308;

6. Gregory A. Anderson, (hereinafter referred to as "Anderson"), is an individual, who, upon information and belief, at all times material hereto, was a certified public accountant, with a last known business address of 429 N. 9th Street, Manitowoc, Wisconsin 54220-4092;

7. Upon information and belief, during the period of 2000, Stock and Lynds, on behalf of Blackwolf, offered and sold to persons in Wisconsin interests in so-called "High Yield Trading Programs" of Blackwolf, one named Intercoastal Group LLC and one named Intercoastal Group II LLC (hereinafter referred to as "the Programs");

8. According to information provided by Anderson to staff of the Division of Securities, Anderson received payments from Blackwolf when persons in Wisconsin that he referred to Stock invested in the Programs;

9. According to copies of documents of the Programs, provided to a person in Wisconsin who invested in the Programs, entitled "Operating Agreement," "...The business affairs of the Company shall be managed by ...Blackwolf ...;"

10. Upon information and belief, investors can play a passive role in the programs with no duties and responsibilities;

11. Each investor will not be involved in the day-to-day management of the programs, since there is a manager who has "sole and exclusive power and discretion of management and control;"

12. Since the investors will be involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the investments in the Programs offered by the respondents are investment contracts as defined by section DFI-Sec. 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by sec. 551.02(13), Wis. Stats.;

13. The investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.;

14. Anderson has violated sec. 551.21(1), Wis. Stats., by offering and selling unregistered securities in Wisconsin;

15. In connection with the offers and sales of the securities described above, Anderson transacted business in Wisconsin as an "agent" for Blackwolf, Stock and Lynds, as that term is defined by sec. 551.02(2), Wis. Stats.;

16. At no time has Anderson been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.;

17. Anderson has violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as a securities agent without a license;

18. The Staff of the Division of Securities sent an inquiry letter to Anderson dated May 10, 2002, for information and documents concerning his securities-related transactions with persons in Wisconsin, but to date has received no response; and

19. The Division of Securities issued administrative orders against Blackwolf, Stock and Lynds on March 11, 2002.

Therefore, the staff of the Bureau of Registration & Enforcement petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Mark E. Dorman 8-14-02
Mark E. Dorman Date
Examiner

David A. Cohen 8/16/02
David A. Cohen Date
Supervising Attorney

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

---

| | |
|---|---|
| In the Matter of<br>GREGORY A. ANDERSON, | ORDER OF PROHIBITION<br>(CONSENT) |
| Respondent. | File No. S-00262(EX) |

---

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

a. Gregory A. Anderson, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.

b. Gregory A. Anderson is prohibited from transacting business as a securities agent in Wisconsin unless licensed under Ch. 551, Wis.Stats., or successor statute, or excepted from the licensing requirement.

c. Gregory A. Anderson shall resolve his civil liability under sec. 551.59, Wis. Stats., resulting from the unlawful sales of securities described in the Petition for Order prior to filing an application for a securities agent license in Wisconsin.

EXECUTED at Madison, Wisconsin, this 19th day of August, 2002.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

---

| | |
|---|---|
| In the Matter of<br>GREGORY A. ANDERSON,<br><br>Respondent. | WAIVER AND CONSENT<br>TO ORDER<br><br>File No. S-02002 (EX) |

---

The undersigned Respondent, having decided not to contest the issuance of the attached Order in the above-referenced matter, hereby waives his right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 12TH day of AUGUST, 2002.

GREGORY A. ANDERSON

State of Wisconsin )
County of Manitowoc )

Subscribed before me this

12th day of August, 2002.

Mary M. Krajnik
Notary Public

My commission expires 12/8/02

EXHIBIT

B

RECEIVED
NOV 28 2016
Wisconsin Dept of
Financial Institutions

NOVEMBER 21,2016

LESLIE M. VAN BUSKIRK

ADMINISTRATOR—DIVISION OF SECURITIES

STATE OF WISCONSIN

DEPARTMENT OF FINANCIAL INSTITUTIONS

201 WEST WASHINGTON AVENUE....SUITE 300

MADISON,WISCONSIN 53703

RE: DFI FILE #S-231331(EX)

DEAR LESLIE-------

I AM FORMALLY APPEALING THE ORDER WHICH NAMED ME AS A CO-RESPONSIBLE PARTY FOR ALL OUTSTANDING NOTES ISSUED AND STILL OWED BY FISCAL CONCIERGE LLC.

THE VAST MAJORITY OF NOTE HOLDERS I HAVE NEVER MET IN MY LIFE,AND THE MAJORITY OF NOTES ISSUED BY THE COMPANY TOOK PLACE PRIOR TO EARLY 2014(WHICH IS THE FIRST TIME I BECAME REAQUAINTED WITH THIS BUSINESS....AND EVEN BECAME A NOTEHOLDER MYSELF)

MY OLD CPA FIRM(IHLENFELD,SKATRUD AND ANDERSON,CPA'S) WAS THE ORIGINAL FIRM WHO HELPED THE COMPANY WITH YEAR END BOOKS / PREPARING ANNUAL TAX RETURNS FOR THE INITIAL YEAR OF BUSINESS OPERATIONS . THE BUSINESS THEN DECIDED TO WORK WITH ANOTHER CPA FIRM (HAWKINS,ASH ,BAPTIE CPA'S) FOR THE SUBSEQUENT YEARS... WHICH WAS A TIME PERIOD ( THRU EARLY 2014) DURING WHICH MOST OF THE NOTES WERE ISSUED

. THUS I WAS NOT DIRECTLY, OR INDIRECTLY INVOLVED IN ANY OF THE BUSINESS TRANSACTIONS TAKING PLACE DURING THESE YEARS.....AND THEREFORE AM NOT RESPONSIBLE FOR ANY OF THESE TRANSACTIONS.

ISA,CPAS' WAS LATER REHIRED( IN EARLY 2014) TO DO ANNUAL ACCOUNTING/TAX WORK FOR THE BUSINESS... BUT BY THAT TIME I WAS NO LONGER AN OWNER / EMPLOYEE OF THE FIRM

( I WAS MERELY A CONTACT TO GATHER NECESSARY INFO NEEDED BY THE ISA STAFF MEMBERS TO DO THE WORK REQUIRED) ....AND ANY SUBSEQUENT PAYMENTS FORSUCH WORK WENT DIRECTLY TO ISA....NEVER TO MYSELF INDIVIDUALLY.

NEITHER I(NOR ISA)DID ANY ONGOING BOOKWORK DURING THE YEAR FOR THE COMPANY ....AND LIKE MANY CLIENTS, WERE NEVER EVEN AWARE OF CURRENT YEAR FINANCIAL RESULTS UNTIL LONG AFTER A YEAR ENDED –WHEN THE BOOKS AND FINANCIALS WERE EVENTUALLY MADE AVAILABLE TO REVIEW .

MY UNDERSTANDING ON THE SHORT TERM NOTES ALL ALONG WAS THAT THESE WERE IN COMPLIANCE FROM THE GET-GO WITH ANY MANDATED STATE REG ISITRATION( OR ELSE THEY QUALIFIED FOR AN EXCLUSION)..ALL PER COMMENTS BY THE COMPANY OWNERS,MANAGEMENT,AND THEIR OWN LEGAL ADVISORS.

IT ALSO WAS MY UNDERSTANDING THAT ADDITIONAL FUNDS RAISED WOULD BE USED FOR ONGOING WORKING CAPITAL NEEDS-- PLUS FOR FUTURE GROWTH INTO NEW MARKETS IN THE COMPANY QUEST TO OBTAIN ADDITIONAL CUSTOMERS .

ANY INDIVIDUALS WHO EVENTUALLY DECIDED TO LOAN MONEY TO THE COMPANY WAS AN ACTION THAT THEY DECIDED TO DO ON PURELY THEIR OWN ---AND ONLY AFTER THEY MET WITH COMPANY MANAGEMENT –(INCLUDING ANY DECISIONS ON AMOUNTS)-- AND WAS DONE TOTALLY OUTSIDE OF MY PRESENCE OR INVOLVEMENT.

I NEVER HANDED OUT ANY WRITTEN MATERIALS(MARKETING/FINANCIAL,ETC) TO PEOPLE WHO EXPRESSED ANY KIND OF INTEREST LEVEL IN THE BUSINESS NOTES,NOR DID A EVER RECEIVE A SINGLE DOLLAR OF FINANCIAL RENUMERATION FROM ANY PARTY.

MY ROLE...AS IT HAS BEEN DAILY FOR OVER 35 YEARS IN MY STELLAR PROFESSIONAL CAREER...WAS TO GIVE PEOPLE ANSWERS TO QUESTIONS, OFFER NEW IDEAS FOR THEM TO CONSIDER, PROVIDE FEEDBACK AND OPINIONS ON THEIR ISSUES AT HAND,ANDALSO PROVIDE THEM CONTACT NAMES/NUMBERS TO PURSUE ON THEIR OWN( IF THEY STILL HAD AN INTEREST TO LEARN MORE)...

THE RESPONSIBILITY FOR ANY OF THEIR FUTURE ACTIONS/LACK OF ACTIONS WOULD ULTIMATELY FALL UPON THEIR SHOULDERS .

I ALSO WILL APPEAL THE STERN CIVIL PENALTY AMOUNT BEING PROPOSED TO PAY....AS ALL COMMENTS AND CONCLUSIONS NOW MADE BY YOUR DEPARTMENT REVOLVE AROUND THE" BASIC PREMISE" THAT I SOMEHOW KNEW ALL ALONG THAT THESE SHORT TERM NOTES WERE NOT IN COMPLIANCE WITH STATE RULES..... WHEN IN REALITY, IF I WOULD HAVE BEEN AWARE OF THIS FACT,I FOR SURE WOULD NEVER HAVE PASSED ALONG INFO TO PEOPLE WHO EVEN HAD A GLIMMER OF INTEREST ..PLUS I MYSELF WOULD NEVER HAVE BECOME A 25K NOTEHOLDER !!

I APOLOGIZE FOR THE LATE REPLY ON THIS MATTER,BUT TO BE HONEST I HAVE BEEN DEALING WITH A MAJOR FAMILY HEALTH ISSUE(MY WIFE)ON ALMOST A DAILY BASIS FOR THE PAST TWO MONTHS---AND THUS HAVE BEEN SPENDING A LOT OF TIME OUT OF THE AREA/OUT OF THE STATE FOR TREATMENTS AND DOCTOR APPOINTMENTS.

I APPRECIATE YOUR UNDERSTANDING IN THIS MATTER,AND SURELY HOPE THAT MY APPEAL WILL BE SERIOUSLY CONSIDERED TO REVISE ANY FUTURE DEPARTMENT ORDER ON THIS MATTER.

SINCERELY

GREG ANDERSON,CPA

G. Anderson
429 N. 9TH ST
Manitowoc Wis
54220

CERTIFIED MAIL

7016 1370 0002 1993 7671

UNITED STATES POSTAL SERVICE

1000

53703

U.S. POSTAGE
PAID
OCONTO, WI
54153
NOV 23, 16
AMOUNT
$3.77
R2305K139435-14

RECEIVED
NOV 28 2016
STATE OF WISCONSIN
DIVISION OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

State of Wisconsin
Division of Securities
Dept of Financial Institutions
201 West Washington Avenue
Suite 300
Madison Wis 53703

EXHIBIT
C

# State of Wisconsin

*Department of Financial Institutions*

Scott Walker, **Governor** | Lon E. Roberts, **Secretary**

December 9, 2016

Gregory A. Anderson
429 North 9th Street
Manitowoc, Wisconsin 54220

Re: The Fiscal Concierge, et al.
DFI Case No. S-231331(EX)

Dear Mr. Anderson:

The Division of Securities ("Division") received your "formal appeal" on November 28, 2016. The Division's legal staff have reviewed the correspondence and determined that your request for hearing must be denied.

As described in the summary and proposed orders issued in DFI Case No. S-231331 (EX) on October 24, 2016, the date of service of the order is the date that it is placed in the mail, pursuant to Wis. Stat. § 891.46. A party subject to an order must request a hearing within 30 days after the date of service, pursuant to Wis. Stat. § 551.604(2). Where no timely request is made, the order, including the imposition of a civil penalty or requirement for repayment of restitution and interest sought in the statement in the order, becomes final as to that person by operation of law.

Furthermore, the order advised you that § DFI Sec. 8.01, Wis. Admin. Code requires every request for a hearing to be in the form of a petition filed with the Division, the filing date being the date that the petition is received by the Division, per Wis. Stat. § 551.102(8).

Unfortunately, the above referenced statutes and rules do not provide any exemption for late filings or the discretion to waive the filing deadline. Your request for hearing was received after the 30 day period had expired. Therefore, your request for hearing is denied.

A final order in the above-referenced matter has been issued and is attached.

Sincerely,

s/

Leslie M. Van Buskirk
Administrator

*Division of Securities*
Mail: PO Box 1768 Madison, WI 53701-1768 Courier: 201 W. Washington Ave. Suite 300, Madison, WI 53703
Voice: (608) 266-1064 Fax: (608) 264-7979 Internet: www.wdfi.org

EXHIBIT
D

**BEFORE THE**
**STATE OF WISCONSIN**
**DEPARTMENT OF FINANCIAL INSTITUTIONS**
**DIVISION OF SECURITIES**

| | |
|---|---|
| In the Matter of | FINAL ORDER |
| THE FISCAL CONCIERGE, LLC,<br>THE FISCON MANAGER, INC.,<br>JAMES A. NICKELS, and<br>GREGORY A. ANDERSON | DFI Case No. S-231331 (EX) |
| Respondents. | |

**I.**

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division") issued summary and proposed orders on October 24, 2016, against the Respondents, individually, jointly, and severally captioned:

"Summary Order to Cease and Desist Including Restitution and Civil Penalties" (the "October 24, 2016 Order," attached and incorporated by reference herein).

The Administrator, having received no timely petition for hearing from Respondents within 30 days after the date of service, deems it necessary and appropriate in the public interest and for the protection of investors, pursuant to its legal authority and jurisdiction under Wis. Stat. Ch. 227 ("Ch. 227"), Wis. Stat. Ch. 551 ("Ch. 551"), and Wis. Admin. Code Ch. DFI-Sec, to issue the following final orders and notices:

**II.**

**A. Adoption of findings of fact and conclusions of law.**

1. IT IS ORDERED that the October 24, 2016 order's statements of fact identifying Respondents in ¶¶ 1-4 and describing the Respondents' conduct in ¶¶ 1-46, and the order's conclusions of law in ¶¶ 47-67 are adopted as the findings of fact and conclusions of the law of the Administrator in this final order, pursuant to Wis. Stat. §§ 227.47(1) and 551.604(3).

**B. Addition of findings of fact and conclusions of law since October 24, 2016.**

2. IT IS FURTHER ORDERED that the following findings of fact and conclusions of law are adopted in this final order, pursuant to Wis. Stat. §§ 227.47(1) and 551.604(3):

   a. Findings of fact.

i. The October 24, 2016 Order was sent to all Respondents via certified mail on October 24, 2016, and all Respondents received it on October 26, 2016.

ii. The October 24, 2016 Order gave notice that any request for hearing would need to be filed with the Division within 30 days of the date of service, and provided further notice that the date of service was the date on which the October 24, 2016 Order was placed in the mail. As a result, the petition for hearing filing deadline for each Respondent was November 23, 2016.

iii. Respondents Nickels, Fiscal Concierge, and Fiscon Manager did not file any petition for hearing before or after November 23, 2016. On November 28, 2016, the Division received correspondence from Respondent Anderson requesting a "formal appeal" of the October 24, 2016 Order.

iv. On December 7, 2016, the Administrator denied Respondent Anderson's request for a formal appeal for being untimely.

b. Conclusions of law.

i. Pursuant to Wis. Stat. §§ 551.604(2), 891.46, 551.102(8) and § DFI-Sec 8.01, Wis. Admin. Code, in order for any or all of the Respondents to have received a hearing, a petition for hearing was required to have been filed with the Administrator by no later than November 23, 2016. After November 23, 2016, the Administrator was without jurisdiction to grant a hearing on the matter.

**C. Final Orders.**

3. IT IS FURTHER ORDERED that the October 24, 2016 summary order paragraph (a.) ordering Respondents to cease and desist from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until all such securities qualify as covered securities or are registered under Ch. 551 or successor statute pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(22), is final by operation of law, pursuant to Wis. Stat. §551.604(2).

4. IT IS FURTHER ORDERED that the October 24, 2016 summary order paragraph (b.) ordering the revocation of all exemptions from registration set forth in Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by Respondents, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any of the Respondents, pursuant to Wis. Stat. §§ 551.604(1)(b) and 551.604(2), is final by operation of law, pursuant to Wis. Stat. § 551.604(2).

5. IT IS FURTHER ORDERED that the October 24, 2016 summary order paragraph (c.) prohibiting Respondents from violating Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by any of the Respondents pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2), is final by operation of law, pursuant to Wis. Stat. § 551.604(2).

6. IT IS FURTHER ORDERED that the October 24, 2016 proposed order paragraph (a.) ordering Respondents jointly and severally liable for paying restitution to each Wisconsin resident who purchased a promissory note issued by Fiscal Concierge and/or Nickels, less

any principal repaid to the investor prior to the issuance of the October 24, 2016 order pursuant to Wis. Stat. § 551.604(4m), is final by operation of law, pursuant to Wis. Stat. § 551.604(2). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division no later than 30 calendar days from the issuance of this Order for distribution to the Wisconsin residents who purchased a promissory note issued by Fiscal Concierge and/or Nickels, as set forth in the October 24, 2016 Order's statement of facts ¶ 3, Exhibit 2.

7. IT IS FURTHER ORDERED that the October 24, 2016 proposed order paragraph (b.) imposing an administrative assessment against Nickels in the amount of $50,000 for the many violations committed against Wisconsin investors, at least ten (10) of whom were at least sixty-five (65) years of age when the violations occurred pursuant to Wis. Stat. § 551.604(4) is final by operation of law, pursuant to Wis. Stat. § 551.604(2). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division separately from the restitution ordered in Item 6, and no later than 30 calendar days from the issuance of this Order.

8. IT IS FURTHER ORDERED that the October 24, 2016 proposed order imposing an administrative assessment totaling $25,000 against Anderson for the many violations committed against Wisconsin investors pursuant to Wis. Stat. 551.604(4) is final by operation of law, pursuant to Wis. Stat. 551.604(2). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division separately from the restitution ordered in Item 6, and no later than 30 calendar days from the issuance of this Order.

9. IT IS FURTHER ORDERED that the October 24, 2016 proposed order paragraph (d.) prohibiting Respondents from becoming registered in any capacity under Ch. 551 or successor statute that might otherwise apply before satisfying their civil liabilities under Wis. Stat. §§ 551.604(4) and (4m) and 551.609 is final by operation of law, pursuant to Wis. Stat. § 551.604(2).

**D. Service of order.**

10. IT IS FURTHER ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec 8.06.

11. PLEASE TAKE NOTICE that the date of the service of this order is the date it is placed in the mail. You are advised that any willful violation of an Order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

**E. Notice of civil contempt and penalty for non-compliance with order.**

12. PLEASE TAKE FURTHER NOTICE that if a person does not comply with an order, the Administrator may petition a court of competent jurisdiction to enforce the order, pursuant to Wis. Stat. § 551.604(7). The court may not require the Administrator to post bond in an action or proceeding under this section. If the court finds, after service and opportunity for hearing, that the person was not in compliance with the order, the court may adjudge the person in civil contempt of the order. The court may impose a further civil penalty against the person for contempt in an amount not less than $5,000 but not

greater than $100,000 for each violation and may grant any other relief the court determines is just and proper in the circumstances.

**F. Notice of petition for rehearing and judicial review rights.**

13. PLEASE TAKE FURTHER NOTICE that any of the parties have the right to petition for rehearing and judicial review of adverse decisions, pursuant to Wis. Stat. § 227.48. A final order issued by the Administrator under Ch. 551 is subject to judicial review in accordance with Ch. 227, but administrative enforcement orders entered without hearing may be reviewed only if the party seeking review has requested a hearing within the time provided by Wis. Stat. § 551.604(2), pursuant to Wis. Stat. § 551.609.

**G. Notice of right to petition for rehearing.**

14. PLEASE TAKE FURTHER NOTICE that a person aggrieved by this order has a right to petition the Administrator for rehearing within 20 days of mailing this decision, pursuant to Wis. Stat. § 227.49. The petition for rehearing must be filed with the Administrator and served on the parties. An appeal of this order may also be taken directly to circuit court through the filing of a petition for judicial review. It is not necessary to first petition for rehearing. If this order is denying rehearing, a person aggrieved who wishes to appeal must seek judicial review rather than rehearing. A second petition for rehearing is not permitted.

**H. Notice of right to petition for judicial review and identification of the party to be named as respondent.**

15. PLEASE TAKE FURTHER NOTICE that a person aggrieved by this order has a right to petition for judicial review, pursuant to Wis. Stat. § 227.53. The petition must be filed in circuit court and served upon the Administrator within 30 days of mailing this order if there has been no petition for rehearing. If a timely petition for rehearing has been filed, the petition for judicial review must be filed within 30 days of mailing the order finally disposing of the petition for rehearing, or within 30 days after the final disposition of the petition for rehearing by operation of law pursuant to Wis. Stat. § 227.49(5), whichever is sooner. If an untimely petition for rehearing is filed, the 30 day period to petition for judicial review commences the date the Administrator mailed its original order. The Administrator must be named as respondent in the petition for judicial review.

**I. Notice of names and address of the parties to the proceeding for purposes of judicial review.**

12. PLEASE TAKE FURTHER NOTICE that the names and addresses of the parties to the proceeding for purposes of judicial review, pursuant to Wis. Stat. § 227.47(1) are as follows:

James A. Nickels,
The Fiscal Concierge, LLC, and
The Fiscon Manager, Inc.
980 Maritime Drive, Suite 6

Manitowoc, Wisconsin 54220

Gregory A. Anderson
429 North 9th Street
Manitowoc, Wisconsin 54220

State of Wisconsin
Department of Financial Institutions
Division of Securities, Administrator
201 West Washington Ave, Suite 500
Madison, Wisconsin 53703

EXECUTED at Madison, Wisconsin, this 9th day of December, 2016.

(SEAL)

Leslie M. Van Buskirk
Administrator
Division of Securities

State of Wisconsin
Department of Financial Institutions
201 West Washington Avenue, Suite 300
Madison, Wisconsin 53703

# State of Wisconsin

*Department of Financial Institutions*

Scott Walker, **Governor** | Lon E. Roberts, **Secretary**

AFFIDAVIT OF SERVICE

STATE OF WISCONSIN )
) ss.
COUNTY OF DANE )

I, CHERYL CASAS, first being duly sworn, depose and state:

1. I am employed as a state civil service employee with the State of Wisconsin, Department of Financial Institutions, Division of Securities.

2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be deposited in the U.S. mail: (1) the Administrator's order (attached); and (2) a copy of this Affidavit of Service, to be served by certified mail upon the subject of the order at the subject's last known address; and I have also caused to be served copies of those same documents upon the Administrator for the Division of Securities, pursuant to Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Cheryl Casas
CHERYL CASAS

State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me

This 9 day of December, 2016.

Lindsay Fedler (Notary Seal)

Lindsay Fedler
Notary Public, State of Wisconsin

LINDSAY FEDLER NOTARY PUBLIC STATE OF WISCONSIN

My commission is permanent.

**BEFORE THE**
**STATE OF WISCONSIN**
**DEPARTMENT OF FINANCIAL INSTITUTIONS**
**DIVISION OF SECURITIES**

---

| | |
|---|---|
| **In the Matter of** | **SUMMARY ORDER TO CEASE AND DESIST INCLUDING RESTITUTION AND CIVIL PENALTIES** |
| **THE FISCAL CONCIERGE, LLC, THE FISCON MANAGER, INC., JAMES A. NICKELS, and GREGORY A. ANDERSON,** | |
| **Respondents.** | **DFI File No. S- 231331(EX)** |

---

I.

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division"), having legal authority and jurisdiction to administer and enforce the Wisconsin Uniform Securities Law, Wis. Stats. Ch. 551 ("Ch. 551") and Wis. Admin. Code Ch. DFI-Sec, deems it necessary and appropriate in the public interest and for the protection of investors, to issue the following:

II.

Division staff have presented evidence sufficient for the Administrator to make the following findings of fact and conclusions of law:

**A. Statements of Fact**

**Respondents**

1. James A. Nickels ("Nickels") (CRD # 347827) is an adult male resident of Wisconsin with a last known business address of 980 Maritime Drive, Suite 6, Manitowoc, Wisconsin 54220.

2. The Fiscal Concierge, LLC is a limited liability company organized in the State of Wisconsin on July 3, 2006. Fiscal Concierge has a last known business address of 980 Maritime Drive, Suite 6, Manitowoc, Wisconsin 54220. Nickels is the registered agent of The Fiscal Concierge, LLC.

3. The managing member of The Fiscal Concierge, LLC is The Fiscon Manager, Inc., a corporation incorporated in the State of Wisconsin on June 24, 2009 with a last known business of address of 980 Maritime Drive, Suite 6, Manitowoc, Wisconsin 54220. At all times material, The Fiscon Manager, Inc., has been solely owned and controlled by Nickels. The Fiscal Concierge, LLC and the Fiscon Manager Inc. will be referred to collectively herein as "Fiscal Concierge."

4. Gregory A. Anderson, CPA, CFP ("Anderson") is an adult male resident of Wisconsin with a last known business address of 429 N. 9th St., Manitowoc, Wisconsin 54220. Anderson has been an accountant with Ihlenfeld, Skatrud & Anderson, Inc. ("ISA"), a Wisconsin corporation, since 1977.

**Conduct**

**Fiscal Concierge and Nickels**

1. Fiscal Concierge was organized shortly after the Division instituted revocation proceedings on Nickels' registration as a broker-dealer agent in June 2006. The proceedings ultimately resulted in a consent order based on an agreement and undertaking between the Division and Nickels on December 27, 2006. Pursuant to the agreement, Nickels was suspended for ninety (90) days and agreed not to re-enter the securities business as a securities agent, broker-dealer, investment adviser, investment adviser representative, or in any other substantially similar capacity in the State of Wisconsin. A copy of the petition for order, consent order, waiver and undertaking and agreement is attached hereto and incorporated by reference herein as Exhibit 1 A-C.

2. Fiscal Concierge marketed itself as a bill pay service provider, which would use access to a customer's checking account to make timely payments of any bills the customer contracted Fiscal Concierge to handle. Fiscal Concierge charged its customers between $20-60 per month for its bill payment services. Since its inception, Fiscal Concierge never had more than forty-four (44) bill pay customers.[1]

3. From May 1, 2007 through June 2016, Nickels and Fiscal Concierge offered and sold promissory notes totaling approximately $4 million to at least thirty-five (35) Wisconsin residents and at least one (1) Illinois resident and one (1) Michigan resident.[2] None of the promissory notes issued by Fiscal Concierge were registered with the Division. A summary of the investment transactions for each investor is attached hereto and incorporated by reference herein as Exhibit 2.

4. The promissory note terms promised investors annual returns, paid in monthly installments, of at least eight percent (8%) for the duration of one (1) year. The notes

[1] There was one bill pay customer who was also a holder of promissory notes issued by Fiscal Concierge and received these services free of charge. He is referenced in ¶¶ 7-8 and in Exhibit 2 as Deceased Investor 1.

[2] During the time that promissory notes were being issued by Fiscal Concierge to investors, Nickels and the company also tried to raise capital through a private placement offering in June 2009. The private placement memorandum to raise an additional $3,000,000 for Fiscal Concierge did not identify or disclose any of Nickels' previous settlements, arbitration, or revocations, and only disclosed the most recent suspension of Nickels' securities registrations by the Division in 2007, omitting the previous suspension in Wisconsin in 1998. Nickels minimized the 2007 suspension and agreement not to apply for renewal or any further registrations with the Division, stating only that he "decided not to contest the staff allegations and consented to the issuance of the suspension order to put the matter behind him." The private place offering for Fiscal Concierge failed to sell any units.

could be renewed annually at the investor's discretion. A copy of a template of the promissory note document that was given to and executed with each investor is attached hereto and incorporated by reference herein as Exhibit 3.

5. Nickels provided some investors with a one (1) page marketing piece ("Marketing Piece") informing them of the details of Fiscal Concierge's promissory note terms. The Marketing Piece represented that Fiscal Concierge had never missed an interest or principal payment to any note holder. The Marketing Piece did not disclose any of the investment risks to promissory note holders in Fiscal Concierge. A copy of the Marketing Piece is attached hereto and incorporated by reference herein as Exhibit 4.

6. Nickels continued to distribute the Marketing Piece to solicit investors for Fiscal Concierge after October 21, 2013, when he missed his first interest payment to a note holder.[3] Nickels began to miss several more interest payments to investors beginning in February 2014.

7. In August 2014, the estate of Deceased Investor 1 notified Nickels that the promissory note held by Deceased Investor, which would mature on January 31, 2015, would not be renewed and would need to be paid out to settle the estate. Despite approximately six (6) months' notice, Nickels was unable to repay the note to the estate when it came due, but still continued to distribute the Marketing Piece after January 31, 2015.

8. Nickels continued to distribute Exhibit 4 after Deceased Investor 1's estate filed a lawsuit on March 27, 2015 against Nickels for failure to make payment.[4] The marketing piece was never revised to disclose the pending lawsuit against Nickels.

9. As of the date of this order, at least thirty-one (31) Wisconsin investors (including deceased investors' estates) who currently hold promissory notes issued by Fiscal Concierge have not received timely interest payments since May 2016.

10. In addition to the misrepresentations made in the Marketing Piece, Nickels distributed a Marketing Packet which described Fiscal Concierge as a small business that had successfully faced down its challenges to market its "proprietary software," represented that Fiscal Concierge had little competition for its services, and that it was poised to become "recognized as a national leader in bill paying." The Marketing Packet also misrepresented to investors that Fiscal Concierge was "bonded" when in fact it was not. Nowhere in the Marketing Packet was Nickels' disciplinary history, settlements, or

---

[3] The noteholder was Nickels mother, who subsequently passed away in April 2015. She is referenced in Exhibit 2 as "Deceased Investor 2". After her death, Nickels ceased making any interest payments to her estate, and refused to repay the principal due when the note matured and was not renewed by her estate. There is approximately $162,700 owed to the estate by Nickels and the Fiscal Concierge before it can be settled. See *In the Estate of Audrey M. Nickels*, No. 2015-PR-000105 (Wis. Cir. Ct. Manitowoc Cty. filed June 15, 2015).

[4] See *Estate of Gordon R. Zoerb vs. The Fiscal Concierge, LLC et al.* No. 2015-CV-000098 (Wis. Cir. Ct. Manitowoc Cty. filed Mar 27, 2015).

pending litigation disclosure. A copy of the Marketing Packet is attached hereto and incorporated by reference herein as Exhibit 5.

11. At no time did Nickels disclose to at least thirteen (13) investors, as set forth below, the undertaking and agreement between Nickels and the Division set forth in Exhibit 1, or any of the following regulatory actions taken against him by the Division and the State of Illinois' Securities Department:

    a. A Warning Letter issued by the Division on September 21, 1993 following customer allegations of excessive and unauthorized trading in customer accounts. A copy of the warning letter is attached hereto and incorporated by reference herein as Exhibit 6;
    b. The suspension of Nickels' securities licenses for two (2) days by the Division in July 1998 for excessive and unauthorized transactions in customer accounts. A copy of the order of the 1998 suspension is attached hereto and incorporated by reference herein as Exhibit 7 A-C;
    c. The revocation of Nickels' securities licenses by the State of Illinois' Securities Department in January 1999 as a result of the July 1998 suspension in Wisconsin. A copy of the Illinois revocation order is attached hereto and incorporated by reference herein as Exhibit 8.

12. At no time did Nickels disclose to at least thirteen (13) investors, as set forth below, that he was terminated as a broker-dealer agent from Raymond James Financial Services, Inc. (CRD# 6694) in May 2004 because the firm was uncomfortable supervising his trading activity.

13. At no time did Nickels disclose to at least thirteen (13) investors, as set forth below, that he had been involved in several arbitrations and settlements regarding his unauthorized trading of securities and unsuitable investment recommendations to clients, including:

    a. That his employer broker-dealer, Merrill Lynch, Fenner, Pierce & Smith Incorporated entered into seven (7) settlements totaling over $180,000 with Nickel's brokerage customers from September 1996 through December 1998 for Nickels' unauthorized trading of securities and/or unsuitable investments in customer accounts.
    b. That his employing broker-dealer at the time, Raymond James Financial Services, was ordered to pay $48,000 to a plaintiff customer in an 2001 arbitration regarding Nickels' involvement in unsuitable stock transactions in the customer's account.

14. In August 2016, a Wisconsin investor questioned Nickels about the disclosures on his BrokerCheck report from FINRA. Contrary to the facts set forth above, Nickels represented that he had not been financially responsible for paying any of the settlements except for a $4,000 insurance deductible, that his registration revocation in Illinois was

voluntary, and that he was under no further restrictions in Wisconsin following the conclusion of his ninety (90) day securities registration suspension.

15. In addition to the representations made in Exhibit 4 and 5, Nickels regularly communicated to investors and prospective investors that Fiscal Concierge was establishing key relationships and partnerships with other agencies and organizations within and outside Wisconsin which would offer the services of Fiscal Concierge to prospective clients and help expand the business. In fact, the agencies and organizations merely included Fiscal Concierge's name and contact information as a possible bill pay vendor on lists of service providers if a person inquired about the availability of such services.

16. When asked by Division staff, the agencies and organizations that Nickels claimed to be establishing relationships and partnerships with stated that Nickels did not disclose his disciplinary history, as set forth above, even though he heavily touted his extensive financial industry experience. When asked by Division staff, the agencies and organizations stated that they would not have agreed to include Fiscal Concierge's information as a potential bill pay vendor to inquiring persons if they had known about Nickel's disciplinary history.

17. Division staff analysis of Fiscal Concierge's bank records and business records show that the company has never been a profitable business at any time, and that Nickels and Fiscal Concierge have never been able to make principal or interest payments to earlier investors without an infusion of additional money from another investor or investors. Fiscal Concierge's average annual revenue for its bill pay service from 2010 to 2015 was about $7,774, yet its average annual expenses were in excess of $450,000. In addition to Fiscal Concierge's purported business expenditures, Nickels misappropriated over $700,000 of investor funds between 2011 and 2015 from Fiscal Concierge (averaging $170,000 annually) for his own personal use and expenses, including mortgage payments on his primary residence and car payments for himself and family members. See Table 1. All expenses, including Nickels' withdrawals for his personal use, were paid from the proceeds of the Fiscal Concierge promissory notes offered and sold by Nickels and his associates.

***Table 1: Fiscal Concierge's Income, Expenses, & Nickels' Personal Withdrawals***

| Year | Fiscal Concierge Total Income | Fiscal Concierge Total Expenses | Fiscal Concierge Net Income | Nickels' Withdrawals |
|---|---|---|---|---|
| 2010 | $3,378.18 | $387,871.24 | ($384,493.06) | n/a |
| 2011 | $4,961.65 | $430,749.17 | ($425,787.52) | $186,700 |
| 2012 | $8,111.69 | $457,846.49 | ($449,734.80) | $161,075 |
| 2013 | $10,952.30 | $490,227.52 | ($479,275.22) | $176,391 |
| 2014 | $9,019.41 | $431,322.94 | ($422,303.53) | $146,215 |
| 2015 | $10,218.15 | $583,144.31 | ($572,926.16) | $165,755 |

Fiscal Concierge Promissory Note Investors

18. The total principal invested by current Wisconsin investors between 2007 and 2016 is summarized below in Table 2. Investors 1-26 invested a collective total of over $3,700,000 in Fiscal Concierge promissory notes, of which over $3,600,000 is still currently invested. The note terms were the same as those set forth in Exhibit 3.

***Table 2: Summary of Wisconsin Investors Principal Investment***

| Investor | Total Investment | Total Currently Invested |
|---|---|---|
| 1 | $631,000.00 | $595,500.00 |
| 2 | $490,000.00 | $490,000.00 |
| 3 | $120,000.00 | $120,000.00 |
| 4 | $205,667.67 | $205,667.67 |
| 5 | $20,000.00 | $20,000.00 |
| 6 | $25,100.00 | $25,100.00 |
| 7 | $102,500.00 | $67,500.00 |
| 8 | $100,000.00 | $100,000.00 |
| 9 | $15,000.00 | $15,000.00 |
| 10 | $20,000.00 | $20,000.00 |
| 11 | $160,000.00 | $160,000.00 |
| 12 | $15,000.00 | $0.00 |
| 13 | $375,000.00 | $375,000.00 |
| 14 | $100,000.00 | $100,000.00 |
| 15 | $19,000.00 | $19,000.00 |
| 16 | $270,000.00 | $270,000.00 |
| 17 | $50,000.00 | $50,000.00 |
| 18 | $30,000.00 | $30,000.00 |
| 19 | $35,000.00 | $35,000.00 |
| 20 | $12,500.00 | $12,500.00 |
| 21 | $50,000.00 | $50,000.00 |
| 22 | $211,387.15 | $197,387.15 |
| 23 | $594,000.00 | $594,000.00 |
| 24 | $15,000.00 | $15,000.00 |
| 25 | $25,000.00 | $25,000.00 |
| 26 | $20,000.00 | $20,000.00 |

19. Nickels solicited several out-of-state investors and sold Fiscal Concierge promissory notes to at least one investor in Illinois and at least one investor in Michigan for a collective total of approximately $160,000, all of which is still invested. See summary Table 3 below. The note terms were the same as those set forth in Exhibit 3.

***Table 3: Out-of-State Investors' Principal Investments***

| Investor | Total Investment | Total Currently Invested |
|---|---|---|
| 27 (Illinois) | $150,000.00 | $150,000.00 |
| 28 (Michigan) | $10,000.00 | $10,000.00 |

20. Approximately seven (7) noteholders, who collectively invested more than $1,000,000, have passed away since 2007. All of the Deceased Investors were over sixty-five (65) years of age when they were offered and sold promissory notes issued by Fiscal Concierge. The promissory note terms for the investors were the same as those set forth in Exhibit 3. There is currently still over $500,000 owed to the Deceased Investors' estates, and two estates, Deceased Investor 1 and Deceased Investor 6, have filed lawsuits which are currently pending against Nickels and the Fiscal Concierge. The deceased investors' and their respective estates' investments are summarized below in Table 4.

***Table 4: Summary of Deceased Investors' Principal Investments***

| Investor | Total Investment | Total Currently Invested |
|---|---|---|
| Deceased Investor 1 | $425,000.00 | $190,000.00 |
| Deceased Investor 2 | $162,700.00 | $162,700.00 |
| Deceased Investor 3 | $45,000.00 | $0.00 |
| Deceased Investor 4 | $227,300.00 | $131,533.33 |
| Deceased Investor 5 | $82,000.00 | $0.00 |
| Deceased Investor 6 | $75,000.00 | $45,000.00 |
| Deceased Investor 7 | $26,500.00 | $17,500.00 |

21. Investor 1-5 were all prior brokerage customers of Nickels. Nickels was aware of each investor's financial condition and assets, and frequently solicited each of them for additional money after their initial purchase of a promissory note, representing that he would use the funds to initiate the next steps for growing the business of Fiscal Concierge.

22. Investors 1 and 2 are both adult male residents of Wisconsin born in January 1928 and September 1933 respectively. They had both been family friends of Nickels for over twenty-five (25) years.

23. Investors 3, 4, and 5 continued to receive investment advice from Nickels after his securities registrations had been terminated, in violation of the Division's 2006 order prohibiting him from acting in any capacity requiring registration in the securities industry. Specifically:

a. Nickels instructed Investor 3 to liquidate certain securities, and represented that the promissory notes would provide Investor 3 with a better rate of return than his existing portfolio. Relying on Nickel's investment advice, Investor 3 proceeded to liquidate certain stocks to invest in Fiscal Concierge promissory notes.
b. Nickels had sold Investor 4 and his mother, Deceased Investor 4, annuities while registered as a broker-dealer agent. Following his termination from Capital Financial, Nickels told Investor 4 and his mother that they should invest the money in promissory notes issued by Fiscal Concierge because it would produce a higher return. Following Nickel's investment advice, Investor 4 and Deceased Investor 4 proceeded to liquidate portions of their annuities to invest in Fiscal Concierge promissory notes.
c. Nickels advised Investor 5 to liquidate the securities held in a brokerage account opened with Nickels when he was registered, so that the money could be invested in Fiscal Concierge promissory notes.

24. Investors 6 and 7 are relatives of Nickels. Nickels solicited Investors 6 and 7 to invest in promissory notes issued by Fiscal Concierge, and represented to them that their investment funds would be used to grow Fiscal Concierge's business. After each of their initial investments, Nickels continued to solicit Investors 6 and 7 for more money, representing that the added funds would be used to initiate the next steps to grow Fiscal Concierge as a company. Investor 7 stated that there was discord between Nickels and other family members over the estate of Nickels' mother, Deceased Investor 2, following her death in April 2015. The family was having difficulty settling her estate because they were unable to get the principal or interest due from the notes issued by Fiscal Concierge. The estate is still owed approximately $162,700.[5]

25. Investor 8 met Nickels through Investor 7, whom she had been dating for approximately one year. Nickels brought up investing in promissory notes of Fiscal Concierge as an opportunity to receive a higher rate of return on her money than she would otherwise receive from a traditional financial institution. Nickels provided Investor 8 with Exhibit 3 and the Marketing Piece, and directed her to examine Fiscal Concierge's website.

26. Investor 9 was a family friend of Nickels, and was approached by Nickels about investing in promissory notes issued by Fiscal Concierge as a way to achieve a higher rate of return than he would receive at a traditional financial institution. Nickels represented that Investor 9's funds would be used to expand the business of Fiscal Concierge.

27. Investor 10 met Nickels at her church, where they were both ushers. Nickels provided her with the Marketing Piece, Marketing Packet and directed her to look at the Fiscal Concierge website. Nickels represented that her investment in promissory notes issued by Fiscal Concierge would be used to grow the business, and emphasized the higher rate of return she would receive through the notes compared to a traditional financial institution.

[5] See *In the Estate of Audrey M. Nickels*, No. 2015-PR-000105 (Wis. Cir. Ct. Manitowoc Cty. June 15, 2015).

28. Investor 11 was referred to Nickels by a local insurance agent in January 2015, when Investor 11 came to the agent's office for assistance and advice on his benefits under the Affordable Care Act. Nickels came to the agent's office to discuss Fiscal Concierge with Investor 11. Nickels represented Fiscal Concierge as quickly growing and successful company, which had never missed an interest or principal payment to a noteholder. In actuality, at that time the company had already missed several interest payments to investors and was unable to make principal repayments, as set forth above. Nickels told Investor 11 that if he invested enough, he could receive $1,000 per month in interest payments.

29. On January 28, 2015, Fiscal Concierge and Nickels issued a check to the insurance agent for approximately $11,200 as a commission for referring Investor 11, who invested approximately $160,000 in a Fiscal Concierge promissory note on January 25, 2015. At no time did Nickels disclosure to Investor 11 that his funds would be used to pay any commissions for soliciting investors.

30. The insurance agent also referred a married couple who were insurance clients to Nickels. The couple ultimately invested in promissory notes of Fiscal Concierge on May 1, 2015 for the total principal amount of approximately $100,000. Upon information and belief, the terms of the promissory note were the same as those set forth in Exhibit 3.[6] The insurance agent received commissions of approximately $7,000 and $2,450 respectively on May 6 and May 22, 2015. At no time did Nickels disclosure to Investor 11 that his funds would be used to pay any commissions for soliciting investors.

31. Investors 12 and 13 were accounting clients of Anderson, who solicited both of them to invest in promissory notes issued by Fiscal Concierge. Anderson suggested to Investors 12 and 13 that the notes would be a good investment because the prevailing interest rates at traditional financial institutions were low and the notes offered annual interest rates of eight percent (8%). After being introduced by Anderson, Nickels provided Investors 12 and 13 with documents about Fiscal Concierge and directed them to review the website he had created for the company. Nickels further represented that he would use the funds to grow the business of Fiscal Concierge.

32. Nickels told Investor 12 that he would pay him a cash finder's fee if he referred investors to promissory notes issued by Fiscal Concierge, but Investor 12 declined to make any referrals to Nickels. At the end of the note term, Investor 12 did not renew the note and Nickels had difficulty repaying the principal and interest due. It took approximately four (4) payments over the course of two (2) months to repay Investor 12.[7]

---

[6] The couple is referenced in Exhibit 2 as Investor 14.

[7] As summarized in Exhibit 2 under "Paid Investors", there were at least four (4) investors in addition to Investor 12, who invested in Fiscal Concierge promissory notes between August 2007 and February 2009 who ultimately chose not to renew and were repaid their principal in full or in installments. Investor 32 was actually an heir to Deceased Investor 5's estate, and approximately $27,000 in promissory notes were transferred to him in April 2014 and

33. In July 2016, Investor 13 informed Nickels that they would not be renewing the promissory notes, as they had in previous years, and would collect the principal and interest due at the maturity of the notes. Nickels told Investor 13 that he was unable to repay them according to the note terms without new investments from other investors.

34. At no time prior to the sale of each note did Nickels make any disclosures to Investors 1-13 about:

    a. The risks of the promissory notes;
    b. Past regulatory actions, arbitrations, and civil suits against him;
    c. The persistently poor financial condition of Fiscal Concierge;
    d. The previously missed interest and principal payments to other investors after October 21, 2013 and January 31, 2015 respectively;
    e. Investor funds being used to make Ponzi-like payments of interest and principal to other investors; and
    f. That Nickels retained over $700,000 of investor funds for his own personal use and expenses.

35. Upon information and belief, at no time prior to the sale of each note did Nickels make any disclosures to Investors 14-28 and Deceased Investors 1-7 about the material facts listed in ¶ 37, sub paragraphs (a)-(f).

**Gregory Anderson**

36. During 2006 and 2007, Nickels engaged Anderson for tax preparation and accounting services for Nickels personally and for the business of Fiscal Concierge. In 2008, Nickels switched to using another accounting firm, Hawkins Ash CPAs, LLP ("Hawkins Ash"). In early 2014, Nickels terminated his relationship with Hawkins Ash after two of its partners confronted Nickels about Fiscal Concierge's losses, the company's failure to generate any substantive revenue, and the risks to Fiscal Concierge's promissory note holders.

37. In early 2014, Nickels hired Anderson to perform ongoing accounting and tax preparation services for Nickels and Fiscal Concierge again through ISA.[8] Anderson has performed these services for tax years 2013 through the present. As the result of Anderson's accounting and tax preparation services for Nickels and Fiscal Concierge, he possessed

---

January 2015. He elected to receive the principal payments almost immediately afterwards on September 2014 and January 2015 respectively.

[8] Anderson was a partner at ISA until 2008. On January 1, 2009, he executed an independent contractor agreement to perform accounting services for ISA through Anderson Planning Group, Inc. ("APG, Inc.") Anderson was also the registered agent and control person of Anderson Planning Group, Inc. ("APG, Inc."), which was incorporated in Wisconsin on February 8, 1989. APG, Inc. was administratively dissolved on July 8, 2008.

detailed and intimate knowledge of the actual financial condition of both Nickels and Fiscal Concierge.

38. Anderson invested in two (2) notes for a total principal amount of approximately $25,000 between April 4, 2014 and January 18, 2016.[9] The promissory note terms were the same as those set forth in Exhibit 3. As Fiscal Concierge and Nickel's accountant, Anderson understood that he would only get the interest payments and principal due to him if others invested in the promissory notes of Fiscal Concierge.

39. In addition to interest payments and compensation for tax preparation and accounting services rendered to Nickels and Fiscal Concierge, Anderson also received compensation from Fiscal Concierge for promoting the company on his radio show, "Money Talks" on at least three (3) separate occasions.

40. Between early 2014 and the present, Anderson solicited at least twenty-seven (27) accounting clients of ISA to invest in promissory notes issued by Fiscal Concierge, including Investors 12 and 13.[10] Anderson promoted Fiscal Concierge to his ISA clients as a successful business that was "growing tremendously," on "the cusp" being bought out or taken public in one to two years, and that promissory notes were reliable investments that were not dependent on the "roller coaster values of the stock market" and would provide higher returns than they would receive at a traditional financial institution.

41. Nickels provided Anderson with copies of Exhibit 3, the Marketing Piece, and the Marketing Packet to use for talking points when soliciting prospective investors for promissory notes issued by Fiscal Concierge. In soliciting Fiscal Concierge investments, Anderson touted that the company had not missed any interest or principal payments to noteholders, and represented the company as being a safe investment with a short investment time frame to ISA clients to induce them to invest. As the accountant and tax preparer for Fiscal Concierge and Nickels personally, Anderson knew or should have known that these statements were false.

42. Previously, Anderson consented to an order issued against him by the Division on August 19, 2002 for similar conduct involving transacting business in Wisconsin as an unregistered agent for an issuer in violation of Wis. Stat. § 551.31(1), and for offering and selling unregistered securities in Wisconsin in violation of Wis. Stat. § 551.21(1). The order prohibited Anderson from transacting business as an agent, or offering or selling securities in Wisconsin, unless and until both he and the securities were registered

[9] Anderson is referenced in Exhibit 2's section titled "Associates of Nickels and Fiscal Concierge" as Investor 29. Anderson and Investor 30, the spouse of Fiscal Concierge's Chief Operating Officer, Paul Wallander, invested approximately $170,000 in Fiscal Concierge promissory notes issued between February 2008 and January 2016.

[10] Investor 13 is a married couple, with one spouse born in November 1940.

or properly exempted under Ch. 551. The order further provided notice that a willful violation of the order was a criminal offense under provisions of Wis. Stat. § 551.58. A copy of the order is attached hereto and incorporated by reference herein as Exhibit 9.

43. Anderson did not disclose the 2002 Order issued against him by the Division to any of the investors he referred to Nickels and Fiscal Concierge.

44. Anderson also provided Nickels with the personal financial details of some of the ISA clients he solicited and referred to Nickels for Fiscal Concierge promissory notes, including but not limited to their net worth, annual income, and significant events or circumstances affecting their liquidity and risk tolerance. This information was provided by Anderson to Nickels without the ISA's clients' knowledge or consent in an effort to allow Nickels to more effectively tailor his sales pitch to the clients' financial circumstances and needs.

45. Anderson frequently helped Nickels "close" ISA clients that Anderson had solicited to invest in promissory notes of Fiscal Concierge if they did not invest shortly after meeting with Nickels.

46. Anderson has never been registered in any capacity with the Division.

**B. Conclusions of Law**

**<u>Legal Jurisdiction and Authority</u>**

47. The Administrator has legal authority and jurisdiction over the conduct described above, pursuant to Ch. 551, and Wis. Admin. Code Ch. DFI-Sec.

48. The promissory notes offered and sold by Nickels for the business of the Fiscal Concierge to Wisconsin residents are securities as defined pursuant to Wis. Stat. § 551.102(28).

49. Pursuant to Wis. Stat. § 551.301(1), it is unlawful for a person to offer or sell a security in Wisconsin unless the security is federally covered, or the security, transaction, or offer is exempted from registration under Ch. 551, or the security is registered under Ch. 551.

50. Fiscal Concierge is an issuer as defined under Wis. Stat. § 551.102(17).

51. Pursuant to Wis. Stat. § 551.402(1), it is unlawful for an individual to transact business in Wisconsin as an agent unless the individual is registered under Ch. 551 as an agent or is exempt from registration as an agent under Wis. Stat. § 551.402(2).

52. Pursuant to Wis. Stat. § 551.402(4), it is unlawful for an issuer engaged in offering, selling, or purchasing securities in Wisconsin to employ or associate with an agent who

transacts business in Wisconsin on behalf of issuers unless the agent is registered under Wis. Stat. § 551.402(1) or exempt from registration under Wis. Stat. § 551.402(2).

53. Anderson acted as an agent, as defined under Wis. Stat. § 551.102(2), for Fiscal Concierge when he represented the company in effecting and/or attempting to effect purchases of promissory notes issued by Fiscal Concierge.

54. Nickels acted as an investment adviser, as defined under Wis. Stat. § 551.102(15), when he advised his former brokerage customers, Investors 3, 4, and 5 as to the advisability of investing in, purchasing or selling securities, for which he received compensation.

55. Pursuant to Wis. Stat. § 551.403(1), it is unlawful for a person to transact business in Wisconsin as an investment adviser unless the person is registered under Ch. 551 as an investment adviser or is exempt from registration as an investment adviser under Wis. Stat. § 551.403(2).

56. Pursuant to Wis. Stat. § 551.501(2), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly to make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

57. Pursuant to Wis. Stat. § 551.501(3), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

**Violations**

58. Nickels, Anderson, and Fiscal Concierge violated Wis. Stat. § 551.301 when they offered and sold promissory notes issued by Fiscal Concierge which were not federally covered, exempt from registration, or registered under Ch. 551.

59. Anderson violated Wis. Stat. § 551.402(1) when he transacted business as an agent on behalf of Fiscal Concierge by soliciting investors to invest in the promissory notes issued by Fiscal Concierge, without being registered with the Division or exempt from registration as an agent.

60. Anderson violated the terms of the 2002 order issued against him by the Division when he transacted business as an unregistered agent on behalf of Fiscal Concierge and sold unregistered securities which were not exempted or federally covered.

61. Nickels and Fiscal Concierge violated Wis. Stat. § 551.402(4) when they associated with Anderson and the insurance agent, who acted as agents on behalf of Fiscal Concierge without being registered or exempt from registration.

62. Nickels violated Wis. Stat. § 551.403(1) and the terms of the Division's 2006 Order when he acted as an investment adviser to Investors 3, 4 and 5 as set forth above without being registered with the Division or exempted from registration.

63. As set forth above, Nickels violated Wis. Stat. § 551.501(2) when, in connection with the offer and sale of a security, he made numerous misrepresentations to Wisconsin investors and at least one (1) Michigan investor and at least one (1) Illinois investor about the financial condition of the Fiscal Concierge, about never missing an interest or principal payment, and about establishing key business relationships with agencies and organizations to solicit bill pay clients for Fiscal Concierge.

64. As set forth above, Nickels violated Wis. Stat. § 551.501(2) when, in connection with the offer and sale of a security, he omitted to disclose material facts to Wisconsin investors, at least one (1) Illinois investor, and at least one (1) Michigan investor about his disciplinary history in the securities industry, previous arbitration, customer complaints and settlements, lawsuits, and judgments issued against him, and how the funds would be used for personal expenditures and for commissions.

65. As set forth above, Anderson violated Wis. Stat. § 551.501(2) when he made numerous misrepresentations to the ISA clients he solicited on behalf of Fiscal Concierge, including misrepresentations about the success of the company, that the company had never missed an interest or principal payment, and safety of investing in its promissory notes when he had detailed knowledge of the company's true financial condition and the missed principal and interest payments to noteholders beginning in October 2013 and January 2015.

66. As set forth above, Anderson violated Wis. Stat. § 551.501(2) when he omitted to disclose several material facts to the ISA clients he solicited on behalf of Fiscal Concierge, including how the funds would be used and about the previous order issued against him by the Division.

67. As set forth above, Nickels and Anderson violated Wis. Stat. § 551.501(3) when, in connection with the offer and sale of securities, they engaged in an act, practice, or course of business that operated as a fraud or deceit upon other persons by selling promissory notes in Fiscal Concierge as a Ponzi scheme.

## III.

In view of the above findings of fact and conclusions of law, the Administrator deems it necessary and appropriate in the public interest and for the protection of investors, and pursuant to its legal authority and jurisdiction under Ch. 551, to wit Wis. Stat. § 551.604, to issue the following orders and notices:

### A. Summary Orders

(a.) IT IS ORDERED summarily that RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, shall cease and desist from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities qualify as covered securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2).

(b.) IT IS FURTHER ORDERED summarily that all exemptions from registration set forth at Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by any of the RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, are hereby revoked, pursuant to Wis. Stat. §§ 551.604(1)(b) and 551.604(2).

(c.) IT IS FURTHER ORDERED summarily that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of either RESPONDENT, are prohibited from violating Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by RESPONDENTS, pursuant to Wis. Stat. §§ 551.604(1)(a) and 551.604(2).

(d.) PLEASE TAKE NOTICE that the summary orders of the Administrator are effective as of the issuance of this order, pursuant to Wis. Stat. § 551.604(2).

### B. Proposed Orders

(a.) IT IS PROPOSED that an order be issued against RESPONDENTS jointly and severally to pay restitution to each Wisconsin resident who purchased a promissory note issued by the Fiscal Concierge or Nickels, less any principal repaid to the investor prior to the issuance of this Order, pursuant to Wis. Stat. § 551.604(4m). Such payment shall be made no later than 30 calendar days from the date of issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. 551.604(2), by a date to be fixed by a final order.

(b.) IT IS FURTHER PROPOSED that a civil penalty be imposed on JAMES NICKELS in the form of an administrative assessment totaling $50,000 for the many violations committed against Wisconsin investors, at least ten (10) of whom were at least 65 years of age when the violations occurred, pursuant to Wis. Stat. § 551.604(4). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division no later than 30 calendar days from the date of issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. § 551.604(2), by a date to be fixed by a final order.

(c.) IT IS FURTHER PROPOSED that a civil penalty be imposed on GREGORY ANDERSON in the form of an administrative assessment totaling $25,000 for the many violations committed against Wisconsin investors, pursuant to Wis. Stat. § 551.604(4). Such payment shall be made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division no later than 30 calendar days from the date of issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. § 551.604(2), by a date to be fixed by a final order.

(d.) IT IS FURTHER PROPOSED that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of either RESPONDENT, are prohibited from becoming registered in any capacity under Ch. 551, or successor statute that might otherwise apply, prior to satisfying their civil liabilities under Wis. Stat. §§ 551.604 (4) and (4m) and 551.509.

(e.) PLEASE TAKE NOTICE that the above proposed orders may be imposed in a final order issued by the Administrator pursuant to Wis. Stat. §§ 551.604(3), (4), (4m), and (5).

**C. Service of Order**

(a.) IT IS ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec 8.06. The date of the service of this order is the date it is placed in the mail, pursuant to Wis. Stat. § 891.46.

**D. Notice of Hearing Rights**

(a.) PLEASE TAKE NOTICE that you have the right to request a hearing. Every request for a hearing shall be in the form of a petition filed with the Division, pursuant to Wis. Admin. Code § DFI-Sec 8.01. A petition for a hearing to review an order shall:

(1) Plainly admit or deny each specific allegation, finding or conclusion in the order and incorporated papers. However, if the petitioner lacks sufficient knowledge or information

to permit an admission or denial, the petition shall so state, and that statement shall have the effect of a denial; and

(2) State all affirmative defenses. Affirmative defenses not raised in the request for hearing may be deemed waived.

(b.) PLEASE TAKE FURTHER NOTICE that, within 15 days after receipt of a request in a record from you, the matter will be scheduled for a hearing, pursuant to Wis. Stats. §§ 551.604(2) and (3).

(c.) PLEASE TAKE FURTHER NOTICE that if you do not request a hearing and none is ordered by the Administrator within 30 days after the date of service of this order, the findings of fact, conclusions of law, and summary and proposed orders, including the imposition of a civil penalty or requirement for payment of restitution, disgorgement, interest, or the costs of investigation sought in a statement in the order, becomes final by operation of law, pursuant to Wis. Stat. § 551.604(2).

EXECUTED at Madison, Wisconsin, this 21st day of October, 2016.

(SEAL)

Leslie M. Van Buskirk

Leslie M. Van Buskirk
Administrator – Division of Securities

State of Wisconsin
Department of Financial Institutions
201 West Washington Avenue, Suite 300
Madison, Wisconsin 53703

# State of Wisconsin

*Department of Financial Institutions*

Scott Walker, **Governor** | Lon E. Roberts, **Secretary**

AFFIDAVIT OF SERVICE

STATE OF WISCONSIN )
) ss.
COUNTY OF DANE )

I, JAKI WELTER, first being duly sworn, depose and state:

1. I am employed as a state civil service employee with the State of Wisconsin, Department of Financial Institutions, Division of Securities.

2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be deposited in the U.S. mail: (1) the Administrator's order (attached); and (2) a copy of this Affidavit of Service, to be served by certified mail upon the subject of the order at the subject's last known address; and I have also caused to be served copies of those same documents upon the Administrator for the Division of Securities, pursuant to Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07.

3. On the date of this Affidavit and in the course of regularly conducted activity, I have also caused a copy of the Administrator's order and this Affidavit of Service to be posted on the Division of Securities' Administrative Orders section of the State of Wisconsin, Department of Financial Institution's website, www.wdfi.org/newsroom/admin_orders/dos_default.htm.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Jaki Welter
JAKI WELTER

State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me
This 24 day of October, 2016.

Lindsay Fedler
Lindsay Fedler
Notary Public, State of Wisconsin
My commission is permanent.

(Notary Seal)

LINDSAY FEDLER NOTARY PUBLIC STATE OF WISCONSIN

EXHIBIT
1-A

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | PETITION FOR ORDER<br>(CONSENT) |
| Respondent. | File No. S-05122(LX) |

The staffs of the Bureau of Licensing & Compliance and the Bureau of Registration & Enforcement, of the Division of Securities, Department of Financial Institutions, State of Wisconsin have conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats., and as a result thereof allege as follows:

1. James A. Nickels is a licensed securities agent (CRD #347827) with a business address at 940 Maritime Dr, Suite 5 Manitowoc, WI 54220;

2. On September 21, 1993, the Wisconsin Office of the Commissioner of Securities issued a warning letter to Nickels regarding customer allegations of excessive trading and unauthorized trading;

3. On July 1, 1998, Nickels consented to the Wisconsin Division of Securities issuing an Order of Censure, Prohibition and Suspension of Securities Agent License against him for excessive trading and unauthorized trading;

4. As a result of the 1998 Order, Nickels had his securities agent license suspended for a period of 2 days;

5. Despite the warning letter and the suspension, Nickels continued to suggest trades in Unit Investment Trusts and mutual funds to his customers that were excessive for their accounts as follows:

   Customer GS (regular account)

   a. Customer GS was born in 1925 and is retired from the US Navy.

   b. On August 15, 2000, Nickels recommended approximately $10,000 each of two Unit Investment Trusts ("UITs"), First Trust Biotechnology Series 4 and First Trust Software Innovations 2000 Series 4;

   c. On October 11, 2000, Nickels recommended the sale of the Biotechnology Trust at a loss and the purchase of First Trust Life Sciences Series 2 UIT;

d. On November 8, 2000, Nickels recommended the sale of the Life Sciences UIT and the purchase of Ranson Value Line #1 Strategy Trust Series 11 UIT;

e. On May 10, 2001, Nickels recommended the sale of the Ranson Value Line UIT at a loss;

f. From August 2000 to May 2001 the turnover ratio for this account was 312% (annualized);

Customer GS (IRA account)

g. Eight UITs were bought and sold between the day the account opened, August 17, 2000, and June 29, 2001, with the UITs being held an average of 119 days;

h. The turnover ratio in this account during this time was 455% (annualized);

i. The commissions on this account of, on average $28,000, were $5795.67 in just the first 11 months of 2001. This account would have to generate a return of almost 21% just to break even.

Customer KB

j. Customer KB was born in 1964, had no investment experience and told Nickels that while he wanted to keep most of his money safe, he was willing to risk 25-30% of it;

k. Nickels marked the investment objective on the new account form as "aggressive growth" and proceeded to recommend stock trades that generated over $11,000 in commissions from July 2004 to September 2005 on a $63,000 account;

Customer BD

l. At Nickels' recommendation, the UITs and mutual funds in this account were held an average of 9 months before they were sold;

Customer MK

m. On June 26, 2001 Nickels recommended the purchase of First Trust Utilities Income Series 3 UIT;

n. On February 19, 2002, Nickels recommended the sale of this UIT at a loss and the purchase of the First Trust High Yield Corporate Closed End #5 UIT;

Customers OL and ML

o. On October 11, 2002 customers OL and ML opened IRA accounts with Nickels;

p. According to his New Account Form, OL was born in 1943 and had a primary objective of growth and medium risk tolerance;

q. During the time period of November 2002 to November 2003 the annual cost/equity ratio for this account (including $45,000 placed in annuities) was 10% and without the annuity it was 39%;

r. ML's new account form said she was born in 1948 and had a primary objective of growth and medium risk tolerance;

s. The trades in ML's account were virtually identical to those in OLs;

6. Unit investment trusts and mutual funds are long term investment products; they are not designed for short term trading, in fact many contain Contingent Deferred Sales Charges to discourage quick trading;

7. Nickels actions, as described above are the inducing of trading in customers' accounts which is excessive in size or frequency in view of the financial resources and character of the account and are deemed to be, pursuant to DFI-Sec 4.06(2)(i), Wis. Adm. Code, "dishonest or unethical business practice" or "taking unfair advantage a customer" and provide a basis, under sec. 551.34(1)(g), Wis. Stats., for the revocation of Nickels' license;

8. Nickels also made recommendations to his clients that were unsuitable for his customers on the basis of information furnished by the customer after reasonable inquiry concerning the customer's investment objectives, financial situation as follows:

Customer BD

a. Customer BD was born in 1940 and according to her New Account Form, wanted growth with high risk;

b. Nickels invested BD's account almost exclusively in income producing UITs which produced a substantial amount of income and a substantial loss of principal;

Customers OL & ML

c. While customers OL & ML's primary objective was growth, their secondary objective was income with moderate risk;

d. During 2003, OL's $60,000 account produced just $40.36 in income and ML's $98,000 account produced just $126.78;

Customer GS

c. GS's new account form stated that his investment objective in his IRA was income;

f. During all of 2001 his, on average $28,000 IRA, produced just $123.60 in income;

Customer MK

g. Customer MK was born in 1920 and his new account form stated that he wanted growth in his account;

h. The only investment recommended for his account was a high yield closed end fund;

9. Nickels' recommendations to BD, OL, and ML were without grounds to believe that the recommendations were suitable for the customer on the basis of information furnished by the customer after reasonable inquiry concerning the customer's investment objectives, financial situation and needs and are deemed, pursuant to DFI-Sec 4.06(2)(i), Wis. Adm. Code, to be a "dishonest or unethical business practice" or "taking unfair advantage of a customer" and provide a basis, pursuant to sec. 55.134(1)(g), Wis. Stats for the revocation of Nickels license;

10. The following chart shows purchases and partial liquidations of annuities by some of Nickels' customers:

| Customer | Purchase Date | Amount | Date Sold | Amount Sold | Fee Incurred |
|---|---|---|---|---|---|
| KB | 11/1/2001 | $85,000 | 6/1/2004 | $63,015.94 | $3,015.84 |
| KW | 4/25/2002 | $78,620 | 1/13/2005 | $59,548.01 | $3,548.01 |
| OL | 11/2/2002 | $35,000 | 6/21/2004 | $40,304.30 | $2,652.15 |
| ML | 11/8/2002 | $65,000 | 6/22/2004 | $57,535.22 | $3,752.61 |
| OL | 12/9/2002 | $10,000 | 6/21/2004 | | |
| SE | 8/25/2003 | $85,000 | 5/11/2005 | $85,226.97 | |
| SE | 9/8/2003 | $25,000 | | | |
| OL | 11/6/2003 | $10,000 | | | |
| ML | 11/6/2003 | $11,000 | | | |
| SE | 11/21/2003 | $43,000 | 5/11/2005 | $21,365.19 | |
| SE | 11/21/2003 | $40,000 | | | |

11. Nickels course of conduct, in regularly recommending that his customer buy and then partially liquidate annuities is inducing trading in a customer's account which is excessive in size or frequency in view of the financial resources and character of the account which is deemed, pursuant to DFI-Sec 4.06(2)(i), Wis. Adm. Code, to be a "dishonest or unethical business practice" or "taking unfair advantage of a customer" and provide a basis, pursuant to sec. 55.134(1)(g), Wis. Stats for the revocation of Nickels license;

12. In connection with Nickels suggesting to his clients, including KB, OL, ML and KW that they purchase certain low priced securities, Nickels instructed his clients to sign a "Low Priced Stock Letter of Understanding;"

13. The Low Price Stock Letter of Understanding, states among other things that, "The purpose of this letter is to indemnify James A Nickels and Capital Financial Services, Inc. with respect to the following trade…By signing this letter I fully acknowledge that this trade was not in any way suggested or recommended by any of the above listed parties…I will not, under any circumstances, hold the above listed parties liable for any loss of value that occurs within this investment. I am solely responsible."

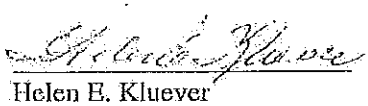
14. By having his clients sign these letters stating that the investments were the client's idea when the investments were suggested or recommended by Mr. Nickels and then indemnifying him for his advice, Nickels committed an act, practice or course of business which would operate as a fraud or deceit upon his customers in violation of sec. 551.41(3), Wis. Stats.

15. In addition to the letters above, Nickels would mark many trades on his trade blotter as "unsolicited" when, in fact, he had solicited the client to make the trade;

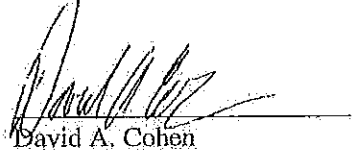
16. By falsely completing his trade blotter, Nickels committed an act, practice or course of business which would operate as a fraud or deceit upon his customers in violation of sec. 551.41(3), Wis. Stats.

THEREFORE, the staffs of the Bureau of Licensing & Compliance and Registration & Enforcement petition the Administrator of the Division of Securities for the issuance of THE attached Suspension Order

DATED this 21st day of December, 2006



Helen E. Kluever
Examiner
Bureau of Licensing & Compliance



David A. Cohen
Supervising Attorney
Bureau of Registration & Enforcement

EXHIBIT
1-B

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | ORDER OF SUSPENSION<br>(CONSENT) |
| Respondent. | File No. S-05122(L X) |

Based upon the attached Petition for Order, Undertaking, and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

The securities agent license of James A. Nickels is suspended for a period of 90 days effective as of July 1, 2007.

EXECUTED at Madison, Wisconsin this 27th day of December, 2006.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE:

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities of the State of Wisconsin Department of Financial Institutions under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

EXHIBIT
1-C

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | WAIVER AND CONSENT<br>TO ORDER |
| Respondent. | File No. S-05122(LX) |

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives its right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 22 day of December, 2006.

JAMES A. NICKELS

State of Wisconsin)
County of Manitowoc)

Subscribed before me this

22nd day of DECEMBER, 2006.

Sara Vitt Thomas
Notary Public

My commission expires 10/17/10

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | UNDERTAKING AND<br>AGREEMENT |
| Respondent. | File No. S-05122(LX) |

WHEREAS, on June 27, 2006, the staff of the Division of Securities filed a Petition for Hearing against James A. Nickels ("Nickels") asking that the hearing officer revoke Nickels securities agent license; and

WHEREAS, based on the staff's Petition for Hearing, on June 28, 2006, the Division of Securities issued a Notice of Hearing; and

WHEREAS, Nickels and the staff have agreed to resolve the matter without a hearing based on certain representations and agreements made by Nickels;

NOW THEREFORE, Nickels understands and agrees that the staff's decision to withdraw its Petition for Hearing and enter into a Consent Order of Suspension is based on the following representations and agreements:

1. Nickels' securities agent license will be renewed effective as of January 1, 2007 with the limitation that he shall not be allowed to solicit new customers. He will be allowed to open new accounts with existing customers and for customers who approach him without solicitation;

2. On or before July 2, 2007, Nickels will file a Form U-5 with NASD to withdraw his securities agent license in the State of Wisconsin;

3. At the end of his suspension Nickels agrees that he will surrender his securities agent license and will not re-enter the securities business as a securities agent, broker-dealer, investment adviser, investment adviser representative, or in any other substantially similar capacity in the State of Wisconsin; and

4. Nickels will promptly file with the Division of Securities any written complaints that he receives or transcripts of any oral complaints that he receives.

In addition, Nickels agrees and understands:

1. That the staff's decision is contingent on no complaints being filed regarding his business actions that occur after January 1, 2007. Any such

complaints provide a basis for the staff to withdraw its consent to this settlement;

2. That should he attempt to obtain a securities license in any capacity in the State of Wisconsin such action shall be considered a violation of the Consent Order of Suspension dated December 2006 and such action shall be independent grounds for summary denial of his securities agent license application; and

3. That the Division is under no obligation to approve any advertising he uses and may deny its use for any reason.

DATED this 22 day of December, 2006

James A. Nickels

State of Wisconsin
County of Waukesha

Subscribed before me this

22nd day of December, 2006.

Notary Public

My commission expires 10/17/10

EXHIBIT 2

# Summary of Fiscal Concierge Investor Promissory Note Transactions

| Investor | Note/Transaction Dates | Note Investment | Total Investment | Summary Comments |
|---|---|---|---|---|
| WISCONSIN INVESTORS | | | | |
| Investor 1 | | | | |
| | 5/1/2007 | $ 50,000.00 | $ 50,000.00 | |
| | 6/1/2008 | $ 25,000.00 | $ 75,000.00 | |
| | 3/9/2009 | $ 15,000.00 | $ 90,000.00 | |
| | 6/12/2009 | $ 30,000.00 | $ 120,000.00 | |
| | 10/8/2009 | $ 50,000.00 | $ 170,000.00 | |
| | 11/17/2009 | $ 20,000.00 | $ 190,000.00 | |
| | 11/17/2009 | $ 40,000.00 | $ 230,000.00 | |
| | 12/1/2009 | $ 34,000.00 | $ 264,000.00 | |
| | 2/24/2010 | $ 20,000.00 | $ 284,000.00 | |
| | 3/12/2010 | $ 40,000.00 | $ 324,000.00 | |
| | 4/13/2010 | $ 45,000.00 | $ 369,000.00 | |
| | 6/17/2010 | $ 20,000.00 | $ 389,000.00 | |
| | 6/29/2010 | $ 20,000.00 | $ 409,000.00 | |
| | 10/13/2010 | $ 30,000.00 | $ 439,000.00 | |
| | 11/23/2010 | $ 15,000.00 | $ 454,000.00 | |
| | 12/3/2010 | $ 50,000.00 | $ 504,000.00 | |
| | 8/4/2011 | $ 20,000.00 | $ 524,000.00 | |
| | 8/26/2011 | $ 25,000.00 | $ 549,000.00 | |
| | 10/22/2013 | $ 9,000.00 | $ 558,000.00 | |
| | 1/24/2014 | $ 9,000.00 | $ 567,000.00 | |
| | 5/8/2014 | $ 12,000.00 | $ 579,000.00 | |
| | 12/3/2014 | $ 20,000.00 | $ 599,000.00 | |
| | 12/9/2014 | $ (20,000.00) | $ 579,000.00 | *Principal Payment* |
| | 3/24/2015 | $ 20,000.00 | $ 599,000.00 | |
| | 5/4/2015 | $ (10,500.00) | $ 588,500.00 | *Principal Payment* |
| | 5/28/2015 | $ (5,000.00) | $ 583,500.00 | *Principal Payment* |
| | 11/24/2015 | $ 12,000.00 | $ 595,500.00 | |
| | | | | Total Invested: $631,000 |
| | | | | Total current Investment: $595,500 |
| Investor 2 | | | | |
| | 1/17/2008 | $ 25,000.00 | $ 25,000.00 | |
| | 1/27/2009 | $ 20,000.00 | $ 45,000.00 | |
| | 7/17/2009 | $ 35,000.00 | $ 80,000.00 | |
| | 8/7/2009 | $ 35,000.00 | $ 115,000.00 | |
| | 12/29/2009 | $ 35,000.00 | $ 150,000.00 | |
| | 12/29/2009 | $ 15,000.00 | $ 165,000.00 | |
| | 12/29/2009 | $ 15,000.00 | $ 180,000.00 | |
| | 3/24/2010 | $ 30,000.00 | $ 210,000.00 | |
| | 4/21/2010 | $ 25,000.00 | $ 235,000.00 | |
| | 7/14/2010 | $ 31,000.00 | $ 266,000.00 | |
| | 10/18/2010 | $ 10,468.77 | $ 276,468.77 | |
| | 10/21/2010 | $ 12,000.00 | $ 288,468.77 | |
| | 11/17/2010 | $ 17,446.63 | $ 305,915.40 | |
| | 11/18/2010 | $ 7,586.02 | $ 313,501.42 | |
| | 12/10/2010 | $ 19,287.23 | $ 332,788.65 | |
| | 2/15/2011 | $ 30,217.27 | $ 363,005.92 | |
| | 8/11/2011 | $ 36,994.08 | $ 400,000.00 | |
| | 12/2/2013 | $ 30,000.00 | $ 430,000.00 | |
| | 4/16/2014 | $ 30,000.00 | $ 460,000.00 | |
| | 4/21/2015 | $ 30,000.00 | $ 490,000.00 | |
| | | | | Total Invested: $490,000 |
| | | | | Total current Investment: $490,000 |
| Investor 3 | | | | |
| | 9/26/2008 | $ 25,000.00 | $ 25,000.00 | |
| | 12/26/2008 | $ 15,000.00 | $ 40,000.00 | |
| | 5/29/2009 | $ 5,000.00 | $ 45,000.00 | |
| | 1/9/2012 | $ 10,200.00 | $ 55,200.00 | |
| | 10/31/2013 | $ 4,800.00 | $ 60,000.00 | |
| | 3/26/2014 | $ 5,000.00 | $ 65,000.00 | |
| | 3/10/2015 | $ 35,000.00 | $ 100,000.00 | *transfer from deceased mother (Deceased Investor 3)* |
| | 6/26/2015 | $ 20,000.00 | $ 120,000.00 | |
| | | | | Total Invested: $120,000 |
| | | | | Total current Investment: $120,000 |
| Investor 4 | | | | |

| | | | | | |
|---|---|---|---|---|---|
| | 9/3/2008 | $ 20,000.00 | $ 20,000.00 | | |
| | 5/14/2009 | $ 5,000.00 | $ 25,000.00 | | |
| | 1/29/2010 | $ 5,000.00 | $ 30,000.00 | | |
| | 12/6/2011 | $ 6,000.00 | $ 36,000.00 | | |
| | 2/23/2012 | $ 40,000.00 | $ 76,000.00 | | |
| | 9/10/2012 | $ 13,000.00 | $ 89,000.00 | | |
| | 10/1/2012 | $ 5,500.00 | $ 94,500.00 | | |
| | 5/19/2015 | $ 35,000.00 | $ 129,500.00 | | |
| | 6/3/2015 | $ 75,766.67 | $ 205,266.67 | *transfer from deceased mother (Deceased Investor 4)* | |
| | | | | Total invested: $205,667.67 | |
| | | | | Total current investment: $205,266.67 | |
| Investor 5 | | | | | |
| | 1/8/2014 | $ 20,000.00 | $ 20,000.00 | | |
| | | | | Total invested: $20,000 | |
| | | | | Total current investment: $20,000 | |
| Investor 6 | | | | | |
| | 4/29/2013 | $ 10,000.00 | $ 10,000.00 | | |
| | 7/29/2014 | $ 5,100.00 | $ 15,100.00 | | |
| | 12/21/2015 | $ 10,000.00 | $ 25,100.00 | | |
| | | | | Total invested: $25,100 | |
| | | | | Total current investment: $25,100 | |
| Investor 7 | | | | | |
| | 7/12/2013 | $ 40,000.00 | $ 40,000.00 | | |
| | 7/25/2013 | $ 35,000.00 | $ 75,000.00 | | |
| | 11/14/2014 | $ 15,000.00 | $ 90,000.00 | | |
| | 7/14/2015 | $ 12,500.00 | $ 102,500.00 | | |
| | 10/9/2015 | $ (35,000.00) | $ 67,500.00 | *transfer to daughter, Investor 21* | |
| | | | | Total invested: $102,500 | |
| | | | | Total current investment: $67,500 | |
| Investor 8 | | | | | |
| | 7/23/2015 | $ 100,000.00 | $ 100,000.00 | | |
| | | | | Total invested: $100,000 | |
| | | | | Total current investment: $100,000 | |
| Investor 9 | | | | | |
| | 5/16/2013 | $ 15,000.00 | $ 15,000.00 | | |
| | | | | Total invested: $15,000 | |
| | | | | Total current investment: $15,000 | |
| Investor 10 | | | | | |
| | 4/10/2014 | $ 10,000.00 | $ 10,000.00 | | |
| | 6/26/2015 | $ 10,000.00 | $ 20,000.00 | | |
| | | | | Total invested: $20,000 | |
| | | | | Total current investment: $20,000 | |
| Investor 11 | | | | | |
| | 1/25/2015 | $ 160,000.00 | $ 160,000.00 | | |
| | | | | Total invested: $160,000 | |
| | | | | Total current investment: $160,000 | |
| Investor 12 | | | | | |
| | 5/27/2014 | $ 15,000.00 | $ 15,000.00 | | |
| | 6/1/2015 | $ (5,000.00) | $ 10,000.00 | *Principal Payment* | |
| | 6/8/2015 | $ (5,000.00) | $ 5,000.00 | *Principal Payment* | |
| | 6/16/2015 | $ (2,000.00) | $ 3,000.00 | *Principal Payment* | |
| | 7/30/2015 | $ (3,000.00) | $ - | *Principal Payment* | |
| | | | | Total invested: $15,000 | |
| | | | | Total Current investment: $0 | |
| Investor 13 | | | | | |
| | 8/25/2014 | $ 25,000.00 | $ 25,000.00 | | |
| | 9/8/2014 | $ 100,000.00 | $ 125,000.00 | | |
| | 1/7/2015 | $ 150,000.00 | $ 275,000.00 | | |
| | 7/29/2015 | $ 100,000.00 | $ 375,000.00 | | |
| | | | | Total invested: $375,000 | |
| | | | | Total current investment: $375,000 | |
| Investor 14 | | | | | |
| | 4/29/2015 | $ 100,000.00 | $ 100,000.00 | | |
| | | | | Total invested: $100,000 | |
| | | | | Total current investment: $100,000 | |
| Investor 15 | | | | | |
| | 8/7/2014 | $ 19,000.00 | $ 19,000.00 | | |
| | | | | Total invested: $19,000 | |
| | | | | Total current investment: $19,000 | |
| Investor 16 | | | | | |
| | 4/27/2011 | $ 65,000.00 | $ 65,000.00 | | |
| | 6/1/2011 | $ 20,000.00 | $ 85,000.00 | | |

| | | | | |
|---|---|---|---|---|
| | 6/27/2011 | $ 35,000.00 | $ 120,000.00 | |
| | 7/19/2011 | $ 30,000.00 | $ 150,000.00 | |
| | 9/28/2011 | $ 30,000.00 | $ 180,000.00 | |
| | 11/10/2011 | $ 15,000.00 | $ 195,000.00 | |
| | 11/29/2011 | $ 29,000.00 | $ 224,000.00 | |
| | 12/18/2012 | $ 10,000.00 | $ 234,000.00 | |
| | 10/28/2015 | $ 26,000.00 | $ 260,000.00 | |
| | 11/24/2015 | $ 10,000.00 | $ 270,000.00 | |
| | | | | Total invested: $270,000 |
| | | | | Total current investment: $270,000 |
| Investor 17 | | | | |
| | 3/3/2016 | $ 50,000.00 | $ 50,000.00 | |
| | | | | Total invested: $50,000 |
| | | | | Total current investment: $50,000 |
| Investor 18 | | | | |
| | 10/30/2014 | $ 20,000.00 | $ 20,000.00 | |
| | 6/9/2015 | $ 10,000.00 | $ 30,000.00 | |
| | | | | Total invested: $30,000 |
| | | | | Total current investment: $30,000 |
| Investor 19 | | | | |
| | 9/17/2010 | $ 35,000.00 | $ 35,000.00 | |
| | | | | Total invested: $35,000 |
| | | | | Total current investment: $35,000 |
| Investor 20 | | | | |
| | 9/23/2013 | $ 12,500.00 | $ 12,500.00 | |
| | | | | Total invested: $12,500 |
| | | | | Total current investment: $12,500 |
| Investor 21 | | | | |
| | 11/14/2014 | $ 15,000 | $ 15,000 | |
| | 10/9/2015 | $ 35,000.00 | $ 50,000 | *transfer from father, Investor 7* |
| | | | | Total invested: $50,000 |
| | | | | Total current investment: $50,000 |
| Investor 22 | | | | |
| | 12/31/2013 | $ 13,000.00 | $ 13,000.00 | *transfer from Deceased Investor 5* |
| | 1/2/2014 | $ 13,000.00 | $ 26,000.00 | *transfer from Deceased Investor 5* |
| | 1/7/2015 | $ 14,000.00 | $ 40,000.00 | *transfer from Deceased Investor 5* |
| | 2/11/2015 | $ 15,000.00 | $ 55,000.00 | *transfer from Deceased Investor 5* |
| | 2/1/2016 | $ 14,557.47 | $ 69,557.47 | |
| | 2/1/2016 | $ 126,829.68 | $ 196,387.15 | |
| | 4/1/2016 | $ 15,000.00 | $ 211,387.15 | |
| | 4/1/2016 | $ (10,000.00) | $ 201,387.15 | *Principal Payment* |
| | 4/21/2016 | $ (4,000.00) | $ 197,387.15 | *Principal Payment* |
| | | | | Total invested: $211,387.15 |
| | | | | Total current investment: $197,387.15 |
| Investor 23 | | | | |
| | 6/8/2007 | $ 40,000.00 | $ 40,000.00 | |
| | 11/20/2007 | $ 20,000.00 | $ 60,000.00 | |
| | 8/11/2008 | $ 25,000.00 | $ 85,000.00 | |
| | 4/20/2009 | $ 20,000.00 | $ 105,000.00 | |
| | 9/24/2009 | $ 15,000.00 | $ 120,000.00 | |
| | 6/8/2010 | $ 35,000.00 | $ 155,000.00 | |
| | 1/12/2011 | $ 58,000.00 | $ 213,000.00 | |
| | 1/20/2011 | $ 5,000.00 | $ 218,000.00 | |
| | 2/22/2011 | $ 15,000.00 | $ 233,000.00 | |
| | 3/16/2011 | $ 40,000.00 | $ 273,000.00 | |
| | 4/8/2011 | $ 30,000.00 | $ 303,000.00 | |
| | 10/3/2011 | $ 15,000.00 | $ 318,000.00 | |
| | 10/26/2011 | $ 19,000.00 | $ 337,000.00 | |
| | 5/4/2012 | $ 40,000.00 | $ 377,000.00 | |
| | 5/10/2012 | $ 11,000.00 | $ 388,000.00 | |
| | 7/12/2012 | $ 28,000.00 | $ 416,000.00 | |
| | 9/14/2012 | $ 10,000.00 | $ 426,000.00 | |
| | 3/18/2013 | $ 14,000.00 | $ 440,000.00 | |
| | 8/14/2013 | $ 18,000.00 | $ 458,000.00 | |
| | 8/26/2013 | $ 9,000.00 | $ 467,000.00 | |
| | 10/17/2013 | $ 9,000.00 | $ 476,000.00 | |
| | 11/23/2013 | $ 4,000.00 | $ 480,000.00 | |
| | 12/17/2013 | $ 15,000.00 | $ 495,000.00 | |
| | 1/31/2014 | $ 4,900.00 | $ 499,900.00 | |
| | 2/14/2014 | $ 3,600.00 | $ 503,500.00 | |
| | 3/21/2014 | $ 3,000.00 | $ 506,500.00 | |

| | | | | |
|---|---|---|---|---|
| | 5/15/2014 | $ 3,500.00 | $ 510,000.00 | |
| | 6/4/2014 | $ 16,000.00 | $ 526,000.00 | |
| | 6/24/2014 | $ 11,500.00 | $ 537,500.00 | |
| | 7/1/2014 | $ 3,500.00 | $ 541,000.00 | |
| | 7/11/2014 | $ 3,500.00 | $ 544,500.00 | |
| | 11/11/2014 | $ 3,500.00 | $ 548,000.00 | |
| | 10/2/2015 | $ 12,000.00 | $ 560,000.00 | |
| | 12/3/2015 | $ 14,000.00 | $ 574,000.00 | |
| | 12/24/2015 | $ 6,000.00 | $ 580,000.00 | |
| | 1/4/2016 | $ 9,000.00 | $ 589,000.00 | |
| | 3/28/2014 | $ 5,000.00 | $ 594,000.00 | |
| | | | | Total Invested: $594,000 |
| | | | | Total current investment: $594,000 |
| Investor 24 | | | | |
| | 5/3/2016 | $ 15,000.00 | $ 15,000.00 | |
| | | | | Total Invested: $15,000 |
| | | | | Total current investment: $15,000 |
| Investor 25 | | | | |
| | 4/27/2016 | $ 25,000.00 | $ 25,000.00 | |
| | | | | Total Invested: $25,000 |
| | | | | Total current investment: $25,000 |
| Investor 26 | | | | |
| | 5/18/2016 | $ 20,000.00 | $ 20,000.00 | |
| | | | | Total Invested: $20,000 |
| | | | | Total current investment $20,000 |
| OUT OF STATE INVESTORS | | | | |
| Investor 27 (Illinois) | | | | |
| | 12/8/2014 | $ 150,000.00 | $ 150,000.00 | |
| | | | | Total Invested: $150,000 |
| | | | | Total current investment: $150,000 |
| Investor 28 (Michigan) | | | | |
| | 6/15/2016 | $ 10,000.00 | $ 10,000.00 | |
| | | | | Total Invested: $10,000 |
| | | | | Total current investment: $10,000 |
| INVESTORS ASSOCIATED WITH NICKELS | | | | |
| Investor 29 | | | | |
| Gregory Anderson d/b/a APG, Inc. | 4/14/2014 | $ 15,000.00 | $ 15,000.00 | |
| | 1/18/2016 | $ 10,000.00 | $ 25,000.00 | |
| | | | | Total Invested: $25,000 |
| | | | | Total current investment: $25,000 |
| Investor 30 | | | | |
| Deanna Wallander | 2/22/2008 | $ 25,000.00 | $ 25,000.00 | |
| | 10/4/2010 | $ 15,000.00 | $ 40,000.00 | |
| | 1/17/2012 | $ 50,000.00 | $ 90,000.00 | |
| | 1/27/2012 | $ 50,000.00 | $ 140,000.00 | |
| | 10/2/2012 | $ 5,000.00 | $ 145,000.00 | |
| | | | | Total Invested: $145,000 |
| | | | | Total current investment: $145,000 |
| DECEASED INVESTORS' ESTATES | | | | |
| Deceased Investor 1 | 4/27/2010 | $ 25,000.00 | $ 25,000.00 | |
| | 11/3/2011 | $ 30,000.00 | $ 55,000.00 | |
| | 12/20/2011 | $ 35,000.00 | $ 90,000.00 | |
| | 3/26/2012 | $ 67,000.00 | $ 157,000.00 | |
| | 6/5/2012 | $ 53,000.00 | $ 210,000.00 | |
| | 7/5/2012 | $ 30,000.00 | $ 240,000.00 | |
| | 7/31/2012 | $ 26,600.00 | $ 266,600.00 | |
| | 9/14/2012 | $ 15,000.00 | $ 281,600.00 | |
| | 10/11/2012 | $ 25,000.00 | $ 306,600.00 | |
| | 10/23/2012 | $ 12,000.00 | $ 318,600.00 | |
| | 11/20/2012 | $ 17,700.00 | $ 336,300.00 | |
| | 12/7/2012 | $ 7,600.00 | $ 343,900.00 | |
| | 2/4/2013 | $ 22,700.00 | $ 366,600.00 | |
| | 3/14/2013 | $ 10,000.00 | $ 376,600.00 | |
| | 4/26/2013 | $ 8,000.00 | $ 384,600.00 | |
| | 8/2/2013 | $ 18,000.00 | $ 402,600.00 | |
| | 10/13/2013 | $ 5,000.00 | $ 407,600.00 | |
| | 1/31/2014 | $ 1,400.00 | $ 409,000.00 | |
| | 11/13/2013 | $ 16,000.00 | $ 425,000.00 | |
| | 1/22/2015 | $ (100,000.00) | $ 325,000.00 | *Principal Payment* |

| | | | | | |
|---|---|---|---|---|---|
| | 1/28/2015 | $ (75,000.00) | $ 250,000.00 | | *Principal Payment* |
| | 2/2/2015 | $ (25,000.00) | $ 225,000.00 | | *Principal Payment* |
| | 7/30/2015 | $ (30,000.00) | $ 195,000.00 | | *Principal Payment* |
| | 9/11/2015 | $ (5,000.00) | $ 190,000.00 | | *Principal Payment* |
| | | | | | **Total Invested: $425,000** |
| | | | | | **Total current investment: $190,000** |
| **Deceased Investor 2** | | | | | |
| | 1/7/2013 | $ 33,000.00 | $ 33,000.00 | | |
| | 1/24/2013 | $ 17,000.00 | $ 50,000.00 | | |
| | 2/20/2013 | $ 15,000.00 | $ 65,000.00 | | |
| | 2/28/2013 | $ 20,000.00 | $ 85,000.00 | | |
| | 4/3/2013 | $ 13,000.00 | $ 98,000.00 | | |
| | 4/16/2013 | $ 7,000.00 | $ 105,000.00 | | |
| | 6/11/2013 | $ 6,000.00 | $ 111,000.00 | | |
| | 9/11/2013 | $ 10,000.00 | $ 121,000.00 | | |
| | 9/17/2013 | $ 7,000.00 | $ 128,000.00 | | |
| | 10/16/2013 | $ 5,000.00 | $ 133,000.00 | | |
| | 2/4/2014 | $ 6,000.00 | $ 139,000.00 | | |
| | 3/24/2014 | $ 3,000.00 | $ 142,000.00 | | |
| | 5/2/2014 | $ 4,000.00 | $ 146,000.00 | | |
| | 5/15/2014 | $ 2,000.00 | $ 148,000.00 | | |
| | 7/1/2014 | $ 3,500.00 | $ 151,500.00 | | |
| | 8/7/2014 | $ 1,500.00 | $ 153,000.00 | | |
| | 11/6/2014 | $ 2,200.00 | $ 155,200.00 | | |
| | 12/1/2014 | $ 2,500.00 | $ 157,700.00 | | |
| | 4/15/2015 | $ 5,000.00 | $ 162,700.00 | | |
| | | | | | **Total Invested: $162,700** |
| | | | | | **Total current investment: $162,700** |
| **Deceased Investor 3** | | | | | |
| | 12/27/2012 | $ 36,000.00 | $ 36,000.00 | | |
| | 4/30/2013 | $ 10,000.00 | $ 46,000.00 | | |
| | 1/27/2015 | $ (11,000.00) | $ 35,000.00 | | *paid out to Investor 3* |
| | 3/10/2015 | $ (35,000.00) | $ - | | *transfer promissory note to Investor 3* |
| | | | | | **Total Invested: $46,000** |
| | | | | | **Total current investment: $0** |
| **Deceased Investor 4** | | | | | |
| | 11/8/2007 | $ 25,000.00 | $ 25,000.00 | | |
| | 9/3/2008 | $ 35,000.00 | $ 60,000.00 | | |
| | 5/14/2009 | $ 30,000.00 | $ 90,000.00 | | |
| | 1/29/2010 | $ 45,000.00 | $ 135,000.00 | | |
| | 8/4/2010 | $ 60,000.00 | $ 195,000.00 | | |
| | 12/6/2011 | $ 15,000.00 | $ 210,000.00 | | |
| | 10/1/2012 | $ 7,300.00 | $ 217,300.00 | | |
| | 4/22/2013 | $ 10,000.00 | $ 227,300.00 | | |
| | 6/3/2015 | $ (75,766.67) | $ 151,533.33 | | *transfer to Investor 4* |
| | 2/2/2016 | $ (20,000.00) | $ 131,533.33 | | |
| | | | | | **Total Invested: $227,300** |
| | | | | | **Total current investment: $131,533.33** |
| **Deceased Investor 5** | | | | | |
| | 5/13/2013 | $ 32,000.00 | $ 32,000.00 | | |
| | 6/12/2013 | $ 50,000.00 | $ 82,000.00 | | |
| | 12/31/2013 | $ (13,000.00) | $ 69,000.00 | | *transfer to Investor 23* |
| | 1/2/2014 | $ (13,000.00) | $ 56,000.00 | | *transfer to Investor 23* |
| | 4/10/2014 | $ (13,000.00) | $ 43,000.00 | | *transfer to Investor 32* |
| | 1/7/2015 | $ (14,000.00) | $ 29,000.00 | | *transfer to Investor 23* |
| | 1/7/2015 | $ (14,000.00) | $ 15,000.00 | | *transfer to Investor 32* |
| | 2/11/2015 | $ (15,000.00) | $ - | | *transfer to Investor 23* |
| | | | | | **Total Invested: $82,000** |
| | | | | | **Total current investment: $0** |
| **Deceased Investor 6** | | | | | |
| | 11/2/2012 | $ 25,000.00 | $ 25,000.00 | | |
| | 2/24/2014 | $ 25,000.00 | $ 50,000.00 | | |
| | 12/29/2014 | $ 25,000.00 | $ 75,000.00 | | |
| | 3/7/2016 | $ (20,000.00) | $ 55,000.00 | | *Principal Payment* |
| | 4/7/2016 | $ (10,000.00) | $ 45,000.00 | | *Principal Payment* |
| | | | | | **Total Invested: $75,000** |
| | | | | | **Total current investment: $45,000** |
| **Deceased Investor 7** | | | | | |
| | 12/30/2013 | $ 20,000.00 | $ 20,000.00 | | |
| | 2/19/2014 | $ 6,500.00 | $ 26,500.00 | | |
| | 3/19/2015 | $ (7,000.00) | $ 19,500.00 | | *Principal Payment* |

| | | | | | |
|---|---|---|---|---|---|
| | 8/25/2015 | $ (2,000.00) | $ 17,500.00 | | *Principal Payment* |
| | | | | | Total invested: $26,500 |
| | | | | | Total current investment: $17,500 |
| PAID INVESTORS | | | | | |
| Investor 31 | | | | | |
| | 8/16/2007 | $ 75,000.00 | $75,000 | | |
| | 9/23/2008 | $ (45,000.00) | $30,000 | | *Principal Payment* |
| | 11/15/2009 | $ (30,000.00) | $0 | | *Principal Payment* |
| | | | | | Total invested: $75,000 |
| | | | | | Total current investment: $0 |
| Investor 32 | | | | | |
| | 2/9/2009 | $ 20,000.00 | $ 20,000.00 | | |
| | 5/3/2010 | $ (20,000.00) | $ - | | *Principal Payment* |
| | | | | | Total invested: $20,000 |
| | | | | | Total current investment: $0 |
| Investor 33 | | | | | |
| | 12/22/2008 | $ 40,000.00 | $ 40,000.00 | | |
| | 1/27/2010 | $ (10,000.00) | $ 30,000.00 | | *Principal Payment* |
| | 4/7/2010 | $ (30,000.00) | $ - | | *Principal Payment* |
| | | | | | Total invested: $40,000 |
| | | | | | Total current investment: $0 |
| Investor 34 | | | | | |
| | 4/10/2014 | $ 13,000.00 | $ 13,000.00 | | *transfer from Deceased Investor 5* |
| | 9/12/2014 | $ (13,000.00) | $ - | | *Principal Payment* |
| | 1/7/2015 | $ 14,000.00 | $ 14,000.00 | | *transfer from Deceased Investor 5* |
| | 1/28/2015 | $ (14,000.00) | $ - | | *Principal Payment* |
| | | | | | Total transferred/invested: $27,000 |
| | | | | | Total current investment: $0 |

EXHIBIT
3

COMBINED FIXED RATE NOTE

THE FISCAL CONCIERGE LLC
STANDARD PROMISSORY NOTE

U.S. _____

I. FOR VALUE RECEIVED, The Fiscal Concierge LLC, 980 Maritime Drive, Suite 6, Manitowoc, WI, ("Maker") by this promissory note ("Note") hereby unconditionally promises to pay to the order of _____, ("Lender") or its successor(s) or assign(s), at Bank First National, 402 North 8th Street, Manitowoc, WI, the principal sum of _____00/100 U.S. dollars ($_____) as hereinafter provided and to pay interest on the principal balance hereof from time to time outstanding, as hereinafter provided at the rate of eight percent (8%) per annum. Interest shall be calculated for actual days elapsed from_____, 2014. Interest shall be based on a 365 day year. Principal and interest shall be paid as follows:

| DATE | PRINCIPAL DUE: | INTEREST DUE DATE: |
|---|---|---|
| | $ | Monthly |

II. All principal and interest payable under this Note are payable in lawful money of the United States of America in immediately available funds without deduction for or on account of any present or future taxes, duties, or other charges levied or imposed on this Note or the proceeds or holder hereof by the Government of United States of America or any political subdivision or taxing authority thereof.

III. The Maker hereby waives diligence, presentment, demand, protest and notice of protest, demand and dishonor, and nonpayment of this Note.

IV. No delay or omission on the part of the holder here in exercising any right hereunder shall operate as a waiver of such right or of any other right under this Note, nor shall any waiver on one occasion be construed as a bar to or waiver of any such right on any future occasion. No waiver shall be effective unless in writing and signed by the holder.

V. This Note shall be governed by and construed in accordance with the laws of the state of Wisconsin, United State of America.

VI. For any legal action or proceeding with respect to this Note, the Maker hereby expressly authorizes any action brought upon the enforcement of this Note by Lender, or its successor or assignee to be instituted and prosecuted in any Federal District Court of the United States of America in New York, the District of Columbia, or Wisconsin, at the election of Lender, its successor or assign. Maker accordingly further waives any right, claim, or plea with respect to any other jurisdiction or venue.

VII. In the event that any amount of the principal hereof or interest on this Note is not paid when due, the Maker, to the extent permitted by applicable law, shall pay on demand interest on such unpaid amount from the date such amount was due to the date such amount is paid in full at the rate of eight percent (8%) per annum ("late interest"). Each payment hereunder shall be credited first to late interest then due and payable, then to ordinary interest then due and payable, and the remainder thereof, if any, to the unpaid principal balance of this Note.

VIII. The Maker shall have the right, at any time or from time to time, to prepay all or any part of the principal hereof, provided any accrued interest on the amount prepaid is also paid, and any such prepayment shall be applied to the remaining principal installments in the inverse order of their maturities.

IX. Maker further agrees to pay all reasonable costs of collection, including reasonable attorneys' fees (inclusive of any appellate or bankruptcy proceedings) in case any payment of principal or interest is not paid by the due date thereof, whether suit be brought or not.

Lender Acknowledgement:

_____
Name

_____
Signature

_____
Date:

Maker:

The Fiscal Concierge LLC
(Name of Maker)

BY: _____
(Signature)

NAME: James Nickels
(Print)

TITLE: CEO

DATE: _____

EXHIBIT
4

# THE FISCAL CONCIERGE LLC PROMISSORY NOTE DETAILS

1. Interest rate 8% annual fixed rate
2. Interest paid monthly
3. Term limit = 1 year
4. Interest is fully taxable
5. Note is renewable
6. Minimum amount is $10,000
   May be any amount over the minimum
7. Check should be made payable to: The Fiscal Concierge
8. No missed or altered interest payments in seven years of doing business.
9. No missed or altered principal payments in seven years of doing business.
10. Refer all interested parties to: Jim Nickels, (800) 496-3475.

2/17/2015

EXHIBIT
5

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# MISSION STATEMENT

**It is the mission of The Fiscal Concierge to provide the highest level of personal bill paying services, peace of mind, and security. We wish to establish a successful partnership with our clients, staff members, and the vendors of our clients that respect the interests and goals of each party.**

**Our goal is to make certain the bills are paid on time with a commitment to excellence and integrity.**

**Our vision is to have The Fiscal Concierge recognized as a national leader in bill paying in the communities we serve through excellent customer service and superior quality.**

Live your life...We'll pay the bills

Insured and Bonded

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

# THE FISCAL CONCIERGE

Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

The Fiscal Concierge, LLC, pays bills utilizing a proprietary software system that interfaces with the ACH Processing network. Our exclusive personal bill paying service also allows our clients to retain full access to their own bank account. This service is unique in the marketplace and is designed and positioned to be a life-style change for our clients. A benefit of our company is to keep individuals in their homes, in their community, as long as possible.

The Fiscal Concierge uses our own proprietary software to transfer client funds through the Automated Clearing House (ACH) network -- the primary electronic funds transfer (EFT) system used by agencies to make payments. ACH is a secure, private network that connects banks to each other by means of the Federal Reserve Board or their ACH operators.

Our mission is to provide the highest level of personal bill paying services, peace of mind, and security to our clients. We aspire to establish successful and positive relationships with our clients, staff members, trusted professional advisors, and the vendors of our clients. Our #1 goal is to make certain that your bills are paid 100% on time and accurately with a commitment to excellence and integrity. Our vision is to be recognized as the national leader in bill paying service through our company's dedication, excellent customer service and superior quality systems. Success will be measured by the trust our clients have in us to meet their monthly bill paying needs.

Market research by the Wisconsin Innovation Service Center at UW-Whitewater has identified key target audiences and markets for our services and the scarcity of identifiable competition.

The Fiscal Concierge is an equal opportunity employer and we are compliant with Executive Order 1979-4 and do not discriminate per the Civil Rights Act of 1964. We are compliant with the Americans with Disabilities Act. All our employees are subject to a background check through Kroll Background America and we maintain a drug-free workplace environment. Employees must also sign a Confidentiality Agreement. The Fiscal Concierge maintains a HIPAA compliant status, all client information is protected, whether written, electronic or oral. Procedures are in place to resolve complaints from clients and vendors. In addition, emergency contact procedures have been established to maintain client safety. The Fiscal Concierge is a privately incorporated female-owned company established in Manitowoc County, state of Wisconsin. The main office of The Fiscal Concierge is located at 980 Maritime Drive, Suite 6, in Manitowoc, WI.

You will find The Fiscal Concierge service to be, not only cost-competitive, but also a time saver and stress reliever, whether you used it personally, for the care of a loved one, as an additional benefit, or to generate an additional income stream for your business.

Live your life...We'll pay the bills

American Association of AADMM Daily Money Managers

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

FISCAL CONCIERGE
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# Frequently Asked Questions

**1) Do I have to change my longtime banking relationship?**
No. You keep all your current bank accounts and use your checkbook or your debit card just like you always have.

**2) What about identity theft?**
The Fiscal Concierge does not collect your Social Security number, our system was created with many additional levels of security, and our entire staff is insured and bonded.

**3) How will this really benefit me?**
Aside from saving approximately 6 hours each time each month, our current users say the peace of mind of not having to worry about the bills is worth every penny.

**4) I pay my bills electronically through my bank now. What is the difference?**
Paying bills through your bank electronically simply replaces the checkbook with a computer. You still have the deadlines and the responsibilities of paying your bills on time. With our services, once you send us the bill you will never see it again.

**5) Will this help my credit rating?**
Yes, our method of paying bills through the ACH system will pay your bills on time every time. This will help your credit rating.

**6) How do I keep track of the bills being paid?**
Each month you will receive a statement and the original bills that Fiscal Concierge paid during the month. In addition, you will receive an end of the year summary statement.

**7) Do all my bills have to be paid by the Fiscal Concierge?**
No, only the bills that you authorize will be paid. However, you can add to your list of authorized bills at anytime at no additional cost.

**8) What if I have questions?**
We would love to hear from you, simply call toll free 800-496-3475, and a live personal Account Specialist will answer all of your questions.

**9) We are a member of AADMM and BBB -**
American Association of Daily Money Managers and Accredited Member of the Better Business Bureau.

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF DAILY MONEY MANAGERS AADMM

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

FC THE FISCAL CONCIERGE®
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# The Fiscal Concierge Advantage

- Maintain 100% control of your account
  - NO change with your current banking relationship
  - NO Social Security number required
  - NO Power of Attorney
  - Changes can be made easily with a telephone call
  - Add a creditor to approved list at any time
- We do all the work
  - Authorized bills paid on time
  - One fixed monthly fee
  - Monthly and end-of-the-year financial reports
  - Improve credit rating
- Dedicated staff
  - Insured and bonded
  - Live personalized service
  - After hours service
  - Professional and courteous
- Safe and secure
  - Many levels of security
  - Insured and bonded
  - Proactive identity theft protection from LifeLock®
- Membership in professional organizations
  - American Association of Daily Money Managers (AADMM)
  - Better Business Bureau (BBB)

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

THE FISCAL CONCIERGE
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

We know as a small business owner that you wear many different hats. Making sure that your business is running efficiently, leading a sales team, training new staff, and servicing customers are just a few of the daunting responsibilities you have. We were a small business as well and faced many of the challenges that are in the marketplace today. That is why we developed a unique program combining **The Fiscal Concierge, LLC** bill paying service and **ADP®** payroll service to help free up your time and make your business operations even more efficient.

- The **Fiscal Concierge** is a professional, state-of-the-art bill paying service.
  - We can process up to 30 recurring billing transactions monthly.
  - Get your recurring bills paid on time every month.
  - We will monitor your bills for any unusual charges and notify you of them immediately.
- **The Fiscal Concierge** utilizes **ADP®** to process your payroll.
  - Using **ADP®** allows us to offer exceptional rates for your **ADP®** payroll service needs.
  - **ADP®** will take care of all your payroll requirements, including tax filings, New Hire Reporting, Direct Deposit and W-2s.
  - Enjoy full-level service minus the headaches.

Imagine if you had an extra day each week to connect with your customers, tap into new technologies and optimize business efficiencies. **The Fiscal Concierge** and **ADP®** can help streamline your business operations. For one, low monthly fee we will handle all your bill paying and payroll transactional needs. It's that simple!

For more information give us a call at 1-800-496-3475 or email us at info@thefiscon.com and we can go over this exciting new program to see if it is the right fit for you. If you need more details you can visit us on the web at www.thefisconpro.com. We look forward to customizing a payroll and bill paying solution that fits you.

Sincerely,
The Fiscal Concierge Team

Live your life...We'll pay the bills

AADMM

Insured and Bonded

BBB

980 Maritime Drive
P.O. Box 843
Manitowoc, WI 54221-0843
www.thefiscon.com

THE FISCAL CONCIERGE
Your Personal Bill Paying Service

(800) 496-3475
(920) 686-8810
FAX (920) 682-9774
fiscon@thefiscon.com

# The Concierge Advantage For Small Business

- Payroll Services provided through ADP®
  - Minimize compliance concerns
  - Data is securely hosted in an off-site facility
  - Reliability, accuracy, and efficiency
- Maintain 100% control of your account
  - NO change with your current banking relationship
  - Changes can be made easily with a telephone call
  - Add a creditor to approved list at any time at no extra charge
- We do all the work
  - Authorized bills paid on time
  - One fixed monthly fee
  - Monthly and end-of-the-year financial reports
- Dedicated staff
  - Live personalized service
  - Professional and courteous
- Safe and secure
  - Insured and bonded
  - Many levels of security
- Membership in professional organizations
  - American Association of Daily Money Managers (AADMM)
  - Better Business Bureau (BBB)
- Professional Partners
  - ADP®
  - LifeLock®
  - Guardian Monitoring Systems

Live your life...We'll pay the bills

AMERICAN ASSOCIATION OF AADMM DAILY MONEY MANAGERS

Insured and Bonded

BBB

Better Business Bureau®

# BBB BUSINESS REVIEW

BBB ACCREDITED BUSINESS SINCE 12/18/2007

## The Fiscal Concierge, LLC

Phone: (920) 686-8810

Fax: (920) 682-9774
980 Maritime Dr Ste 6, Manitowoc, WI 54220
fiscon@thefiscon.com
http://www.thefiscon.com

**On a scale of A+ to F**
Reason for Rating
BBB Ratings System
Overview

0

*BBB Business Reviews may not be reproduced for sales or promotional purposes.*

## Description

This company is a personal/business bill paying service, as well as offering personal finance and checking ac

## View Business Review Inquiries

The Fiscal Concierge, LLC has had their Business Review viewed 6 time(s) over the last 30 days. Cli originated.

## BBB Accreditation

A BBB Accredited Business since 12/18/2007

BBB has determined that The Fiscal Concierge, LLC meets BBB accreditation standards, which include a co effort to resolve any consumer complaints. BBB Accredited Businesses pay a fee for accreditation review/r BBB services to the public.

BBB accreditation does not mean that the business' products or services have been evaluated or endorsec a determination as to the business' product quality or competency in performing services.

## Reason for Rating

BBB rating is based on 16 factors. Get the details about the factors considered.

Factors that *raised* the rating for The Fiscal Concierge, LLC include:

Length of time business has been operating.
No complaints filed with BBB.
BBB has sufficient background information on this business.

## Customer Complaints Summary

0 complaints closed with BBB in last 3 years | 0 closed in last 12 months

| Complaint Type | Total Closed Complaints |
|---|---|
| Advertising/Sales Issues | 0 |
| Billing/Collection Issues | 0 |
| Delivery Issues | 0 |
| Guarantee/Warranty Issues | 0 |
| Problems with Product/Service | 0 |
| **Total Closed Complaints** | 0 |

## Customer Reviews Summary

0 Customer Reviews on

| Customer Experience The Fiscal Concierge, LLC | Total Customer Reviews |
|---|---|
| Positive Experience | 0 |
| Neutral Experience | 0 |
| Negative Experience | 0 |
| **Total Customer Reviews** | **0** |

with BBB

Chat now

## Government Actions

BBB knows of no significant government actions involving The Fiscal Concierge, LLC.

What government actions does BBB report on?

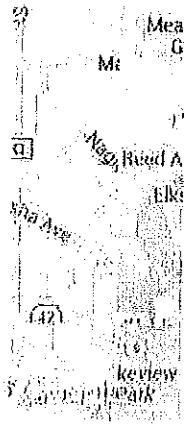
## Advertising Review

BBB has nothing to report concerning The Fiscal Concierge, LLC's advertising at this time.

What is BBB Advertising Review?

## Additional Information

BBB file opened: December 14, 2007
Business started: 07/03/2006 in WI
Business started locally: 07/03/2006
Business incorporated: 07/03/2006 in WI



### Type of Entity

Limited Liability Company (LLC)

### Business Management

Ms. Mary Jane Nickels, Owner
Mr. Christopher Nickels, Owner
Mr. Stephen Nickels, Owner
Ms. Sharry Ringmeier, Operations Manager
Ms. Andrea Roberts, Owner

### Contact Information

Principal: Ms. Mary Jane Nickels, Owner
Customer Contact: Ms. Sharry Ringmeier, Operations Manager

### Business Category

Bill Paying Service
Payroll Service
Payroll Services (NAICS: 541214)

© 2014 Better Business Bureau®, Inc. | #44159953
BBB serving Wisconsin

EXHIBIT
6

# State of Wisconsin
# Office of the Commissioner of Securities

Tommy G. Thompson
Governor

Wesley L. Ringo
Commissioner

Daniel J. Eastman
Deputy Commissioner

Mailing Address:
101 E. Wilson Street, Fourth Floor
Post Office Box 1768
Madison, WI 53701

| | |
|---|---|
| Information | (608) 266-3431 |
| Registration | (608) 266-1064 |
| Franchise | (608) 266-3364 |
| Licensing | (608) 266-3693 |
| Legal Services | (608) 266-8557 |
| Administration | (608) 266-3583 |

September 21, 1993

James A. Nickels
225 South Monroe Avenue
Green Bay, WI 54301

RECEIVED
SEP 27 1993
STATE OF WISCONSIN
OFFICE OF THE
COMMISSIONER OF SECURITIES

Re: James A. Nickels
File No. X-93003(L)

Dear Mr. Nickels:

The staff recently completed an investigation of your securities agent activities in Wisconsin. This investigation was prompted by several complaints alleging, inter alia, churning and unauthorized trading activity in the accounts of Wisconsin customers.

Section 551.34(1)(g), Wis. Stats. allows the Commissioner to revoke or suspend a securities agent's license or censure the licensee for engaging in dishonest or unethical practices in the securities business. Section SEC 4.06(2), Wis. Admin. Code makes it a dishonest or unethical practice to induce trading in a customer's account which is excessive in size or frequency in view of the financial resources and character of the account and to execute a transaction on behalf of a customer without authority to do so.

The large number of complaints against you raises the staff's concern that, there may be communication problems between you and your clients. While the staff does not intend to recommend to the Commissioner that formal administrative action be taken against you, we have established an informational file on your activities. To that end, we expect you and your firm to file with this office copies of all complaints (except those that relate to purely administrative issues) made against you for the next two years. Your signature, as well as that of your branch manager, Thomas Guyette, at the bottom of this letter indicates your agreement to provide these documents.

This is a warning letter and is not a reportable event on the Central Registration Depository System (CRD). The staff's position is not the result of a formal opinion or decision, rather it is a determination as to the best use of limited administrative resources. Any future violations of state securities laws can result in the staff recommending enforcement actions against you.

Very truly yours,

David A. Cohen
Staff Attorney
Legal Services Division

Reviewed and Accepted

9/20/93
James A. Nickels

Thomas Guyette

cc: Orestes J. Mihaly
Thomas Guyette

EXHIBIT
7-A

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

---

In the Matter of
JAMES A. NICKELS,

Respondent.

PETITION FOR ORDER

File No. S-97061(LX)

---

The staffs of the Department of Financial Institutions, Division of Securities, Licensing and Compliance Section and the Enforcement Unit have investigated this matter pursuant to sec. 551.56, Wis. Stats. and , as a result thereof, allege as follows:

1. James A. Nickels ("Nickels") is a licensed securities agent (CRD #347827) with a last known business address at 1701 Washington St., Manitowoc, WI 54220;

2. At all times material hereto, Nickels was employed by Merrill Lynch Pierce Fenner & Smith Inc. ("Merrill") as securities agents at the Merrill office located at 225 S. Monroe Avenue, Green Bay, WI;

3. On September 21, 1993, the Division's predecessor agency issued a warning letter to Nickels regarding customer allegations of excessive trading and unauthorized trading;

4. During at least 1994 through July 1996, Nickels induced trading in customers' accounts which was excessive in size or frequency in view of the financial resources and character of the account;

5. During at least 1994 through July 1996, Nickels executed transactions on behalf of customers in Wisconsin without authority to do so;

6. The actions of Nickels, as described in Paragraphs 4 and 5 above, are deemed by DFI-Sec. 4.06(2)(i), Wis. Admin. Code to be "dishonest or unethical business practices" or "taking unfair advantage of a customer" and provide a basis, pursuant to sec. 551.34(1)(g), Wis. Stats. for the censure of Nickels or the suspension or revocation of his securities agent license;

THEREFORE, the staffs of the Enforcement Unit and the Licensing & Compliance Section petition the Administrator for the issuance of the attached Orders.

DATED this 24 day of July, 1998.

Kenneth L. Hojnacki
Director
Licensing & Compliance Section

David A. Cohen
Supervising Attorney
Enforcement Unit

EXHIBIT
7-B

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | WAIVER AND CONSENT<br>TO ORDER |
| Respondent. | File No. S-97061(LX) |

The undersigned Respondent, having decided not to contest the issuance of the attached Order, and neither admitting nor denying the allegations contained in the staff's Petition for Order, hereby waives his right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 29 day of June, 1998.

JAMES A. NICKELS

State of Wisconsin
County of Manitowoc

Subscribed before me this
29th day of June, 1998.

Thomas A. Van Horn
Notary Public

My commission expires is permanent.

EXHIBIT
7-C

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of<br>JAMES A. NICKELS | ORDER OF CENSURE, PROHIBITION AND SUSPENSION OF SECURITIES AGENT LICENSE<br>(CONSENT) |
| Respondent. | File No. S-97061(LX) |

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to secs. 551.34 and 551.63, Wis. Stats.,

IT IS ORDERED THAT:

a. Pursuant to sec. 551.34(1), Wis. Stats., James A. Nickels is censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by inducing trading in a customer's account that is excessive in size or frequency in view of the financial resources and character of the account.

b. Pursuant to sec. 551.34(1), Wis. Stats., James A. Nickels is censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by executing transactions on behalf of customers without authority to do so.

c. The securities agent license of James A. Nickels is hereby suspended for July 2-3, 1998.

EXECUTED at Madison, Wisconsin this 1st day of July, 1998.

(SEAL)

Randall E. Schumann
Legal Counsel for the Division
Division of Securities

NOTICE:

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities of the State of Wisconsin Department of Financial Institutions under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

EXHIBIT
8

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

| | | |
|---|---|---|
| IN THE MATTER OF: | JAMES A. NICKELS | FILE NO. 9800505 |

## CONSENT ORDER OF REVOCATION

TO THE RESPONDENT:

James A. Nickels
(CRD #347827)
807 Manistee Court
Manitowoc, Wisconsin 54229

c/o Paul Matecki
Senior Vice President-Corporation Counsel
Raymond James Financial Services
f/k/a Investment Management & Research, Inc.
880 Carillon Parkway
St. Petersburg, Florida 33716

WHEREAS, Respondent James A. Nickles on the 13th day of April, 1999 executed a certain Stipulation to Enter Consent Order of Revocation (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated January 21, 1999 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Revocation ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, while neither admitting nor denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.

2. That on July 1, 1998 the State of Wisconsin, Division of Securities, Department of Financial Institutions entered an Order of Censure, Prohibition and Suspension of Securities Agent License (Order) in File No. S-97061 (LX) which sanctioned the Respondent as follows:

   a. Pursuant to Sec. 551.34(1), Wis. Stats., the Respondent was censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by inducing trading in a customer's account that is excessive in size or frequency in view of the financial resources and character of the account.

   b. Pursuant to Sec. 551.34(1), Wis. Stats., the Respondent was censured for, and prohibited from, committing a dishonest or unethical business practice or taking unfair advantage of a customer by executing transactions on behalf of customers without authority to do so; and

   c. The securities agent license of the Respondent was suspended for July 2-3, 1998.

3. That the Order as referred to in the preceding paragraph found that:

   a. The Respondent is a licensed securities agent (CRD #347827) with a last known business address at 1701 Washington St., Manitowoc, WI 54220;

   b. At all times material hereto, The Respondent was employed by Merrill Lynch Pierce Fenner & Smith, Inc. ("Merrill") as a securities agent at the Merrill office located at 225 S. Monroe Avenue, Green Bay, WI;

   c. That on September 21, 1993, the Division's predecessor agency issued a warning letter to the Respondent regarding customer allegations of excessive trading and unauthorized trading

   d. During at least 1994 through July 1996, the Respondent induced trading in customer's accounts which was excessive in size or frequency in view of the financial resources and character of the account;

   e. During at least 1994 through July 1996, the Respondent executed transactions on behalf of customers in Wisconsin without authority to do so; and

f. The actions of the Respondent, as described in paragraphs d and e above, are deemed by DFI Sec. 4.06 (2) (I) Wis. Admin. Code to be "dishonest or unethical business practices" or "taking unfair advantage of a customer" and provide a basis, pursuant to Sec. 55.34 (1) (g), Wis. Stats. for the censure of the Respondent or the suspension or revocation of his securities agent license.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting nor denying, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(k) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that his registration as a salesperson in the State of Illinois shall be revoked.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. James A. Nickels' registration as a salesperson in the State of Illinois is hereby revoked.

2. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED This 14th day of April, 1999.

Jesse White TB

JESSE WHITE
Secretary of State
State of Illinois

EXHIBIT
9

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

---

In the Matter of
GREGORY A. ANDERSON,

Respondent.

PETITION FOR ORDER

File No. S-02002(EX)

---

The staff of the State of Wisconsin, Department of Financial Institutions, Division of Securities, Bureau of Registration & Enforcement, has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Blackwolf Holdings, LLC (hereinafter referred to as "Blackwolf ") is upon information and belief a foreign business entity with a last known business address at 2525 Washington Street, Manitowoc, Wisconsin 54220;

2. Gerald J. "Jay" Stock (hereinafter referred to as "Stock") is an individual, who, upon information and belief, at all times material hereto, was an owner and controlling person of Blackwolf;

3. Stock has a date of birth of January 1, 1967, was previously licensed as a securities agent by the Division of Securities from 1993 to 1999, and has a CRD number of 2369601, and has a last known home at 851 Summit Street, Manitowoc, Wisconsin 54220;

4. Kevin W. Lynds (hereinafter referred to as "Lynds") is an individual, who, upon information and belief, at all times material hereto, was an owner and controlling person of Blackwolf;

5. Lynds has a date of birth of August 14, 1957, a CRD number of 1744609, and was licensed as a securities agent from 1988 to 1999 in Texas, and has a last known home address at 2036 Peachtree Lane, Wichita Falls, Texas 76308;

6. Gregory A. Anderson, (hereinafter referred to as "Anderson"), is an individual, who, upon information and belief, at all times material hereto, was a certified public accountant, with a last known business address of 429 N. 9th Street, Manitowoc, Wisconsin 54220-4092;

7. Upon information and belief, during the period of 2000, Stock and Lynds, on behalf of Blackwolf, offered and sold to persons in Wisconsin interests in so-called "High Yield Trading Programs" of Blackwolf, one named Intercoastal Group LLC and one named Intercoastal Group II LLC (hereinafter referred to as "the Programs");

8. According to information provided by Anderson to staff of the Division of Securities, Anderson received payments from Blackwolf when persons in Wisconsin that he referred to Stock invested in the Programs;

9. According to copies of documents of the Programs, provided to a person in Wisconsin who invested in the Programs, entitled "Operating Agreement," "...The business affairs of the Company shall be managed by ...Blackwolf ...;"

10. Upon information and belief, investors can play a passive role in the programs with no duties and responsibilities;

11. Each investor will not be involved in the day-to-day management of the programs, since there is a manager who has "sole and exclusive power and discretion of management and control;"

12. Since the investors will be involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the investments in the Programs offered by the respondents are investment contracts as defined by section DFI-Sec. 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by sec. 551.02(13), Wis. Stats.;

13. The investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.;

14. Anderson has violated sec. 551.21(1), Wis. Stats., by offering and selling unregistered securities in Wisconsin;

15. In connection with the offers and sales of the securities described above, Anderson transacted business in Wisconsin as an "agent" for Blackwolf, Stock and Lynds, as that term is defined by sec. 551.02(2), Wis. Stats.;

16. At no time has Anderson been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.;

17. Anderson has violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as a securities agent without a license;

18. The Staff of the Division of Securities sent an inquiry letter to Anderson dated May 10, 2002, for information and documents concerning his securities-related transactions with persons in Wisconsin, but to date has received no response; and

19. The Division of Securities issued administrative orders against Blackwolf, Stock and Lynds on March 11, 2002.

Therefore, the staff of the Bureau of Registration & Enforcement petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Mark E. Dorman 8-14-02
Mark E. Dorman — Date
Examiner

David A. Cohen 8/16/02
David A. Cohen — Date
Supervising Attorney

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

| | |
|---|---|
| In the Matter of<br>GREGORY A. ANDERSON, | ORDER OF PROHIBITION<br>(CONSENT) |
| Respondent. | File No. S-00262(EX) |

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

a. Gregory A. Anderson, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.

b. Gregory A. Anderson is prohibited from transacting business as a securities agent in Wisconsin unless licensed under Ch. 551, Wis.Stats., or successor statute, or excepted from the licensing requirement.

c. Gregory A. Anderson shall resolve his civil liability under sec. 551.59, Wis. Stats., resulting from the unlawful sales of securities described in the Petition for Order prior to filing an application for a securities agent license in Wisconsin.

EXECUTED at Madison, Wisconsin, this 19th day of August, 2002.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE

You are advised that any willful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

---

| | |
|---|---|
| In the Matter of<br>GREGORY A. ANDERSON, | WAIVER AND CONSENT<br>TO ORDER |
| Respondent. | File No. S-02002 (EX) |

---

The undersigned Respondent, having decided not to contest the issuance of the attached Order in the above-referenced matter, hereby waives his right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 12TH day of August, 2002.

GREGORY A. ANDERSON

State of Wisconsin )
County of Manitowoc )

Subscribed before me this

12th day of August, 2002.

Mary M. Krajnik
Notary Public

My commission expires 12/8/02

RECEIVED
DEC 29 2016
Wisconsin Dept of
Financial Institutions

----------INITIAL PETITION TO REQUEST A POST-ORDER HEARING.....

TO: LESLIE M. VAN BUSKIRK

ADMINISTRATOR OR THE STATE DFI

FROM: GREG ANDERSON,CPA

CASE #S-231331(EX)

12-27-16

LESLIE-----I AM A CPA...NOT A LAWYER OR A SECURITIES GUY.....AND THE SHORT TIME FRAME TO SUBMIT THIS PETITION ALLOWED PER SECTION II G-14 OF THE FINAL ORDER ISSUED(AND PER STATUTE 227.49)PRECLUDED ME FROM GETTING LEGAL COUNSEL (SCHEDULES WERE FULL...HOLIDAYS...ETC) SO TO DO THIS FILING, I DID MY BEST AND HOPE IT SUFFICES.

I AM REQUESTING A HEARING TO REVIEW MANY ISSUES WITHIN THE CURRENT VERSION OF THE FINAL ORDER...WITH THE GOAL OF EITHER MODIFYING /REVERSING/SUSPENDED THE ORDER(AT LEAST IN REGARDS TO MY PARTS OF THE ORDER)

A SAMPLING OF SOME OF THE ISSUES(THOUGH NOT ALL INCLUSIVE) ARE AS FOLLOWS:

--I HAVE ZERO CO-RESPONSIBILITY FOR ANY ISSUED / OUTSTANDING NOTES OWED BY THIS BUSINESS.....MR NICKELS AND THE BUSINESS WERE THE SOLE ISSUERS OF ANY NOTES SINCE THEY BEGAN IN 2008(AND HE WILL CONFIRM THAT FACT)..... THE VAST MAJORITY OF NOTES WERE ALREADY IN PLACE PRIOR TO EARLY 2014(WHICH WAS THE TIME FRAME WHEN I FIRST BECAME ACQUAINTED WITH HIS BUSINESS...AND I ALSO BECAME A SMALL NOTEHOLDER MYSELF TOO).....IN ADDITION ,I HAVE NEVER MET MOST OF THE NOTEHOLDERS IN MY LIFE,I'VE NEVER BEEN AN EMPLOYEE OR OWNER OF THE BUSINESS.....AND SO MUCH MORE. AND AS OF TODAY,I TOO HAVE FUNDS DUE TO ME....JUST LIKE THE OTHER NOTEHOLDERS.

THERE IS NO JUSTIFICATION FOR INCLUDING ME IN THE "RESPONDANT GROUP" TO PROVIDE SOME SORT OF FUTURE REPAYMENT PLANS.... FOR BUSINESS TRANSACTIONS THAT I HAD NOTHING TO DO WITH,AND WITH MOST OF THEM OCCURING DURING A TIME FRAME I WAS NOT EVEN" ON THE MAP".

--REGISTRATION OF THE NOTES.....AGAIN,THESE NOTES WERE CREATED DURING A TIME FRAME I HAD ZERO INVOLVEMENT WITH THIS BUSINESS(ANOTHER CPA FIRM WAS ON THE TEAM OF ADVISORS FROM MID 2008 THRU EARLY 2014).....AND THE WHOLE ISSUE OF REGISTRATION/EXEMPTION NEVER CAME UP( FROM MR NICKELS OR ANY OTHER PARTY)... MY UNDERSTANDING IS THAT IF A MISTAKE WAS MADE BACK IN 2008,MR NICKELS TAKES FULL RESPONSIBILITY FOR THINGS... AND IS EAGER TO CURE ANYTHING FOR THE FUTURE OF THE BUSINESS.

EXHIBIT
E

--WORDS LIKE "AGENCY" AND "SOLICITATION" ARE ALSO ERRONEOS( FROM MY VIEWPOINT).....ANY INDIVIDUALS WHO HAVE DISCUSSIONS WITH ME ARE ALWAYS ASKING QUESTIONS(AND WANT SOME ANSWERS).....ARE EAGER FOR ANY NEW INFO/IDEAS THAT MIGHT BE OF INTEREST TO THINGS THEY HAVE ALREADY VOICED INTEREST IN.....ASK FOR MY OWN PERSONAL OPINION ON THINGS.....AND MIGHT DESIRE SOME SORT OF CONTACT INFO (NAMES/NUMBERS) SO THEY CAN FOLLOW UP ON THEIR OWN WITH THE RIGHT PEOPLE TO LEARN MORE.

THIS IS THE DAILY EXTENT OF HOW I INTERACT WITH PEOPLE....NO MATTER WHAT THE TOPIC MIGHT BE .....AND THEY MIGHT BE CLIENTS...STRANGERS.....LISTENERS OF MY RADIO SHOWS....FOR ALL OF THEM, WHAT THEY DO WITH ANY INFO AFTERWARDS IS TOTALLY UP TO THEM.

IT TRULY MADE NO DIFFERENCE TO ME IF ANY PEOPLE EVER FOLLOWED THRU TO MEET WITH MR NICKELS OR NOT...AS I NEVER RECEIVED ANY SORT OF RENUMERATION , IRREGARDLESS OF ACTIONS.THUS I CANNOT FATHOM HOW SOMEONE CAN HAVE AN "AGENCY" RELATIONSHIP WHEN PEOPLE ARE JUST GETTING INFORMATION THAT THEY MIGHT PURSUE ON THEIR OWN,AND THERE NEVER IS ANY KIND OF COMPENSATION INVOLVED.

--THE 25K ADMINISTRATIVE ASSESSMENT IS ALSO A POINT OF CONTENTION....AS THAT SEEMS TO REVOLVE AROUND THE ENTIRE REGISTRATION ISSUE( AND SPIN OFF ISSUES).....WHICH AS NOTED,I AM NOT RESPONSIBLE FOR IN ANY WAY AND WAS TOTALLY UNAWARE OF IT BEING AN ISSUE.

--MY ATTEMPT TO SUBMIT AN INITIAL "APPEAL" IN LATE NOVEMBER WAS DENIED DUE TO SOME DIFFERING OPINIONSON COUNTING DAYS.....SO IT WAS DENIED ON THAT ISSUE,NOT FOR THE CONTENT OF MY APPEAL. WHAT I NEED TO SHARE WITH YOUR DEPARTMENT IS WHY MY SUBMISSION WAS SO LAST MINUTE....

ALL ALONG(FROM GETTING THE INITIAL PROPOSED ORDER) I WAS TOLD BY MR NICKELS THAT HIS LOCAL BUSINESS ATTORNEY WAS GOING TO CRAFT SOME SORT OF REPLY TO YOUR DEPARTMENT ON BEHALF OF THE ENTIRE "GROUP" LISTED ON THE ORDER.....HOWEVER THIS DRAGGED ON AND ON AS DAYS AND WEEKS WENT BY,AND THE 30 DAYS GOT CLOSER AND CLOSER. EVEN ON DAY 28 THIS ATTORNEY WAS STILL CONTACTING YOUR OWN DEPARTMENT TO TRY AND GET ADDED TIME TO RESPOND,ETC....BUT EVENTUALLY FAILED ON THAT EFFORT(BUT HE DID GET CONFIRMED THAT A REPLY BY NOV 23RD WOULD STILL BE IN TIME)

MEANWHILE HE DECIDED THAT A REPLY ON BEHALF OF THE COMPANY AND MR NICKELS WAS NOT GOING TO TAKE PLACE ANYMORE....KIND OF LEAVING ME HANGING TO TRY AND WHIP UP MY ATTEMPT AT A RESPONSE ON TUESDAY NITE NOV 22ND

I GOT IT IN AS SOON AS POSSIBLE VIA CERTIFIED MAIL...AND THOUGH YOUR COVER LETTER NOTES THAT THERE ARE "NEVER ANY EXCEPTIONS OR WAIVERS"...THE TRUTH IS THAT I WAS TOTALLY MISLED THROUGHOUT THAT WHOLE TIME PERIOD(MR NICKELS CAN ALSO ATTEST TO WHAT HAPPENED)

IN CLOSING,I HAVE DONE MY BEST TO PEN A" PETITION REQUEST" THAT WILL BE ACCEPTABLE FOR FUTURE ACTIONS....AND LOOK FORWARD TO YOUR REPLY ON THIS MATTER. MY UNDERSTANDING IS THAT THE OTHER ISSUES IN THE ORDER KEYED TO "NUMBER OF DAYS" SINCE DEC 9TH ARE HALTED -- UNTIL I GET A REPLY ON THIS MATTER(DEADLINE TO PAY THE ASSESSMENT,ETC)....

IF THAT IS INCORRECT,I WOULD ASK FOR CLARIFICATION FROM YOU ON THE ACTUAL RULES.

NOTE---I ALSO WILL BE FAXING A COPY OF THIS TO YOUR DEPARTMENT LATER TODAY..SO THAT ONE WAY OR ANOTHER IT WILL BE RECEIVED IN TIME FOR THE 20 DAY TIME FRAME

SINCERELY

GREG ANDERSON,CPA

EXHIBIT
F

# State of Wisconsin

*Department of Financial Institutions*

Scott Walker, **Governor** | Lon E. Roberts, **Secretary**

January 12, 2017

Mr. Gregory Anderson
429 North 9th Street
Manitowoc, Wisconsin 54220

Sent via US Mail

Re: The Fiscal Concierge, LLC, et al.
DFI File S-231331 (EX)

Dear Mr. Anderson:

As Administrator for the State of Wisconsin, Department of Financial Institutions, Division of Securities ("the Division"), I have reviewed your letter received on December 29, 2016 requesting a rehearing pursuant to Wis. Stat. § 227.49. I deny your request for the reasons set forth below.

Wisconsin Statutes § 551.604(2) provides that a summary order issued under that section becomes final by operation of law if a hearing is not requested within 30 days of service of the order.[1] In your case, I issued the summary order on October 21, 2016, and a copy was mailed to you on October 24, 2016. USPS certified mail records show you received the copy on October 26, 2016. You did not timely request a hearing within 30 days of the October 24, 2016 date when the Division served you with the order[2], thus your letter requesting a hearing was not filed in time to prevent the summary order from becoming final as a matter of law. Therefore, I entered a final order on December 9, 2016, which was mailed to you by USPS certified mail on that day. Had your request for a hearing been filed prior to November 24, 2016, it would have been timely and the allegations against you would have been set for hearing. At that hearing, you would have had the opportunity to present evidence contesting the findings in the Summary and Proposed Orders issued on October 21, 2016 and mailed on October 24, 2016.

It has been the policy of the Division and its predecessor, the Commissioner of Securities, for over 35 years that the statutory requirements for hearings set forth in Chapters 551 and 227 of the Wisconsin Statutes be strict observed. Wisconsin Statutes § 227.49 provides for granting a rehearing only on the basis of a material error of law, a material error of fact, or discovery of new evidence. Your failure to file a timely petition for hearing on the summary and proposed orders prevents you from meeting that standard, nor is the information provided in your December 29, 2016 letter sufficient support for such a determination.

[1] Wisconsin Statutes § 891.46, Mailed Service. Unless otherwise specifically provided by statute or rule adopted under s. 751.12, summonses, citations, notices, motions and other papers required or authorized to be served by mail in judicial or administrative proceedings are presumed to be served when deposited in the U.S. mail with properly affixed evidence of prepaid postage.

[2] As explained in my December 9, 2016 letter, your request was not timely filed within 30 days of your receipt of that copy.

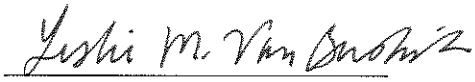
In your December 29, 2016 letter, you state:

> there is no justification for including me in the "respondant [sic] group" to provide some sort of future repayment plans … for business transactions that I had nothing to do with, and with most of them occurring during a time frame I was not even "on the map".

The findings of fact and conclusions of law adopted in the final order provide many examples of your personal involvement in and solicitation of clients for The Fiscal Concierge. Wisconsin Statutes § 551.501 states that it is unlawful for ***any person***, in connection with the offer, sale or purchase of a security, directly or indirectly, to do any of the following: (2) to make an untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading or (3) to engage in an act, practice or course of business which would operate as a fraud or deceit upon another person. Exhibits referenced in the orders obtained by Enforcement staff in their investigation support the finding of a violation of that provision.

Accordingly, your request for a rehearing is denied.

Dated this 12th day of January, 2017.



Leslie M. Van Buskirk
Administrator
Division of Securities

## NOTICE OF RIGHTS TO REHEARING AND/OR JUDICIAL REVIEW

1. PLEASE TAKE NOTICE that you have the right to petition for rehearing and judicial review of adverse decisions, pursuant to Wis. Stat. § 227.48. A final order issued by the Administrator under Ch. 551 is subject to judicial review in accordance with Ch. 227, but administrative enforcement orders entered without hearing may be reviewed only if the party seeking review has requested a hearing within the time provided by Wis. Stat. § 551.604(2), pursuant to Wis. Stat. § 551.609.

2. PLEASE TAKE FURTHER NOTICE that a person aggrieved by the final order has a right to petition the Administrator for rehearing within 20 days of mailing of the final order decision, pursuant to Wis. Stat. § 227.49. The petition for rehearing must be filed with the Administrator and served on the parties. An appeal of this order may also be taken directly to circuit court through the filing of a petition for judicial review. It is not necessary to first petition for rehearing. If this order is denying rehearing, a person aggrieved who wishes to appeal must seek judicial review rather than rehearing. A second petition for rehearing is not permitted.

3. PLEASE TAKE FURTHER NOTICE that a person aggrieved by this order has a right to petition for judicial review, pursuant to Wis. Stat. § 227.53. The petition must be filed in circuit court and served upon the Administrator within 30 days of mailing this order if there has been no petition for rehearing. If a timely petition for rehearing has been filed, the petition for judicial review must be filed within 30 days of mailing the order finally disposing of the petition for rehearing, or within 30 days after the final disposition of the petition for rehearing by operation of law pursuant to Wis. Stat. § 227.49(5), whichever is sooner. If an untimely petition for rehearing is filed, the 30 day period to petition for judicial review commences the date the Administrator mailed its original order. The Administrator must be named as respondent in the petition for judicial review.

4. PLEASE TAKE FURTHER NOTICE that the names and addresses of the parties to the proceeding for purposes of judicial review, pursuant to Wis. Stat. § 227.47(1) are as follows:

   Gregory A. Anderson
   429 North 9th Street
   Manitowoc, Wisconsin 54220

   State of Wisconsin
   Department of Financial Institutions
   Division of Securities, Administrator
   201 West Washington Ave, Suite 500
   Madison, Wisconsin 53703

EXHIBIT
G

# State of Wisconsin

*Department of Financial Institutions*

Tony Evers, **Governor** | Kathy Blumenfeld, **Secretary**

October 28, 2019

Mr. Gregory A. Anderson
2519 Stone Road
Manitowoc, Wisconsin 54220

**Sent via Certified Mail**

**Re:** In the Matter of Gregory A. Anderson;
*DFI S-231331 (EX)*

Mr. Anderson:

On October 28, 2019, the Wisconsin Department of Financial Institutions, Division of Securities Administrator reversed her decision to deny your November 28, 2016 request for a hearing following the issuance of a Summary Order to Cease and Desist Including Restitution and Civil Penalties issued on October 24, 2016, following decisions by the Wisconsin Court of Appeals District II and the Manitowoc County Circuit Court. A pre-hearing conference is scheduled for January 23, 2020 and the hearing is scheduling for August 31, 2020.

Please find attached a Notice of Hearing for the above-referenced matter. A copy has also been sent to your attorney, Daniel J. Blinka.

Sincerely,

Katherine Clementi

Katherine Clementi
Paralegal
Bureau of Enforcement

Enclosures:
*Notice of Hearing dated October 28, 2019*

CC:
Attorney Daniel J. Blinka
Godfrey & Kahn SC
833 East Michigan Street, Suite 1800
Milwaukee, Wisconsin 53202

EXHIBIT

2 to Ex H

# State of Wisconsin

*Department of Financial Institutions*

## Financial Disclosure Statement

Pursuant to Wis. Stat. § 551.505, it is unlawful for a person to make or cause to be made, in a record that is used in an action or proceeding or filed under this chapter, a statement that, at the time and in the light of the circumstances under which it is made, is false or misleading in a material respect, or, in connection with the statement, to omit to state a material fact necessary to make the statement made, in the light of the circumstances under which it was made, not false or misleading.

### FINANCIAL DISCLOSURE OF ASSETS

| | | | | |
|---|---|---|---|---|
| 1. Your full name | 2. Date of Birth | | 3. Number of Dependents | |
| 4. Your residence address (not P.O. box) | City | State | Zip Code | Phone Number |
| 5. Spouse's full name | 6.A. Date of Marriage | | 6.B. Do you have a marital property agreement? ☐ Yes (Attach copy.) ☐ No | |
| 7. Spouse's residence address (if different) | City | State | Zip Code | Phone Number |
| 8. Your employer's name and address | 9. Gross Wages | | 10. Paid ☐ weekly ☐ biweekly ☐ monthly | |
| 11. Spouse's employer's name and address | 12. Gross Wages | | 13. Paid ☐ weekly ☐ biweekly ☐ monthly | |
| ***You must complete this information (14 – 31) for both you and your spouse.*** | | | | |
| 14. Other employers | 15. Gross Wages | | 16. Paid ☐ weekly ☐ biweekly ☐ monthly | |
| 17. Pension income (Give name and address of payor.) | 18. Amount | | 19. Paid ☐ weekly ☐ biweekly ☐ monthly | |
| 20. Social Security/Disability/SSI (Give name and address of payor.) | 21. Amount | | 22. Paid ☐ weekly ☐ biweekly ☐ monthly | |
| 23. Checking, savings, financial accounts (List name and address of institution, type of account and amount.) | | | | |

| 24. Automobiles (Give year, make and market value.) | | |
|---|---|---|
| 25. Stocks, bonds, life insurance, IRA's and other financial investments (List name, number of shares and value.) | 26. Other Income (Specify) | |
| 27. Any trust of which you are a beneficiary (Identify trustee, assets, value of assets, additional beneficiaries). | | |
| 28. Real estate and other real property interests (List kind of property, location and market value.) | | |
| 29. Does anyone owe you money?<br>☐ Yes (Attach copy.) ☐ No | 30. Is anyone holding any assets or property for you?<br>☐ Yes (Attach copy.) ☐ No | 31. Amount of cash on hand |
| 32. Other assets of value (Give details and values.) | | |

33. Do you believe your earnings are exempt from garnishment? ☐ Yes ☐ No

**If yes, complete lines A, B, C, and D as appropriate**.

☐ A. I have received the following need-based public assistance within the last six months:
- ☐ Medical assistance
- ☐ Relief funded under Wis. Stats. §59.53(21)
- ☐ Food stamps/Foodshare
- ☐ Relief funded under public assistance
- ☐ Supplemental security income
- ☐ Benefits for veterans under §45.40 (1m) or 38 USC 501-562.

☐ B. I have been determined to be eligible to receive the following need-based public assistance although I have not actually begun to receive those benefits:
- ☐ Medical assistance
- ☐ Relief funded under Wis. Stats. §59.53(21)
- ☐ Food stamps/Foodshare
- ☐ Relief funded under public assistance
- ☐ Supplemental security income
- ☐ Benefits for veterans under §45.40 (1m) or 38 USC 501-562.

☐ C. My household income is below the federal poverty line. (Worksheets and schedules for this determination are available in the Clerk of Court's Office.)

☐ D. At least 25% of my disposable earnings are assigned by the court order for support.

34. Would the garnishment of 20% of your disposable income reduce your household income below the federal poverty line? ☐ Yes ☐ No

35. The information provided on this statement is true and correct.

Signature_____ Date _____

Printed Name _____