

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: BRUCE E. CARLSON

FILE NO. 0400068

CONSENT ORDER OF WITHDRAWAL

TO THE RESPONDENT: Bruce E. Carlson
(CRD #: 1043071)
16 Hill Farm Circle
Saint Paul, Minnesota 55127

c/o The (Wilson) Williams Financial Group
12221 Merit Drive, Suite 300
Dallas, Texas 75251

c/o Dan R. Waller
Secore & Waller, L.L.P.
Attorneys and Counselors
Three Forest Plaza
12221 Merit Drive, Suite 1100
Dallas, Texas 75251

WHEREAS, Respondent on the 30th day of July 2004 executed a certain Stipulation to Enter Consent Order of Withdrawal (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 April 29, 2004 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

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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 on January 30, 2004 The (Wilson) Williams Financial Group, filed a Form U-4 application for registration of the Respondent as a salesperson in the State of Illinois.
2. That on March 18, 2004, a Summary Order of Denial (the "Summary Order") was issued by the Secretary of State denying this application. Pursuant to the terms of the Summary Order, the Respondent requested a hearing on April 13, 2004.
3. That on November 25, 2002 an Exchange Hearing Panel of the New York Stock Exchange Inc. (NYSE) accepted a Stipulation of Facts and Consent to Penalty entered into between the Exchange's Division of Enforcement and the Respondent (Decision) in File No. 02-233 which imposed the following sanctions:
 - a. censure; and
 - b. barred for a period of four months from membership, allied membership, approved person status, and from employment or association in any capacity with any member or member organization.
4. That the Decision, by unanimous vote of the Hearing Panel, found:
 - a. During October through December 1999 (the "Relevant Period"), on one or more occasions, the Respondent violated Exchange Rule 472(a) by posting communications concerning securities on Internet message boards without the knowledge and approval of his member firm employer. He also engaged in conduct inconsistent with just and equitable principles of trade by posting on such Internet message boards, without the knowledge or approval of his member firm employer, communications containing speculative statements concerning securities which could reasonably be expected to affect investor interest at a time when he and/or his customers held an interest in such securities. In addition, he exercised discretion with oral but not written authorization in customer accounts in violation of Exchange Rule 408(a).
 - b. Exchange Rule 472(a) provides that "Each advertisement, market letter, sales literature, or other similar type of communication which is

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generally distributed or made available by a member or member organization to customers or the public shall be approved in advance by a member, allied member, supervisory analyst or qualified person designated under [Exchange rules]." Rule 472.10 defines "communications" as including, among other things, "electronic communications ... which are shown or distributed to customers or the public."

- c. During the Relevant Period, the Respondent posted at least eight messages from his home computer concerning a number of stocks on Internet message boards maintained by a web site. The messages posted by him related to various water utility companies in which he and his customers owned stock, companies hereinafter referred to as "XYZ," "WW," "RST," "OPQ," "LMN," "IJK," "FGH," and "CDE" (collectively hereinafter referred to as the "Companies"). The stocks of each of the Companies traded on NYSE, AMEX or NASDAQ during the Relevant Period.
- d. For each of the postings, the Respondent used one of two user names. In certain postings, he made speculative statements regarding one or more of the Companies. He did not identify himself as an employee of the Firm in the postings, nor did he refer to the Firm by name.
- e. The Respondent's postings included:

MESSAGE TEXT

- 10/22/99 6:37 p.m. You seem to have a good inside line on this industry... any clue when the buyout number on XYZ is coming?
- 10/22/99 8:37 p.m. my gut tells me that [UVW] is next to go after [XYZ]
- 10/24/99 1:40 a.m. But, take notice and look to the West (not east for you travelers) **the Waters of [XYZ] and [UVW] and [CDE] look mighty fine ...** For an encore we shall go back to the east coast! [sic] ahh but that is for another thirsty day ... meanwhile the rest of the market gets chewed up but hey, H2) stocks are way too boring for the masters of the universe
- 11/2/99 9:40 p.m. My sentiments exactly and I am putting my money from [XYZ] in [UVW] ... **After [UVW] my guess as to the next one is [RST] or [OPQ]** do you concur?

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12/10/99 5:38 p.m. Big volume ...its definitely a follow through of the double top breakout on the point and figure chart.. but then the chart is just a picture of the underlying fundamentals... and I **think the fundamentals point to a buyout???**

12/10/99 Its interesting to note that [reference omitted] has been plummeting for weeks ... the point and figure chart on [reference omitted] has been big time ugly... I don't think they have the cash and certainly not the stock "currency" to swallow [UVW] ... **leaves [FGH]? ... Can't wait for Monday A.M. opening! !! Another thought I had is that Barrons may be running another piece. ... Also of note Bloomberg ran an interview a week or so ago with an analyst ... if I recall right ... anyhow ... she said [UVW] and or [LMN] were next. Did you see that [LMN] is now up to 20% ownership by [a conglomerate] and the only way they can buy more is to take it all out... [LJK] is going to run huge time if it breaks 35HUL**

- f. The Respondent's statements quoted above were speculative and could reasonably be expected to affect investor interest in the Companies
- g. During the Relevant Period, the Respondent and many of his customers held or traded shares of the Companies described in the postings made by him.
- h. By virtue of the foregoing, the Respondent violated EXCHANGE RULE 472 (a) BY POSTING INTERNET COMMUNICATIONS CONCERNING securities WITHOUT FIRM KNOWLEDGE POSTED SPECULATIVE STATEMENTS CONCERNING SECURITIES WHICH COULD AFFECT INVESTOR INTEREST WHILE HE AND CUSTOMERS HELD AN INTEREST IN SUCH SECURITIES.
- i. On or about October 29, 1999, XYZ and FGH jointly announced an agreement for FGH to acquire XYZ. After the announcement, the Respondent entered a block order to sell 15,743 shares of XYZ on behalf of more than one hundred of his customer accounts, as well as his personal account (the "XYZ Order").
- j. At the time the Respondent entered the XYZ Order, he had obtained oral but not written authorization from many of these customers to sell their shares of XYZ at a quantity, time and price of

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his choosing. Accordingly, he exercised discretion to sell XYZ without written authorization for some of these customer accounts, in violation of Rule 408(a).

5. That Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be denied if the Secretary of State finds that such salesperson has been suspended by any self-regulatory organization registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self-regulatory organization.
6. That the NYSE is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

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

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that:

1. He shall cause to have his application for registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order; and
2. He shall pay the sum of Five Hundred dollars (\$500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of this Consent Order.

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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. Bruce E. Carlson shall cause to have his application for registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.
2. Bruce E. Carlson shall pay the sum of Five Hundred dollars (\$500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of this Consent Order.
3. The Summary Order Of Denial entered on March 18, 2004 is vacated.
4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings

DATED: This 13th day of August 2004.



JESSE WHITE
Secretary of State
State of Illinois