

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

_____))
IN THE MATTER OF: EDWIN L. DUNN)
_____))

FILE NO. 0700014

CONSENT ORDER OF WITHDRAWAL OF APPLICATION

TO THE RESPONDENT: Edwin L. Dunn
(CRD#: 1087787)
14632 Bournemouth Road
Tampa, Florida 33626-3322

C/o Deborah J. Fabritz,
Associate General Counsel
Robert W. Baird & Co. Incorporated
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5391

WHEREAS, Respondent Edwin L. Dunn on the 13th day of April 2007 executed a certain Stipulation to Enter Consent Order of Withdrawal of Application (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent Edwin L. Dunn 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 February 28, 2007 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal of Application ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or 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 3, 2007, Robert W. Baird & Co. Incorporated, a registered dealer, filed a Form U-4 application for registration of the Respondent as a salesperson in the State of Illinois.
2. That on February 6, 2007, a Summary Order of Denial (the "Order") was issued by the Secretary of State denying this application. Pursuant to the terms of the Order, on February 16, 2007 the Respondent requested a hearing.

3. That on April 12, 2004 an Exchange Hearing Panel of the New York Stock Exchange Inc. (NYSE) rendered Decision (Decision) following a contested hearing in File No. 04-15 which imposed the following sanctions upon the Respondent:
 - A. censured; and
 - B. suspended for two 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 found:
 - a. The Respondent was born on December 10, 1959 and his employment in the securities industry has been as follows:
 - i. Firm A-11/82 - 1/88
 - ii. Firm B-01/88 - 01/90
 - iii. The Firm-06/97 - 08/00
 - iv. Firm C-08/00 - Present
 - b. During the period October 2000-March 2001, the New York Stock Exchange (the "Exchange") received three Amended Uniform Termination Notices for Securities Industry Registration ("Form U-5") reporting customer complaints against Dunn alleging that the Respondent had misrepresented a material feature of callable CDs prior to its purchase by the customer. The Firm advised the Exchange's Division of Enforcement ("Enforcement") of additional customer complaints against the Respondent with similar allegations.
 - c. In a letter dated April 26, 2001, which he received, Enforcement notified the Respondent that it was investigating his sales practice activities while he was employed at the Firm.

Callable CDs

- d. Callable Certificates of Deposit ("CDs"), like traditional bank CDs, are issued by a bank, insured by the Federal Deposit Insurance Corporation up to \$100,000, pay interest at a specified rate and at regular intervals and carry a specific duration or maturity, at which time the full principal amount is to be returned to the investor.

- e. Unlike traditional bank CDs, callable CDs have a call feature, which allows, but does not obligate, the issuer to redeem the security at par after a specified period. Generally, if the CD is not called on the initial call date, it is callable periodically thereafter, as specified at the time of issuance. Issuers will likely exercise their call option when interest rates fall, leaving the investor to reinvest funds at a lower rate of return.
- f. Callable CDs are also negotiable prior to maturity date but in such instances, the investor receives the prevailing price in the secondary market. The callable CDs available through the relevant period also provided that, in the case of death of a beneficial owner, the estate had the option of liquidating callable CD holdings at par value with accrued interest without penalty ("death put").
- g. In return for the uncertainty and additional risk created by the, call feature, callable CDs offer investors a higher rate of return than traditional bank CDs. Thus, in addition to the risk of being forced to reinvest funds in a low interest rate environment, the investor in a callable CD can be faced with the option of liquidating the CD at below par value and losing principal, or holding onto the CD to its stated maturity date and losing access to principal.

Sales Practice Violations L and BA

- h. Mr. and Mrs. A opened a Firm account in October 1998 with a purchase of a \$10,000 callable CD that matures in 2018 and had an interest rate of 7% which stepped down to 5.5% after one year.
- i. According to the A new account document, Mr. And Mrs. A were 74 years old and 72 years old respectively at the time with an investment time horizon of greater than ten years. The new account document also indicated that the couple had a net worth of \$150,000, an annual income of \$20,000-\$60,000, the investment objective of income with low risk, and investment experience in equities and mutual funds that was respectively limited and moderate. At the hearing, Mr. A indicated that their net worth at the time the account was opened was probably \$250,000 and not \$150,000.

- j. The CDs that they had previously purchased from banks were for a term of one year. Mr. A was "under the impression" that the CD bought from the Respondent would also be for one year. Mr. A does not seem to recall a specific discussion of the maturity date of the CD.
- k. The details of the transaction, including current interest rate, step down interest rate, callable after date, and maturity date were included on the transaction confirmation and the monthly statements. Mr. A opened the envelopes that the documents came in but did not read the documents.
- l. Immediately prior to what A assumed was the one-year maturity date of the CD, he contacted the Respondent and learned for the first time that the CD had a 20-year maturity date and a step down in interest rate.
- m. Mr. A complained to the Firm that the Respondent had failed to disclose facts in connection with his purchase of the CD. The Firm settled with As by selling the CD and crediting the A account with \$2,562.50, representing the difference between par and market value at the time.
- n. Mr. B opened a Firm account in May 1999 with an \$18,000 purchase of a callable CD that matures in 2019 and had an interest rate of 8.5% that stepped down to 6.5% after one year. This represented a relatively small percentage of Mr. B's available funds.
- o. According to the new account documents, Mr. B was 73 years old at the time with an investment time horizon of more than ten years. The new account document also indicated that Mr. B had a net worth of \$250,000-\$500,000, an annual income of \$50,000-\$100,000, and an investment objective of income with medium risk and moderate investment experience in equities and mutual funds.
- p. Mr. B had previously owned CDs whose maturities ranged from 3 months to 18 months.
- q. At the time that Mr. B opened his account, he understood from the Respondent that he was purchasing a long term CD but with a good possibility that it would be called within five years. Mr. B was aware of the interest rate and that it would step down after one year. He expected that for three to five years he would be making a good interest rate.

- r. Mr. B was not aware at the time he purchased the CD that the maturity was 20 years. Mr. B received the same disclosure that was described in paragraph k above. He did not read most of the disclosure.
- s. When Mr. B learned of the 20-year maturity date, he wrote a letter to the Firm complaining of the purchase. The Firm settled with B the same month by selling the CD and crediting his account with \$2,227.50, representing the difference between par and market value at the time.
- t. After inheriting \$350,000, Mr. C went to the Firm for investment purposes and was assigned to the Respondent.
- u. Mr. C opened a Firm account in October 1998 with a purchase of two callable CDs totaling \$100,000. Both callable CDs mature in 2018 and had an interest rate of 7% that stepped down to 5.5% after one year.
- v. According to the new account document, Mr. C was 67 years old at the time with an investment horizon of more than ten years. The new account document also indicated that Mr. C had a net worth of \$250,000-\$500,000, an income of \$20,00-\$50,000, an investment goal of income with low risk and limited and moderate investment experience respectively in bonds and mutual funds.
- w. Mr. C was aware of the interest rate and that it stepped down after a year to a lower rate. He did not discuss with the Respondent the maturity but just assumed that it would be a year. His previous CDs had been for a year.
- x. Mr. C was not aware at the time he purchased the CD that the maturity was 20 years. Mr. C received the same disclosure that was described in paragraph k above. He did not read the disclosure material until about a year after he purchased the CDs.

- y. About a year after the purchase of the CDs, when Mr. C expected to roll over the CDs, the Respondent advised him of the CDs' maturity date and loss of principal if Mr. C sold the CDs after one year.
- z. Mr. C wrote a letter to the Firm complaining that the Respondent misled him. The Firm settled with Mr. C by selling the CDs and crediting his account with \$16,575.00, representing the difference between market and par value at the time.
- aa. Mr. and Mrs. D opened their Firm account in November 1998 with a purchase of a \$30,000 callable CD that had a 2018 maturity date and had an interest rate of 7% that stepped down to 5.5% after one year.
- bb. According to the new account document, Mr. C and his wife were 77 and 74 years old at the time with a net worth of \$50,000 - \$100,000, an annual income of approximately \$20,000, the investment objective of income with low risk and limited and moderate investment experience respectively in mutual funds and equities.
- cc. Mr. D was aware of the interest rate and that it stepped down after a year to a lower rate. He didn't know if he mentioned terms but he wanted a CD for five years or less. In fact, he thought it was a five-year CD.
- dd. Mr. D saw the 2018 maturity date on the confirmation for the CD purchase and called the Respondent. After several telephone conversations, Mr. D was advised that the transaction would not be reversed.
- ee. Mr. D then met with the branch office manager and showed him a handwritten note prepared by the Respondent. The note included the statement "cash in at any time no penalty." The customer understood that this enabled him to cash in the CD at par at any time. The Respondent testified that the intent of the statement was to indicate that there was no interest penalty for cashing in the CD early.
- ff. The Firm then settled with Mr. D by selling the CD and crediting their account with \$1,593.24 representing the difference between par and the market value at the time.

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- gg. That by virtue of the foregoing, the Respondent engaged in conduct inconsistent with just and equitable principles of trade in that he omitted to disclose material facts to one or more customers of his member firm employer in connection with the solicitation and/or sale of callable CDs.
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:

The Respondent's 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 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.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be levied costs incurred during the investigation of this matter in the amount of One Thousand Two Hundred Fifty dollars (\$1,250.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he has submitted with the Stipulation a certified or cashier's check in the amount of One Thousand Two Hundred Fifty dollars (\$1,250.00) to cover costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

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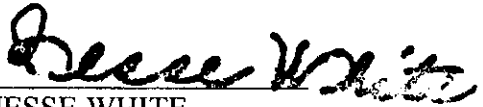
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WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent shall cause to have his 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. The Respondent is levied costs of investigation in this matter in the amount of One Thousand Two Hundred Fifty dollars (\$1,250.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on April 13, 2007 has submitted One Thousand Two Hundred Fifty dollars (\$1,250.00) in payment thereof.
3. The Summary Order of Denial entered on February 6, 2007 is vacated
4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED This 16th day of April 2007.


JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, {735 ILCS 5/3-101 et seq.} and the Rules and Regulations of the Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 130.1123}. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.