



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
PROACTIVE MONEY MANAGEMENT, INC.,)
CRD# 110161; and) Case No.: AP-22-11
JEFFREY UNTERREINER, CRD# 1714682,)
)
Respondents.)

CONSENT ORDER

SUMMARY OF SECURITIES DIVISION’S ALLEGATIONS & SETTLEMENT OF SAME

1. The Enforcement Section of the Securities Division of the Office of the Missouri Secretary of State (the “**Enforcement Section**”) alleges that during a 2020 routine examination of Proactive Money Management, Inc. (the “**Firm**”) conducted by the Missouri Securities Division, Examinations Section (the “**Examinations Section**”), it was revealed that the Firm and the Firm’s sole investment adviser representative (“**IAR**”), Jeffrey Unterreiner (“**Unterreiner**”), evidenced Missouri Securities Act violations. The Enforcement Section’s subsequent investigation concluded that the Respondents failed to register as an investment adviser (“**IA**”) and/or IAR in violation of Sections 409.4-403(a) and 409.4-404(a) of the Missouri Securities Act (the “**Act**”).¹
2. Respondents and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to Respondents’ alleged violations of Sections 409.4-403(a) and 409.4-404(a).

CONSENT TO JURISDICTION

3. Respondents and the Enforcement Section stipulate and agree that the Commissioner has jurisdiction over Respondents and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409 *et seq.*
4. Respondents and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), which provides:

¹ Unless otherwise indicated, statutory citations refer to the 2016 edition of the Revised Statutes of Missouri, updated by the 2021 Cumulative Supplement.

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

WAIVER AND EXCEPTION

5. Respondents waive Respondents’ rights to a hearing with respect to this matter.
6. Respondents waive any rights that Respondents may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner of Securities, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Enforcement Section that, should the facts contained herein prove to be false or incomplete, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER’S ORDER

8. Respondents and the Enforcement Section stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents’ (a) testimonial obligations; (b) right to take legal or factual positions in defense of litigation or in other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondents agree that Respondents are not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondents neither admit nor deny the allegations made by the Enforcement Section, but consent solely for the purpose of this matter only and not for any other matter, to the Commissioner’s Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Consent Order.

COMMISSIONER’S FINDINGS OF FACT, CONCLUSIONS OF LAW, & ORDER

I. FINDINGS OFFACT

A. Respondents

12. The Firm is a Missouri corporation, formed January 21, 1980, under charter number 00217416, and a registered IA in Missouri since March 30, 2010. The Firm's address is 1426 Feise Road, Dardenne Prairie, MO 63368-5721.
13. Central Registration Depository System ("CRD") records indicate that the Firm is assigned CRD number 110161.
14. Unterreiner is a fifty-three-year-old Lake Saint Louis, Missouri resident. Unterreiner is the sole principal of the Firm and its sole registered IAR.
15. Unterreiner is assigned CRD number 1714682. CRD records also show that Unterreiner is registered as a broker-dealer agent ("BDA") with the broker-dealer firm, Arlington Securities, Inc., since January 22, 2010. Unterreiner is a registered BDA in Missouri, California, Illinois, and Washington.
16. Unterreiner is also registered with the Missouri Department of Commerce and Insurance as an insurance producer and is assigned license number 177011.

B. The Examination

17. On August 31, 2020, the Examinations Section conducted a routine desk examination of the Firm.²
18. On March 9, 2022, a letter from the Examinations Section to the Firm notified the Firm about deficiencies detected during the 2020 examination including, but not limited to, a failure to renew registration as IA and IAR with the Missouri Securities Division. While other deficiencies were identified and investigated by the Enforcement Section, this Consent Order resolves all outstanding deficiencies identified by the 2020 examination and referenced in the March 9, 2022 letter.
19. Through correspondence with the Securities Division, Unterreiner self-reported to the Securities Division that the Firm had failed to renew its registrations by not paying the renewal fees due December 31, 2021.
20. In spite of the Firm's failure to pay the renewal fees, the Firm continued transacting business as investment adviser and billed management fees between January 1, 2022, and April 26, 2022.³ On its own initiative, the firm took prompt steps to stop charging clients fees once the registration lapse was discovered.
21. The violation was reported in the course of addressing deficiencies revealed by the 2020 examination.

² Due to the global pandemic due to COVID-19, the examination had to be conducted remotely as a so-called "desk exam."

³ The Enforcement Section acknowledges that Respondents stopped charging and collecting any fees from clients once they realized they had failed to renew their respective registrations.

II. CONCLUSIONS OF LAW

- 22. The Commissioner finds that for the time period between January 1, 2022, and April 26, 2022, Respondent Firm failed to register as an IA and Respondent Unterreiner failed to register as an IAR in violation of Sections 409.4-403(a) and 409.4-404(a), respectively, and that this conduct constitutes grounds to issue an order pursuant to Section 409.6-604.
- 23. The Commissioner, after consideration of the stipulations set forth above and on the consent of the Respondents and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over Respondents and this matter and that the following Order is in the public interest, necessary for the protection of public investors and consistent with the purposes intended by Chapter 409, RSMo.

III. ORDER

NOW, THEREFORE, it is hereby Ordered that:

- 24. Respondents, its agents, employees and servants, and all other persons participating in or about to participate in the above-described violation with knowledge of this order are permanently enjoined and restrained from engaging in violations of Sections 409.4-403(a) and 409.4-404(a).
- 25. At the time this Consent Order is executed, Respondents shall pay \$5,000 to the Missouri Secretary of State Investor Education and Protection Fund. This payment shall be sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101, and shall be payable to the Missouri Secretary of State's Investor Education and Protection Fund.
- 26. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 10th DAY OF AUGUST, 2022.



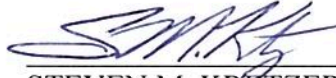
JOHN R. ASHCROFT
SECRETARY OF STATE

A handwritten signature in blue ink, appearing to read "Douglas M. Jacoby", is written over a horizontal line.

DOUGLAS M. JACOBY
COMMISSIONER OF SECURITIES

Consented to by:

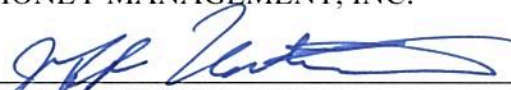
MISSOURI SECURITIES DIVISION



STEVEN M. KRETZER
SECURITIES ENFORCEMENT COUNSEL



JEFFREY UNTERREINER
AUTHORIZED SIGNATORY PROACTIVE
MONEY MANAGEMENT, INC.



JEFFREY UNTERREINER