

**State of Missouri
Office of Secretary of State**

Case No. AP-12-20

IN THE MATTER OF:

BANKERS LIFE AND CASUALTY COMPANY,
and BLC FINANCIAL SERVICES, INC.

Respondents.

Serve: Bankers Life & Casualty Company

And

BLC Financial Services, Inc. at:

Merrill's Wharf
254 Commercial Street
Portland, Maine 04101

CONSENT ORDER

1. State regulators from multiple jurisdictions, including the Enforcement Section of the Missouri Securities Division of the Office of the Secretary of State ("Enforcement Section"), conducted coordinated investigations of Bankers Life and Casualty Company ("Bankers Life") and BLC Financial Services, Inc. ("BLCFS") (collectively, "Bankers") to determine whether Bankers should have been registered as a broker-dealer and investment adviser between January 1, 2005, and December 2, 2011.
2. The state regulators, including the Enforcement Section, determined that Bankers has acted as a broker-dealer and investment adviser in those jurisdictions without being registered, exempt from registration, or a federal covered investment adviser, and has employed or associated with agents and investment adviser representatives who were not so registered on behalf of Bankers.
3. Bankers has engaged in similar conduct in Missouri, in violation of Sections 409.4-401, 409.4-402, and 409.4-403, RSMo. (Cum. Supp. 2011).
4. The conduct addressed herein has resulted in no known direct consumer harm, and the parties understand that registered agents or representatives of registered broker-dealers or investment advisers other than Bankers participated in all securities transactions and at locations that were registered with the appropriate securities authorities as broker-dealer locations of broker-dealers other than Bankers.
5. Bankers has cooperated with state regulators conducting the investigations by responding to inquiries, providing documentary evidence, and halting further receipt of broker-dealer and investment adviser related compensation while the investigations were pending.
6. Bankers, in order to avoid protracted and expensive proceedings in numerous states, has agreed to resolve the investigations through a multistate settlement that includes this Consent Order.
7. Bankers, as part of this settlement, agrees to comply with all state and federal licensing, registration, and other securities laws.
8. Bankers, without admitting or denying the Conclusions of Law set forth below and solely for the purposes of this Consent Order, admits the jurisdiction of the Missouri Commissioner of Securities ("Commissioner"), admits the Findings of Fact set forth in paragraphs 11-21 below, voluntarily consents to the entry of this Consent Order, and waives any right to a hearing or to judicial review regarding this Consent Order.
9. Bankers states that no promise of any kind or nature whatsoever that is not reflected in this Consent Order was made to Bankers to induce Bankers to enter into this Consent Order and that Bankers has entered into this Consent Order voluntarily.
10. NOW THEREFORE, the Commissioner hereby enters this Consent Order.

I. FINDINGS OF FACT

11. Bankers Life is a life insurance company located in Illinois that has never been registered as a broker-dealer or investment adviser.
12. BLCFS is a wholly-owned subsidiary of Bankers Life that also is located in Illinois. BLCFS has been a member of the

National Association of Securities Dealers ("NASD") or its successor, the Financial Industry Regulatory Authority ("FINRA") since 2003 and is registered as a broker-dealer in Illinois only through the Central Registration Depository ("CRD") with CRD number 126638. During its existence, BLCFS has had no business activity other than as described herein. BLCFS has never been registered as a broker-dealer or investment adviser in Missouri and it has not registered any agents or investment adviser representatives in Missouri.

13. Effective January 1, 2005, Bankers Life entered into a Financial Services Agreement with UVEST Financial Services Group, Inc. (the "UVEST Agreement"), under which insurance agents of Bankers Life who became licensed as registered agents and/or investment adviser representatives of UVEST would provide brokerage and investment advisory services out of Bankers Life branch office locations. At all relevant times, UVEST has been a broker-dealer registered in Missouri and (through an affiliate) a federal covered investment adviser. The UVEST Agreement specified that UVEST would "exercise exclusive control" over the broker-dealer and investment advisory activities of the dual agents and assigned Bankers Life several securities-related roles, which Bankers Life did perform, including:
 - a. appointing the persons to be dual agents and having sole discretion to withdraw appointments at any time;
 - b. determining with UVEST the number and identity of dual agents at each office;
 - c. determining with UVEST the compensation to be paid to each agent;
 - d. determining with UVEST the "brokerage product offerings available for distribution" by the dual agents;
 - e. approving the clearing broker selected by UVEST;
 - f. approving advertising and promotional material; and
 - g. paying for:
 - i. pre-examination training for required NASD/FINRA examinations;
 - ii. investment research materials used in the branch offices;
 - iii. recruitment and travel costs; and
 - iv. UVEST stationery and business cards.
14. The UVEST Agreement provided for UVEST to pay Bankers Life "Revenue Sharing Payments" according to a schedule that varied from eighty-two percent (82%) to eighty-five percent (85%) of the gross commissions received by UVEST for the dual agents' securities transactions. The UVEST Agreement characterized these payments as representing reimbursement for the compensation Bankers Life pays to the dual agents and "payment for the use of the facilities and equipment" of Bankers Life.
15. In March of 2005, Bankers Life determined that BLCFS should have been a party to the UVEST Agreement. As a result, the three firms agreed to a new first page of the UVEST Agreement that added BLCFS as a party and a new signature page, which was executed by the three parties. The revised UVEST Agreement did not assign BLCFS any rights or duties separate from those of Bankers Life and made all of the rights and duties of Bankers Life also apply to BLCFS.
16. Coincident with Bankers and UVEST terminating the UVEST Agreement, Bankers Life and BLCFS entered into a similar agreement with ProEquities, Inc. ("ProEquities") effective April 30, 2010 (the "ProEquities Agreement"). At all relevant times, ProEquities has been a broker-dealer registered in Missouri and (through an affiliate) a federal covered investment adviser. The ProEquities Agreement specifies that ProEquities will "exercise exclusive control" over the broker-dealer and investment advisory activities of the dual agents. The ProEquities Agreement also assigns the following securities-related roles to BLCFS or to BLCFS and Bankers Life, which BLCFS and Bankers Life subsequently engaged in:
 - a. consulting with ProEquities on the persons to be appointed as representatives of ProEquities;
 - b. identifying securities product training and marketing opportunities;
 - c. determining with ProEquities the securities products made available for distribution by the dual agents;
 - d. approving the clearing broker selected by ProEquities (BLCFS only);
 - e. approving advertising and promotional material (BLCFS only);
 - f. recruiting representatives for ProEquities and assisting with the licensing and registration process;
 - g. providing marketing, training, and support; and
 - h. paying for:
 - i. pre-examination training for required FINRA examinations;

- ii. sales training materials;
 - iii. recruitment and travel costs; and
 - iv. ProEquities stationery and business cards.
17. Under the ProEquities Agreement, ProEquities is required to pay BLCFS between eighty-seven percent (87%) and ninety-one percent (91%) of revenue received by ProEquities for the securities business conducted by the dual agents. ProEquities also is required to provide reports to BLCFS of the amount of compensation to be paid to each dual agent for securities work, and BLCFS is to retain the difference.
18. BLCFS, in its current Uniform Application for Broker-Dealer Registration ("Form BD") filing, lists the following as other business:
- BLC Financial Services, Inc. (BLCF) provides sales support & a marketing program to Bankers Life & Casualty agents who are securities licensed with ProEquities. BLCFS will receive compensation from ProEquities based on these securities sales. BLCFS will not have any representatives that sell to the public.
19. The involvement of Bankers in securities-related roles led to confusion in the reporting and responsibility hierarchies between Bankers and the applicable broker-dealer.
20. At no time were the dual agents licensed as agents or investment adviser representatives of Bankers Life or BLCFS. The agents were registered agents and investment adviser representatives of UVEST or ProEquities.
21. From January 1, 2005, through November 31, 2011, Bankers received, on a nationwide basis, a total of approximately twenty-one million dollars (\$21,000,000) from UVEST and ProEquities under their respective agreements for variable annuity and securities transactions and investment advice. Approximately fifteen million dollars (\$15,000,000) of this amount was passed on by Bankers to the dual agents as compensation, leaving approximately six million dollars (\$6,000,000) retained by Bankers or used by Bankers for expenses.

II. CONCLUSIONS OF LAW

22. Under the Missouri Securities Act of 2003, Chapter 409, et. seq., a person may not act as a broker-dealer in Missouri unless registered or exempt from registration, under Section 409.4-401(a), RSMo. (Cum. Supp. 2011).
23. Similarly, a person may not act as an investment adviser in Missouri unless registered, exempt from registration, or a federal covered investment adviser, under Section 409.4-403(a), RSMo. (Cum. Supp. 2011).
24. A broker-dealer may not employ or associate with an agent, unless the employee or associated person is registered as an agent of the broker-dealer, under Section 409.4-402(d), RSMo. (Cum. Supp. 2011).
25. An investment adviser may not employ or associate with an investment adviser representative unless the employee or associated person is registered as an investment adviser representative of the investment adviser, under Section 409.4-403(d), RSMo. (Cum. Supp. 2011).
26. By engaging in the conduct set forth above, Bankers acted as an unregistered broker-dealer and as an unregistered investment adviser in Missouri in violation of Sections 409.4-401(a) and 409.4-403(a), RSMo. (Cum. Supp. 2011).
27. Furthermore, by employing or associating with dual agents who were not licensed as agents or investment adviser representatives of Bankers, Bankers violated Sections 409.4-402(d) and 409.4-403(d), RSMo. (Cum. Supp. 2011).
28. The Commissioner, after consideration of the facts set forth above and on the consent of Bankers and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over Bankers 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. (Cum. Supp. 2011).

III. ORDER

NOW, THEREFORE, it is hereby Ordered that:

1. Bankers shall cease and desist from (1) acting as a broker-dealer or investment adviser in Missouri unless and until registered to do so; (2) employing or associating with agents or investment adviser representatives in Missouri who are not registered on behalf of Bankers; or (3) otherwise violating the Missouri Securities Act of 2003, Chapter 409, et. seq.; provided, however, that nothing in this Consent Order shall prevent Bankers from employing or associating with insurance producers who are also registered agents or investment adviser representatives of a licensed broker-dealer so long as all securities-related functions are carried out consistent with the conditions set forth below.
2. In accordance with the terms of the multistate settlement, Bankers Life and/or BLCFS shall pay nine million nine hundred thousand dollars (\$9,900,000) to be distributed among the states where dual agents were located during the period from

January 1, 2005, through December 2, 2011, allocated according to a schedule provided by the multistate investigation working group. Bankers shall pay to the Missouri Secretary of State's Investor Education and Protection Fund the sum of ninety-eight thousand, five hundred eighty-two dollars and seventy-three cents (\$98,582.73). This payment shall be sent within ten (10) days of the effective date of this Consent Order to the Missouri 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. The Missouri Securities Division will send the money to the Missouri Secretary of State's Investor Education and Protection Fund.

3. Bankers Life and/or BLCFS shall pay past licensing and registration fees totaling two hundred sixty thousand dollars (\$260,000) to the states where dual agents were located during the period from January 1, 2005, through December 2, 2011, allocated according to a schedule provided by the multistate investigation working group. Bankers shall pay to the State of Missouri the sum of five thousand dollars (\$5,000) for its portion of the total past licensing and registration fees. This payment shall be sent within ten (10) days of the effective date of this Consent Order to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101, and shall be payable to the Missouri Director of Revenue. The Missouri Securities Division will send the money to the Missouri Director of Revenue.
4. Bankers Life and/or BLCFS shall pay one hundred six thousand dollars (\$106,000) to fund state audits to ensure compliance with this Consent Order and similar orders, decrees, and agreements in other states, allocated in accordance with a schedule provided by the multistate investigation working group. Bankers Life and/or BLCFS shall pay to the Missouri Secretary of State's Investor Education and Protection Fund two thousand dollars (\$2,000) for its portion of the state audit funds. This payment shall be sent within ten (10) days of the effective date of this Consent Order to the Missouri 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. The Missouri Securities Division will send the money to the Missouri Secretary of State's Investor Education and Protection Fund.
5. Bankers Life and/or BLCFS are jointly and severally ordered to pay thirty thousand dollars (\$30,000) as the cost of this investigation. This amount shall be sent within ten (10) days of the effective date of this Consent Order to the Missouri 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. The Missouri Securities Division will send the money to the Missouri Secretary of State's Investor Education and Protection Fund.
6. Bankers shall contract with an independent third party, with disclosure of any prior relationship to Bankers and with a scope of work not unacceptable to the Securities Administrator for the State of Maine, for the purpose of reviewing Bankers' compliance with the terms of this Consent Order. The independent third party shall submit annual reports of the same, including findings and recommendations, to the Maine Securities Administrator, which report shall be delivered on or before September 30 of each year commencing with the September 30, 2012, report and ending with the September 30, 2014, report. Bankers shall make no claim of privilege or other protection from disclosure to the Maine Securities Administrator of the reports or any information received or considered by the independent third party, and Bankers shall not take any action to prevent or impede the Maine Securities Administrator from sharing the reports or information with other state securities regulators.
7. If any state securities regulator determines not to accept the settlement offer of Bankers reflected herein, including the amount allocated to the applicable state according to the schedules referenced in paragraphs 2 through 4 above, the payments to the State of Missouri shall not be affected and Bankers shall not be relieved of any of the non-monetary provisions of this Consent Order.
8. Bankers shall not attempt to recover any part of the payments addressed in this Consent Order from dual agents, UVEST, ProEquities, or customers of Bankers (including through premium increases); provided, however, that nothing in this Consent Order prohibits Bankers from modifying its premiums or expenses for reason(s) unrelated to the payments referenced herein.
9. Bankers shall fully cooperate with any investigation or proceeding related to the subject matter of this Consent Order.
10. Bankers has an existing relationship with ProEquities, a third party licensed broker-dealer. From the date of this Consent Order through March 31, 2015, and while Bankers has dual agents that are registered agents or investment adviser representatives of a third party broker-dealer, any agreement between Bankers and the third party broker-dealer shall be consistent with the provisions set forth below, provided, however, Bankers may seek leave with the applicable securities administrators for relief from this provision:
 - a. The third party broker-dealer ("TPBD") must be solely responsible for the hiring, training, supervision, and conduct of each of its registered agents and investment adviser representatives as that conduct relates to securities or other TPBD products and the provision of investment advisory services;
 - b. Bankers Life and its affiliates, including without limitation BLCFS, ("Bankers affiliates") shall have no responsibility for the hiring, training, supervision and conduct of any registered representative or investment advisor representative as that conduct relates to securities or other TPBD products and the provision of investment advisory services;
 - c. Bankers affiliates shall not:

- i. exercise any control over who the TPBD appoints as registered agents or investment adviser representatives;
 - ii. identify securities product training and marketing opportunities;
 - iii. determine with the TPBD the securities products made available for distribution;
 - iv. approve the clearing broker selected by the TPBD;
 - v. approve advertising and promotional material, provided, however, that Bankers shall maintain the right to object to advertising or promotional material that is either in violation of the law or in any way refers to Bankers; and
 - vi. pay for pre-examination training, sales training materials, travel costs, or TPBD stationery and business cards for registered agents or investment adviser representatives;
- d. The TPBD must be solely responsible for commission payments to registered agents and investment adviser representatives, including the commission grid applicable to each registered representative and investment adviser representative, as that grid may be modified from time to time at the sole discretion of the TPBD;
 - e. Bankers affiliates shall provide no compensation to registered agents and investment advisers based on securities production including, without limitation, payment of expenses associated with the annual convention, provided, however, Bankers may continue to reimburse convention-related expenses to the extent they are based on insurance production;
 - f. Bankers may be compensated by the TPBD, in the form of an administrative fee, for its costs associated with the registered agents and investment adviser representatives and the office space and equipment. The administrative fee must be reasonable and may not be based in any way on securities production, securities gross dealer compensation, or the number of securities transactions;
 - g. Bankers shall not conduct or permit its branches, employees, or insurance agents to conduct securities statement or referral contests on an individual or group basis or otherwise create incentives for obtaining securities statements from customers or prospective customers, regardless of whether the contest or incentive is based partly on chance;
 - h. Bankers Life shall promptly provide:
 - i. any information or visitation requested at any time by the Commissioner or any other state securities regulator regarding the relationship, including, but not limited to, documents; written statements; testimony of agents, employees, or other representatives; and unannounced examinations of dual offices; and
 - ii. written notification of any complaint from a broker-dealer or investment adviser client to the state securities regulators in the states where the complainant and all involved agents or representatives are located so that the notification is received within fifteen (15) days of the complaint; and

11. Bankers Life shall comply with the following practices:

- a. An insurance producer who is not licensed to give advice concerning securities products (an "Insurance Producer") may gather all financial information necessary to complete a Bankers Factfinder or similar document or tool required to determine insurance product suitability and may provide the consumer with a business card of, and pre-addressed stamped envelope to, a person properly licensed/registered to provide advice concerning securities products. The Insurance Producer shall not obtain a copy of the consumer's statement(s) for securities products or discuss any other aspect of the securities products and the Insurance Producer cannot arrange for the consumer to meet with a person properly registered to provide advice concerning securities products. The Insurance Producer may explain that the Insurance Producer is not licensed to discuss securities products;
- b. While gathering information for the Bankers' Factfinder or similar document or tool, an Insurance Producer shall not inquire into a consumer's satisfaction with the consumer's current investments in securities or with the consumer's current broker-dealer, investment adviser, registered representative, or investment adviser representative or make comparisons between securities and non-securities products. As used in this subparagraph, "securities" refers both to specific securities products and to securities in general; and
- c. No commissions or other compensation derived from a securities transaction shall be paid to or split with an Insurance Producer.

12. Pursuant to a Consent Order entered with the Maine Securities Administrator, on April 27, 2012, BLCFS made the filings necessary to withdraw its registration as a broker-dealer with the Securities and Exchange Commission and the State of

Illinois and terminate its membership with FINRA. BLCFS shall not reapply for registration or membership.

13. This Consent Order concludes the investigation by the Missouri Securities Division and any other action that the Commissioner could commence under applicable law on behalf of the State of Missouri as it relates to the violations described above, up to and including activity occurring through December 2, 2011; provided, however, that excluded from and not covered by this paragraph are any claims by the Missouri Securities Division arising from or relating to the "Order" provisions contained herein.
14. If payments are not made by Bankers Life or BLCFS, or if Bankers defaults in any of its obligations set forth in this Consent Order, the Commissioner may vacate this Consent Order, at his sole discretion, upon ten (10) days' notice to Bankers and without opportunity for administrative hearing or judicial review, and commence a separate action.
15. Nothing herein shall preclude the State of Missouri, its departments, agencies, boards, commissions, authorities, political subdivisions and corporations, other than the Missouri Securities Division and only to the extent set forth herein, (collectively, "State Entities") and the officers, agents or employees of State Entities from asserting any claims, causes of action, or applications for compensatory, nominal and/or punitive damages, administrative, civil, criminal, or injunctive relief against Bankers, provided, however, that this Consent Order shall not be deemed to constrain, estop or preclude Bankers in asserting any legal or factual position, response or defense, provided, however, Bankers admits the facts set forth in Findings of Fact in paragraphs 11-21 herein.
16. This Consent Order is not intended by the Commissioner to subject any person to any disqualifications under the laws of the United States, any state, the District of Columbia, Puerto Rico, or the Virgin Islands including, without limitation, any disqualification from relying upon the state or federal registration exemptions or safe harbor provisions.
17. This Consent Order and the order of any other state in related proceedings against Bankers (collectively, the "Orders") shall not disqualify any person from any business that they otherwise are qualified, licensed or permitted to perform under applicable securities laws of Missouri, and any disqualifications from relying upon this State's registration exemptions or safe harbor provisions that arise from the Orders are hereby waived.
18. This Consent Order and any dispute related thereto shall be construed and enforced in accordance with, and governed by, the laws of Missouri without regard to any choice of law principles.
19. This Consent Order shall be binding upon Bankers, its relevant affiliates, successors and assigns.
20. This Consent Order is entered into solely for the purposes of resolving the referenced multistate investigation, and is not intended to be used for any other purpose. For any person or entity not a party to the Consent Order, this Consent Order does not create any private rights or remedies against Bankers, create liability of Bankers, or limit or preclude any legal or factual positions or defenses of Bankers in response to any claims.
21. Except as set forth above, the Missouri Securities Division agrees to take no action adverse to Bankers or its agents based solely on the same conduct addressed in this Consent Order. However, nothing in this Consent Order shall preclude the Missouri Securities Division from: (a) taking adverse action based on other conduct; (b) taking this Consent Order and the conduct described above into account in determining the proper resolution of action based on other conduct; (c) taking any and all available steps to enforce this Consent Order; or (d) taking any action against other entities or individuals, regardless of any affiliation or relationship between Bankers and the entities or individuals.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 6TH DAY OF AUGUST, 2012.

ROBIN CARNAHAN
SECRETARY OF STATE

(Signed/Sealed)
MATTHEW D. KITZI
COMMISSIONER OF SECURITIES

Consented to by:
THE ENFORCEMENT SECTION OF THE
MISSOURI SECURITIES DIVISION

Mary S. Hosmer
Assistant Commissioner of Securities

BANKERS LIFE & CASUALTY COMPANY

Respondent

By my signature above, I represent that I have been authorized to enter into this Consent Order on behalf of Bankers Life & Casualty Company.

PRINTED NAME: _____

TITLE: _____

BLC FINANCIAL SERVICES, INC.
Respondent

By my signature above, I represent that I have been authorized to enter into this Consent Order on behalf of BLC Financial Services, Inc.

PRINTED NAME: _____

TITLE: _____