

EXHIBIT A

STATE OF VERMONT
DEPARTMENT OF BANKING, INSURANCE, SECURITIES AND
HEALTH CARE ADMINISTRATION
SECURITIES DIVISION

IN THE MATTER OF:)
)
DOUGLAS J. MCCAULEY)
and)
MADISON AVENUE SECURITIES, INC.)

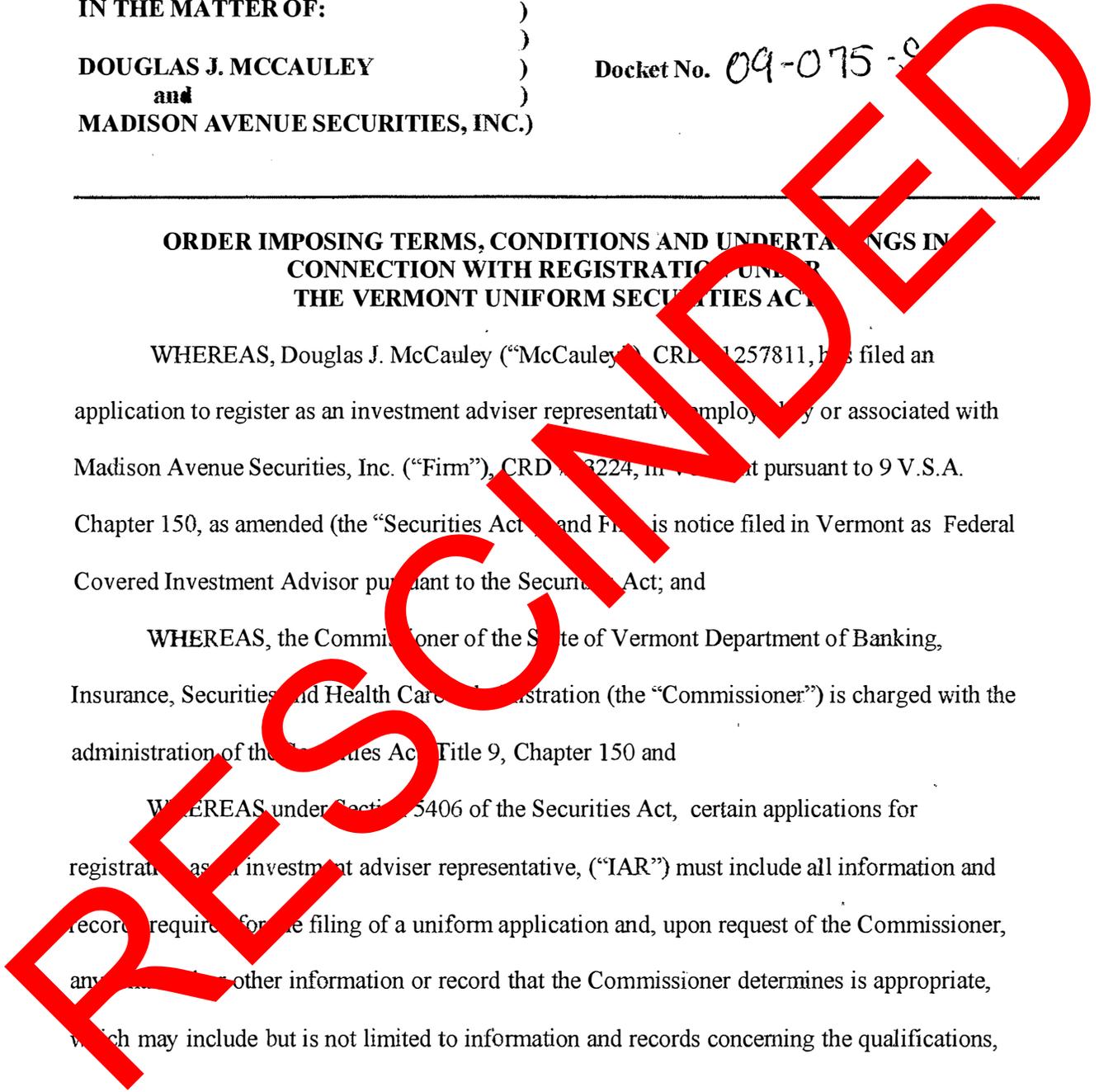
Docket No. 09-075-8

ORDER IMPOSING TERMS, CONDITIONS AND UNDERTAKINGS IN
CONNECTION WITH REGISTRATION UNDER
THE VERMONT UNIFORM SECURITIES ACT

WHEREAS, Douglas J. McCauley ("McCauley"), CRD # 1257811, has filed an application to register as an investment adviser representative employed by or associated with Madison Avenue Securities, Inc. ("Firm"), CRD # 3224, in Vermont pursuant to 9 V.S.A. Chapter 150, as amended (the "Securities Act"), and Firm has notice filed in Vermont as Federal Covered Investment Advisor pursuant to the Securities Act; and

WHEREAS, the Commissioner of the State of Vermont Department of Banking, Insurance, Securities and Health Care Administration (the "Commissioner") is charged with the administration of the Securities Act, Title 9, Chapter 150 and

WHEREAS, under Section 5406 of the Securities Act, certain applications for registration as an investment adviser representative, ("IAR") must include all information and records required for the filing of a uniform application and, upon request of the Commissioner, any other information or record that the Commissioner determines is appropriate, which may include but is not limited to information and records concerning the qualifications,



business history and good character of the applicant and of firm with which the applicant will be employed or associated; and

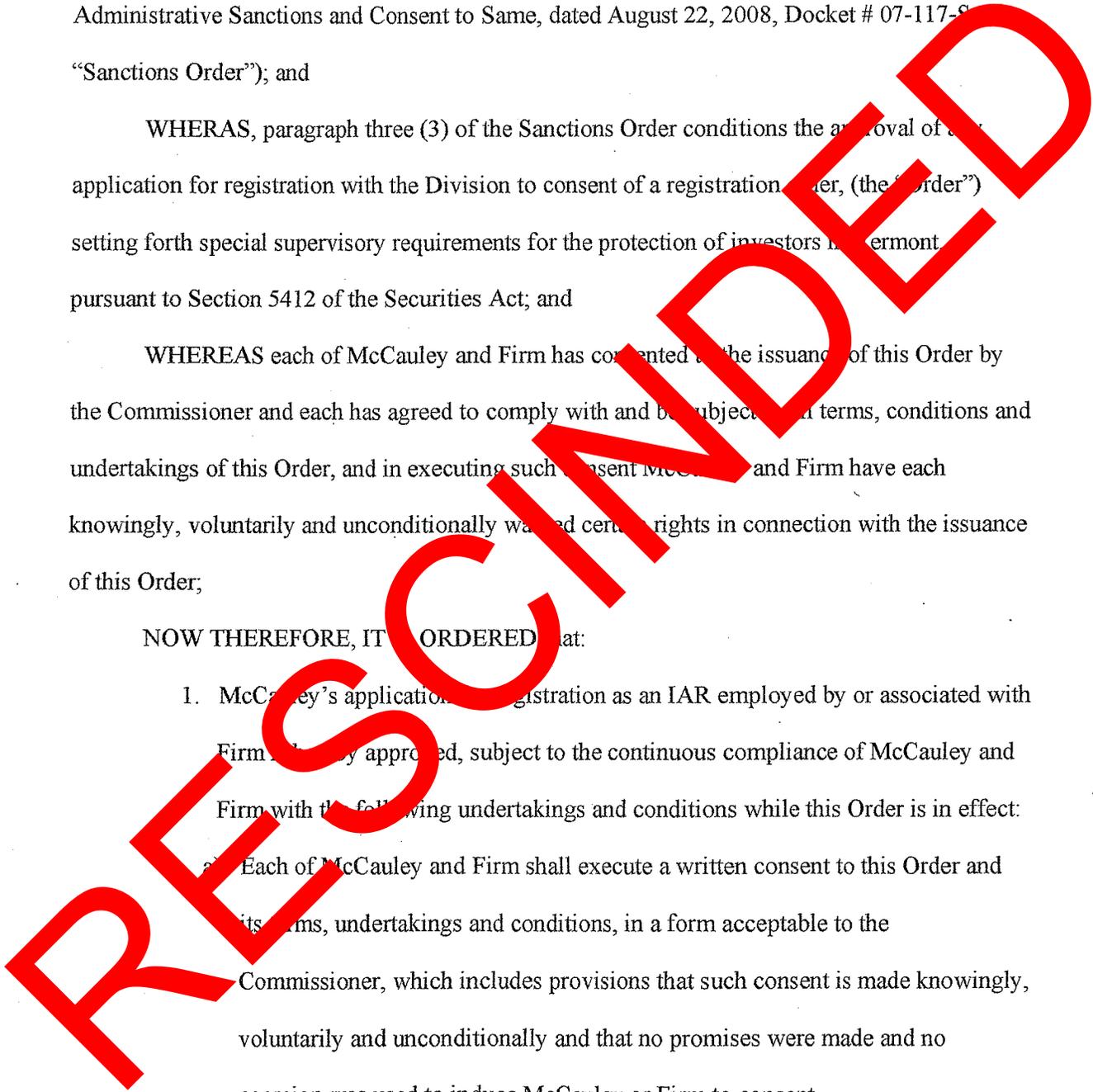
WHEREAS the Commissioner, and McCauley have entered into an Order Imposing Administrative Sanctions and Consent to Same, dated August 22, 2008, Docket # 07-117-S (the "Sanctions Order"); and

WHEREAS, paragraph three (3) of the Sanctions Order conditions the approval of an application for registration with the Division to consent of a registration order, (the "Order") setting forth special supervisory requirements for the protection of investors in Vermont pursuant to Section 5412 of the Securities Act; and

WHEREAS each of McCauley and Firm has consented to the issuance of this Order by the Commissioner and each has agreed to comply with and be subject to the terms, conditions and undertakings of this Order, and in executing such consent McCauley and Firm have each knowingly, voluntarily and unconditionally waived certain rights in connection with the issuance of this Order;

NOW THEREFORE, IT IS ORDERED that:

1. McCauley's application for registration as an IAR employed by or associated with Firm shall be approved, subject to the continuous compliance of McCauley and Firm with the following undertakings and conditions while this Order is in effect:
 - a) Each of McCauley and Firm shall execute a written consent to this Order and its terms, undertakings and conditions, in a form acceptable to the Commissioner, which includes provisions that such consent is made knowingly, voluntarily and unconditionally and that no promises were made and no coercion was used to induce McCauley or Firm to consent.



- b) McCauley shall receive heightened supervision in his capacity as an IAR from a principal or branch manager of Firm, consistent with supervisory procedures established by Firm as part of its system of supervision and internal control.
- c) McCauley shall not accept a new account for a Vermont resident unless McCauley's branch manager or a principal of Firm reviews and approves the establishment of such account. The branch manager and/or principal's name and signature shall appear on each new account form to document the review and approval of the account by the branch manager or the principal, as applicable.
- d) For any Vermont resident aged 65 and older, for whom McCauley submits an application to purchase or exchange an annuity, subject to FINRA rules and regulations, now or in the future, the Principal and/or Branch Manager shall contact such Vermont resident by telephone, within such time as necessary to allow client to exercise his/her "cooling off" period, to confirm that he or she is aware of all aspects of the purchase and that the purchase/exchange is a suitable transaction. The Firm shall maintain documentation of this contact and approval in the client's file as well as McCauley's supervisory file.
- McCauley and the Firm undertake and agree that, at a minimum of every two (2) months during the duration of this registration order, all of McCauley's incoming and outgoing correspondence, including but not limited to: electronic communications and facsimiles, will be reviewed by the securities principal and/or branch manager. Such review will be documented in McCauley's supervisory file indicating the date of review, the name and position of the

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person conducting the review, details of any comments or concerns arising from such review as well as any corrective measures taken by Firm.

f) Each day, the securities principal and/or branch manager of Firm shall conduct a heightened review of all of McCauley's transactions with respect to Vermont client accounts.

g) The Firm shall conduct two (2) unannounced inspections per calendar year of McCauley's office and records in addition to those generated by the Firm's supervisory procedures, in order to determine compliance with all relevant statutes, rules, regulations and this Order. The Firm shall file with the Division a detailed written report of the results of each inspection within thirty (30) calendar days of the completion of such inspection. Written reports of inspections will include, but are not limited to: name and position of the person who conducted the inspection and prepared the report; date(s) of the inspection; areas reviewed; copies of all forms or reports generated from such inspection, signed and dated by McCauley and individual who conducted the inspection.

h) McCauley will not exercise discretionary authority over and will not have custody of any account of a Vermont resident, including but not limited to discretion in the use or disposition of funds or securities held by Firm for such client.

McCauley will not act in any supervisory or managerial capacity with Firm, and will not act as a registered securities principal for Firm.

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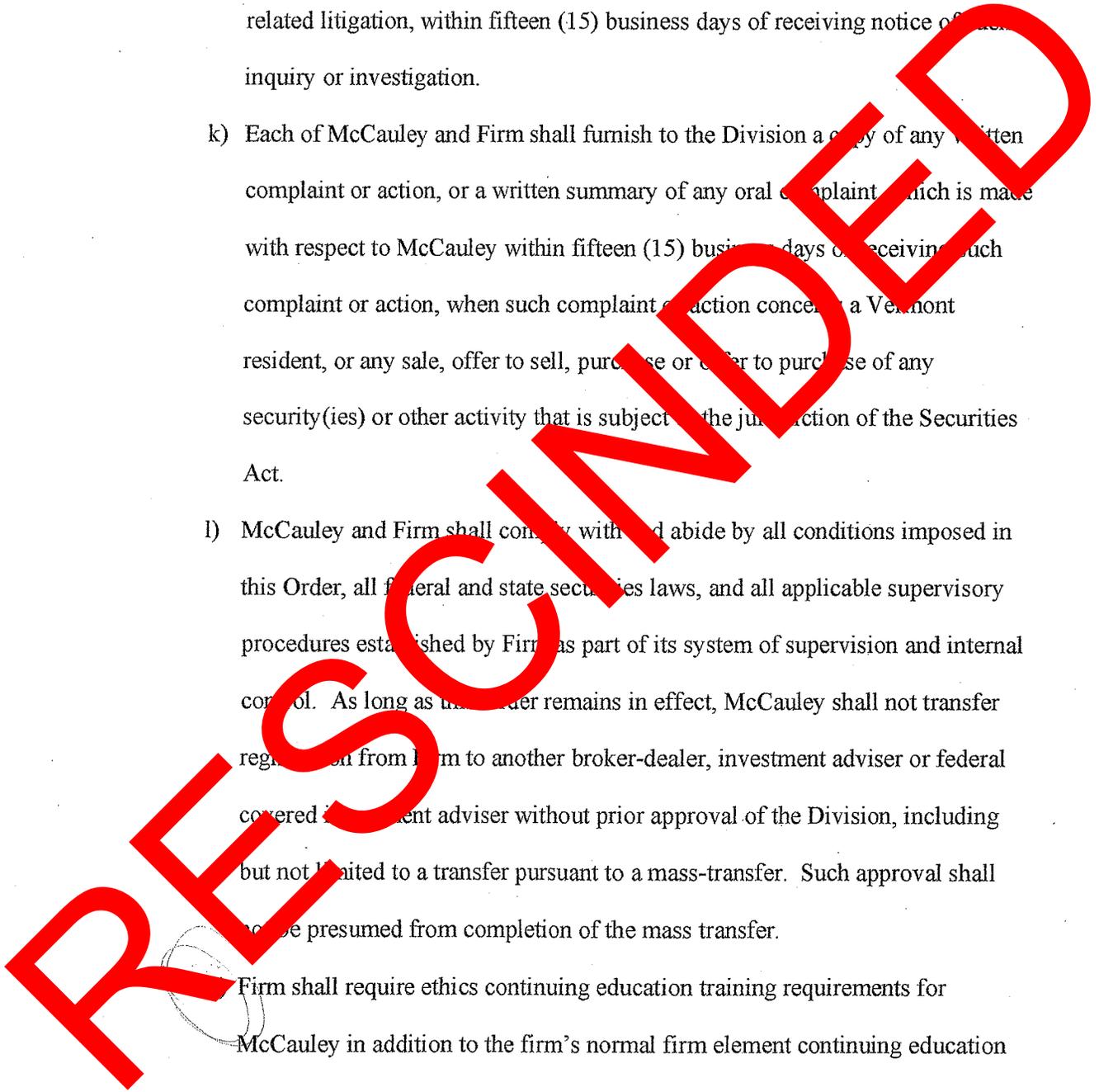
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j) Each of McCauley and Firm shall notify the Division in writing if McCauley becomes the subject of an inquiry or investigation of any securities regulatory agency or self-regulatory organization, an arbitration proceeding, or securities-related litigation, within fifteen (15) business days of receiving notice of such inquiry or investigation.

k) Each of McCauley and Firm shall furnish to the Division a copy of any written complaint or action, or a written summary of any oral complaint, which is made with respect to McCauley within fifteen (15) business days of receiving such complaint or action, when such complaint or action concerns a Vermont resident, or any sale, offer to sell, purchase or offer to purchase of any security(ies) or other activity that is subject to the jurisdiction of the Securities Act.

l) McCauley and Firm shall comply with and abide by all conditions imposed in this Order, all federal and state securities laws, and all applicable supervisory procedures established by Firm as part of its system of supervision and internal control. As long as this Order remains in effect, McCauley shall not transfer registration from Firm to another broker-dealer, investment adviser or federal covered investment adviser without prior approval of the Division, including but not limited to a transfer pursuant to a mass-transfer. Such approval shall be presumed from completion of the mass transfer.

Firm shall require ethics continuing education training requirements for McCauley in addition to the firm's normal firm element continuing education program.



n) Firm shall abide by and enforce all conditions placed upon McCauley's registration by this Order.

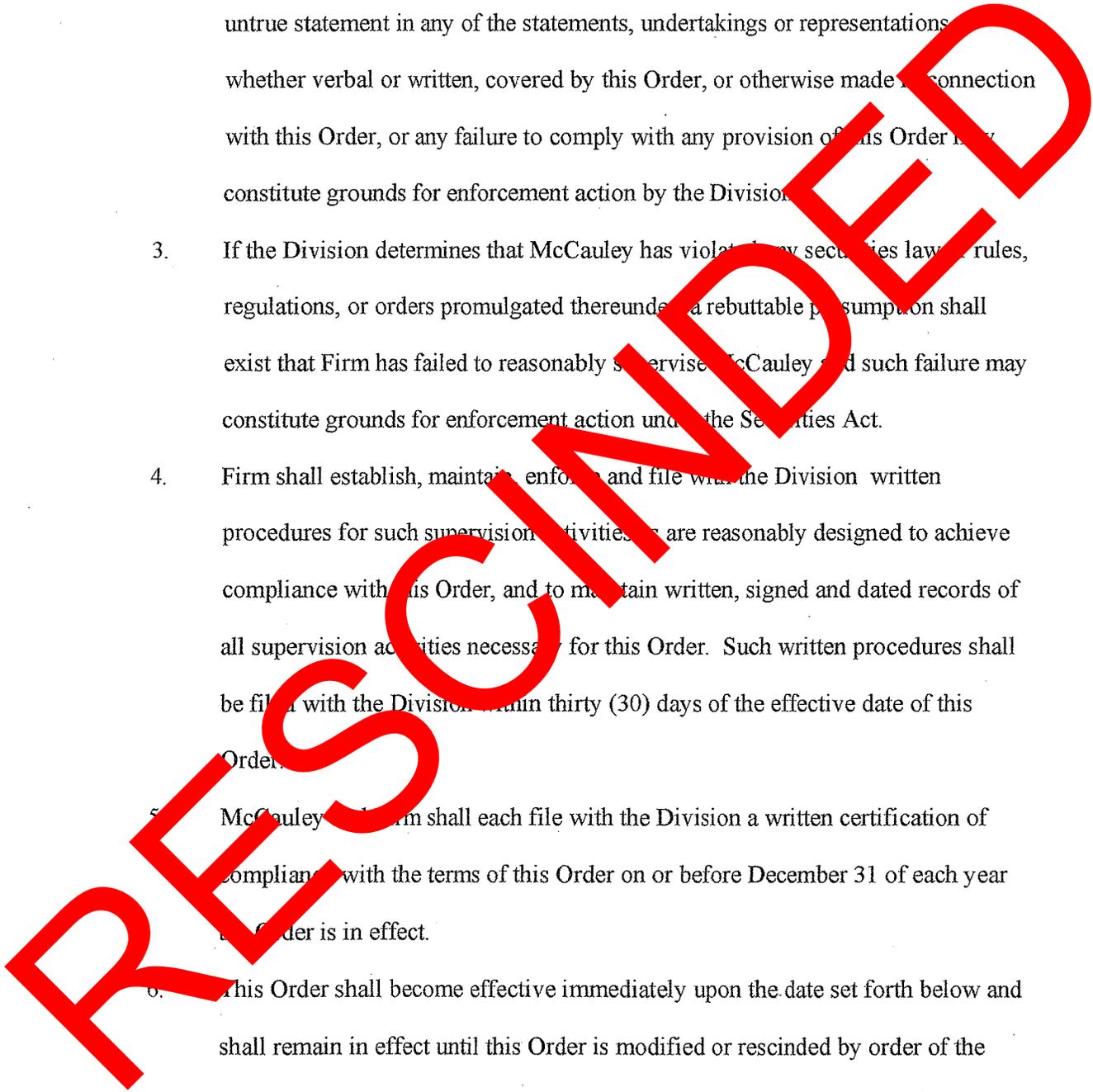
2. Each of McCauley and Firm acknowledges that any inaccuracy, omission, or untrue statement in any of the statements, undertakings or representations whether verbal or written, covered by this Order, or otherwise made in connection with this Order, or any failure to comply with any provision of this Order may constitute grounds for enforcement action by the Division.

3. If the Division determines that McCauley has violated any securities laws, rules, regulations, or orders promulgated thereunder, a rebuttable presumption shall exist that Firm has failed to reasonably supervise McCauley and such failure may constitute grounds for enforcement action under the Securities Act.

4. Firm shall establish, maintain, enforce and file with the Division written procedures for such supervision activities that are reasonably designed to achieve compliance with this Order, and to maintain written, signed and dated records of all supervision activities necessary for this Order. Such written procedures shall be filed with the Division within thirty (30) days of the effective date of this Order.

5. McCauley and Firm shall each file with the Division a written certification of compliance with the terms of this Order on or before December 31 of each year that this Order is in effect.

6. This Order shall become effective immediately upon the date set forth below and shall remain in effect until this Order is modified or rescinded by order of the



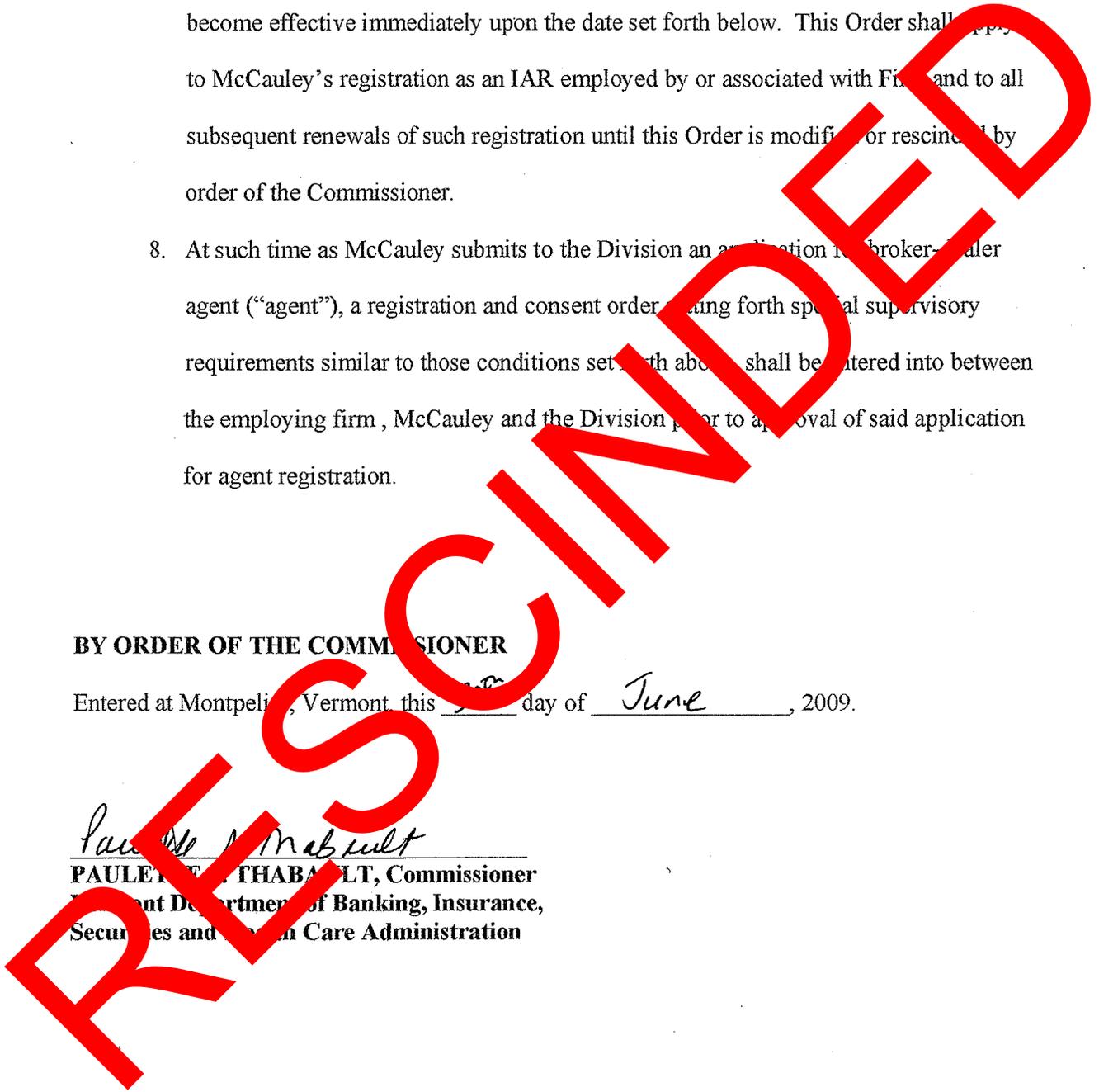
Commissioner. Firm may petition the Division, in writing, to have some or all of the conditions of this Order removed or modified no earlier than April 1, 2011.

- 7. The registration of McCauley as an IAR employed by or associated with Firm shall become effective immediately upon the date set forth below. This Order shall apply to McCauley's registration as an IAR employed by or associated with Firm and to all subsequent renewals of such registration until this Order is modified or rescinded by order of the Commissioner.
- 8. At such time as McCauley submits to the Division an application for broker-dealer agent ("agent"), a registration and consent order setting forth special supervisory requirements similar to those conditions set forth above shall be entered into between the employing firm, McCauley and the Division prior to approval of said application for agent registration.

BY ORDER OF THE COMMISSIONER

Entered at Montpelier, Vermont, this 28th day of June, 2009.

Paulette M. Thabault
PAULETTE M. THABAULT, Commissioner
 Vermont Department of Banking, Insurance,
 Securities and Pension Care Administration



**CONSENT BY DOUGLAS MCCAULEY
TO THE ENTRY OF AN ORDER BY THE COMMISSIONER
IMPOSING TERMS, CONDITIONS AND UNDERTAKINGS
IN CONNECTION WITH REGISTRATION
UNDER THE VERMONT UNIFORM SECURITIES ACT**

1. Douglas McCauley, ("McCauley") knowingly, voluntarily and unconditionally waives his right to a hearing before the Commissioner of the Vermont Department of Banking, Insurance, Securities and Health Care Administration (the "Commissioner") or the Commissioner's designee, and any other procedures otherwise available to McCauley under the Vermont Uniform Securities Act, 9 V.S.A. Chapter 109, including but not limited to 8 V.S.A. § 5412, under any rule, regulation or order promulgated thereunder, or under the Vermont Administrative Procedures Act, 3 V.S.A. Chapter 25, regarding contesting in connection with the Order Imposing Terms, Conditions and Undertakings in Connection With Registration Under the Vermont Uniform Securities Act, Document No. 075-S (the "Order"). McCauley further knowingly, voluntarily and unconditionally waives any right he may have to judicial review of any part by way of suit, appeal, or extraordinary remedy with respect to the Order.
2. The Order shall be executed by the Commissioner upon: (i) due execution by Firm and delivery to the Division of a Consent by Firm to Entry of an Order by the Commissioner Imposing Terms, Conditions and Undertakings in Connection with Registration Under the Vermont Uniform Securities Act, with respect to the registration of McCauley; and (ii) due execution by McCauley and delivery to the Division of this Consent by McCauley to Entry of an Order by the Commissioner Imposing Terms, Conditions and Undertakings in Connection with Registration Under the Vermont Uniform Securities Act (the "Consent").

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Terms, Conditions and Undertakings in Connection with Registration Under the Vermont Uniform Securities Act (the "Consent").

3. Firm acknowledges that upon execution by the Commissioner, the Order constitutes a valid order duly rendered by the Commissioner, and Firm consents to the issuance of the Order, and agrees to be fully bound by its terms, conditions, undertakings and obligations.
4. Firm acknowledges and agrees that this Consent is entered into knowingly, voluntarily and unconditionally and that no promise was made or coercion used to induce it to enter into it.
5. Firm acknowledges its understanding of the terms, conditions, undertakings and obligations contained in the Order and further acknowledges that any inaccuracy or untrue statement by Firm or McCauley regarding the Order and any failure by it or McCauley to comply with any provision of the Order shall constitute grounds for further enforcement action by the Commissioner subject to Firm's rights under the Vermont Uniform Securities Act.

Madison Avenue Securities, Inc.

By: Stephanie Akerstrom
its Authorized Representative

Date: June 17, 2009

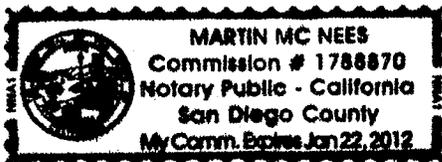
Printed Name: Stephanie Akerstrom

President & CEO

BEFORE ME this 17 day of June, 2009, personally appeared Stephanie Akerstrom who acknowledged that (s)he, as being authorized so to do, executed the foregoing for the purposes therein contained by signing as an authorized representative of Madison Avenue Securities, Inc. and that such act of signing is his(her) free act and deed and the free act and deed of Madison Avenue Securities, Inc.

[Signature]
Notary Public

My Commission Expires: Jan 22, 2012

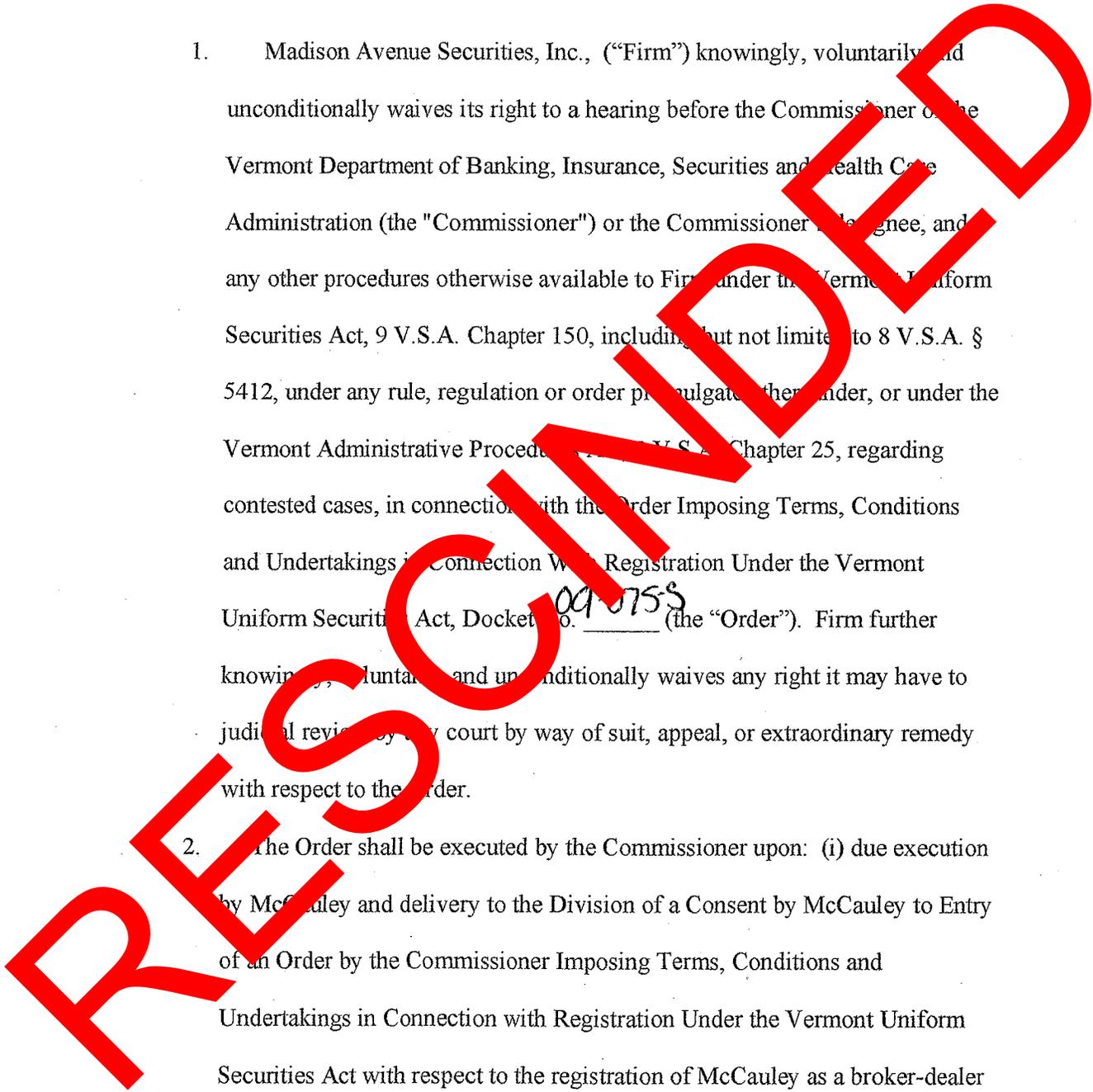


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**CONSENT BY MADISON AVENUE SECURITIES, Inc.
TO THE ENTRY OF AN ORDER BY THE COMMISSIONER
IMPOSING TERMS, CONDITIONS AND UNDERTAKINGS
IN CONNECTION WITH REGISTRATION
UNDER THE VERMONT UNIFORM SECURITIES ACT**

1. Madison Avenue Securities, Inc., ("Firm") knowingly, voluntarily and unconditionally waives its right to a hearing before the Commissioner of the Vermont Department of Banking, Insurance, Securities and Health Care Administration (the "Commissioner") or the Commissioner's designee, and any other procedures otherwise available to Firm under the Vermont Uniform Securities Act, 9 V.S.A. Chapter 150, including but not limited to 8 V.S.A. § 5412, under any rule, regulation or order promulgated thereunder, or under the Vermont Administrative Procedure Act, 9 V.S.A. Chapter 25, regarding contested cases, in connection with the Order Imposing Terms, Conditions and Undertakings in Connection With Registration Under the Vermont Uniform Securities Act, Docket No. 09-0755 (the "Order"). Firm further knowingly, voluntarily and unconditionally waives any right it may have to judicial review by any court by way of suit, appeal, or extraordinary remedy with respect to the Order.

2. The Order shall be executed by the Commissioner upon: (i) due execution by McCauley and delivery to the Division of a Consent by McCauley to Entry of an Order by the Commissioner Imposing Terms, Conditions and Undertakings in Connection with Registration Under the Vermont Uniform Securities Act with respect to the registration of McCauley as a broker-dealer agent; and (ii) due execution by Firm and delivery to the Division of this Consent by [Firm] to Entry of an Order by the Commissioner Imposing

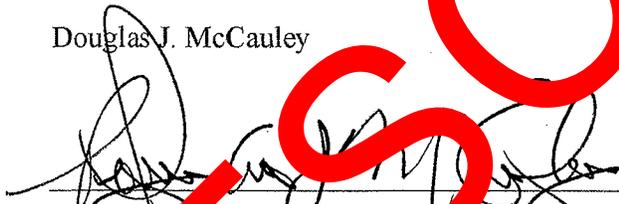


3. McCauley acknowledges that upon execution by the Commissioner, the Order constitutes a valid order duly rendered by the Commissioner, and McCauley consents to the issuance of the Order, and agrees to be fully bound by its terms, conditions, undertakings and obligations.

4. McCauley acknowledges and agrees that this Consent is entered into knowingly, voluntarily and unconditionally and that no promise was made nor coercion used to induce him to enter into it.

5. McCauley acknowledges his understanding of the terms, conditions, undertakings and obligations contained in the Order and further acknowledges that any inaccuracy or untrue statement by McCauley regarding the Order and any failure by him to comply with any provision of the Order shall constitute grounds for further enforcement action by the Commissioner subject to McCauley's rights under the Vermont Uniform Securities Act.

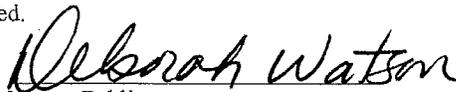
Douglas J. McCauley



Date: 6/14/2009

Typed Name: Douglas J. McCauley

BEFORE ME this 14th day of June, 2009, personally appeared Douglas J. McCauley who acknowledged that he, as being authorized so to do, executed the foregoing for the purposes therein contained, and that such act of execution is his free act and deed.


Notary Public

My Commission Expires: 2/2011

