STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS SECURITIES DIVISION

3 IN THE MATTER OF DETERMINING
4 Whether there has been a violation

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Whether there has been a violation of the Securities Act of Washington by:

JAMES B. GOODROW,

S-02-300-02-CO01

CONSENT ORDER AND ORDER VACATING SDO-100-02

Case No. 02-05-200/S-02-300

Respondent.

On November 5, 2002, the Securities Division, Department of Financial Institutions, State of Washington (the "Securities Division"), issued STATEMENT OF CHARGES AND NOTICE OF INTENT TO ISSUE AN ORDER SUSPENDING SALESPERSON AND INVESTMENT ADVISER REPRESENTATIVE REGISTRATION SDO-100-02 (hereinafter referred to as the "Statement of Charges") against Respondent James B. Goodrow ("Goodrow"). The Securities Division and Respondent Goodrow do hereby agree to this Consent Order in settlement of the above captioned matter. The Securities Division has, in the Statement of Charges as amended, made certain allegations and conclusions, set forth under the headings "Tentative Findings of Fact" and "Conclusions of Law." Respondent Goodrow neither admits nor denies the Tentative Findings of Fact and Conclusions of Law which are hereby incorporated by reference into this consent order.

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23 CONSENT ORDER AND ORDER VACATING SDO-100-02

DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760

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CONSENT ORDER

Based	upon	the	fore	egoing.
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IT IS AGREED AND ORDERED that Goodrow's securities salesperson and investment adviser representative licenses shall be suspended for a period of 5 (five) days. Such suspension shall be effective from December 23, 2002 through December 27, 2002.

IT IS FURTHER AGREED that Goodrow shall reimburse the Securities Division One Thousand Dollars (\$1,000) for its costs incurred in its investigation of this matter. Said payment is to be made to the Division prior to the entry of this Consent Order.

IT IS FURTHER AGREED AND ORDERED that Goodrow shall pay a fine in the amount of One Thousand Five Hundred Dollars (\$1,500). Said payment is to be made to the Division prior to the entry of this Consent Order.

IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent Order.

In consideration of the foregoing, Respondent Goodrow waives his right to a hearing on this matter and to judicial review of this matter pursuant to RCW 21.20.440 and Chapter 34.05 RCW, and the Securities Division hereby vacates Statement of Charges SDO-100-02 except to the extent that the Tentative Findings of Fact and Conclusions of Law have been incorporated herein.

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CONSENT ORDER AND ORDER VACATING SDO-100-02

DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760

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DATED this day of		2002.
Approved for entry by:		
Vonnoth I Evens	_	
WSBA #5611		
Attorney for James B. Goodrow		
Signed by:		
THIS ORDER ENTERED THIS 5th DAY	OF December	r, 2002 BY:
Debark R Borner		
DEBORAH R. BORTNER Securities Administrator		
Approved for entry by:		
Michael E. Stevenson Chief of Enforcement		
Presented by:		
Chad Standifer Staff Attorney		
CONSENT ORDER AND ORDER VACATING SDO-100-02	3	DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760
	Kenneth J. Evans WSBA #5611 Lewis, Evans & Pollino Attorney for James B. Goodrow Signed by: THIS ORDER ENTERED THIS 5th DAY DEBORAH R. BORTNER Securities Administrator Approved for entry by: Michael E. Stevenson Chief of Enforcement Presented by: Chad Standifer Staff Attorney CONSENT ORDER AND ORDER VACATING	Kenneth J. Evans WSBA #5611 Lewis, Evans & Pollino Attorney for James B. Goodrow Signed by: James B. Goodrow THIS ORDER ENTERED THIS 5th DAY OF Decembe DEBORAH R. BORTNER Securities Administrator Approved for entry by: Michael E. Stevenson Chief of Enforcement Presented by: Chad Standifer Staff Attorney CONSENT ORDER AND ORDER VACATING 3