

STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
25 CAPITOL STREET
CONCORD, NH 03301

CONSENT ORDER
IN THE MATTER OF:

McLean Asset Management Corporation
I-2012000031

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, McLean Asset Management Corporation ("McLean") has submitted an offer of settlement, which the Bureau of Securities Regulation, Department of State, State of New Hampshire (the "Bureau") has determined to accept. Accordingly, and without admitting or denying the allegations herein, Respondent does hereby consent to following findings, conclusions, undertakings and sanctions:

STATEMENT OF FACTS

1. McLean has its principal place of business at 8200 Greensboro Drive, Suite 1150, McLean, Virginia 22102. McLean conducts business as an investment adviser and manages a New Hampshire branch office located at EastPoint Executive Center, 264 South River Road, Bedford, NH 03110. McLean's CRD number is 108067, and SEC number is 801-55363.
2. On October 19, 2009 McLean hired, as an employee, an investment adviser representative ("IAR") who was previously registered as an investment adviser representative with another New Hampshire investment adviser. IAR was relocating to the Washington D.C. metropolitan area with plans to transition his New Hampshire based investment advisory clients to another McLean investment adviser representative licensed under N.H. RSA 421-B and located at McLean's New Hampshire office.
3. Upon completion of IAR's transition from his previous employer to McLean on October 19, 2009, IAR spent more time personally attending to his New Hampshire clients which included routine visits to McLean's Bedford, NH office several times per month in order to provide investment advisory services to his New Hampshire client base, which exceeds one hundred (100) clients.
4. IAR's licensure as an investment adviser representative under N.H. RSA 421-B termed on October 27, 2009.
5. From October 27, 2009 to the time of commencement of the Bureau's investigation in this matter, McLean did not apply for or obtain investment advisory licensure for IAR or pay

the fees applicable to such licensure with the Bureau. However, as a result of the Bureau's investigation and subsequent demand, McLean applied for New Hampshire investment advisory licensure for IAR. McLean's application was approved on October 24, 2012, making IAR a registered investment adviser representative in the State of New Hampshire.

THE LAW

1. McLean is defined as an investment adviser under N.H. RSA 421-B:2, IX, because McLean has a place of business in Bedford, New Hampshire and provides investment advisory services in the state for compensation. Additionally, McLean is a federal covered investment adviser under N.H. RSA 421-B:2, V-d. For the above reasons, pursuant to N.H. RSA 421-B:6, II, it is unlawful for McLean to "employ, supervise, or associate with an investment adviser representative having a place of business located in this state, unless such investment adviser representative is licensed as an agent under this chapter, or is exempt from the licensing requirements."
 2. IAR is defined as a investment adviser representative under N.H. RSA 421-B:2, IX-a because IAR "has a place of business located in this state and is employed by or associated with a federal covered adviser" and because he provides investment advisory services to over one hundred (100) New Hampshire clients through McLean's Bedford, N.H. office. For the above reasons, pursuant to N.H. RSA 421-B:6, I, IAR "is required to be licensed as an agent under [N.H. RSA 421-B]"
 3. McLean employed IAR as an investment adviser representative beginning on October 19, 2009. IAR has a place of business in New Hampshire and provides investment advisory services to New Hampshire residents but was unregistered until October 24, 2012 has not been and is not currently exempt under N.H. RSA 421-B. These facts constitute a violation of N.H. RSA 421-B:6, II.
 4. Pursuant to RSA 421-B:23, whenever it appears to the Secretary of State that any person has engaged or is about to engage in any act or practice constituting a violation of this chapter or any rule under this chapter, he shall have the power to issue and cause to be served upon such person an order requiring the person to cease and desist from violations of this chapter. McLean is subject to this section.
 5. Pursuant to RSA 421-B:26, III, any person who, either knowingly or negligently, violates any provisions of this chapter may, upon hearing, and in addition to any other penalty provided for by law, be subject to such suspension, revocation or denial of any registration or license, or an administrative fine not to exceed \$2,500, or both. Each of the acts specified shall constitute a separate violation. McLean is subject to a suspension, revocation, and a fine under this section.
- II. In view of the foregoing, the Respondent agrees to the following undertakings and sanctions:
1. Respondent agrees that that they have voluntarily consented to the entry of this Order

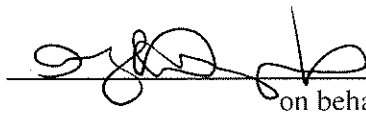
and represents and avers that no employee or representative of the Bureau has made any promise, representation or threat to induce their execution.

2. Respondent agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. Respondent agrees to, by Order, cease and desist from further violations under this chapter pursuant to RSA 421-B:23.
4. Upon execution of this order by Respondent, Respondent agrees to pay an administrative fine in the amount of Forty Thousand Dollars (\$40,000) to the State of New Hampshire. Respondent further agrees to pay Five Thousand Dollars (\$5,000) for the cost of investigation. (Total payment \$45,000) Payment shall be made by 1) United States postal money order, certified check, bank cashier's check, or bank money order; 2) made payable to the State of New Hampshire; and 3) hand-delivered or mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301. Timing of such payment shall be as follows:
 - (a) Twenty-two Thousand Five Hundred Dollars (\$22,500) to be paid immediately upon execution of this Order; and
 - (b) Twenty-two Thousand Five Hundred Dollars (\$22,500) to be paid by no later than January 1, 2013.
5. Upon execution of this order by Respondent, Respondent agrees to pay back licensing fees for IAR's New Hampshire investment advisory licensure in the amount of Three Hundred Dollars (\$300.00) for the period of October 27, 2009 to the October 24, 2012. Payment shall be made by 1) United States postal money order, certified check, bank cashier's check, or bank money order; 2) made payable to the State of New Hampshire; and 3) hand-delivered or mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301.
6. Respondent agrees that this Order is entered into for purposes of resolving only the matter as described herein. This order shall have no collateral estoppel effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this order shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct by Respondent which the Bureau has no knowledge at the time of the date of final entry of this order.
7. Respondent may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise denying, directly or indirectly, any allegation in this Consent Order or create the impression that the Consent Order is without factual basis. Nothing in this provision affects Respondent's testimonial obligations or right to take legal positions in litigation, regulatory matters, or any forms of alternative dispute resolution in which the State of New Hampshire is not a party.

III. Based on the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Order. **THEREFORE, IT IS HEREBY ORDERED THAT:**

1. Respondent cease and desist from further violations of the act pursuant to RSA 421-B:23.
2. Respondent pay an administrative fine and costs of investigation totaling Forty Five Thousand Dollars (\$45,000), and back licensing fees of Three Hundred Dollars (\$300.00), total \$45,300. The timing of such payment shall be as follows:
 - (a) Three Hundred Dollars (\$300.00) in back licensing fees shall be paid in the manner outlined above immediately upon execution of this Order;
 - (b) Twenty Two Thousand Five Hundred Dollars (\$22,500) of the above-referenced administrative fine and costs shall be paid in the manner outlined herein immediately upon execution of this Order; and
 - (c) Twenty Two Thousand Five Hundred Dollars (\$22,500) of the above-referenced administrative fine and costs shall be paid in the manner outlined herein no later than January 1, 2013.
3. Respondent comply with the above-referenced undertakings and sanctions.

Executed this 20th day of NOVEMBER, 2012.


on behalf of McLean

(Please print name below:

ALEX MURGUIA, EXECUTIVE V. PRESIDENT

Entered this 27th day of November, 2012.


Barry J. Glennon, Director
Bureau of Securities Regulation