

SE2800039/DPK

**STATE OF MINNESOTA
COMMISSIONER OF COMMERCE**

In the Matter of Thomas G. Grace Advisors
CRD #115722

CONSENT ORDER

TO: Thomas G. Grace
Thos. G. Grace Advisors
7400 Metro Blvd., Suite 100
Edina MN 55439-2311

Commissioner of Commerce Glenn Wilson (hereinafter "Commissioner") has determined as follows:

1. The Commissioner has advised, Thomas G. Grace Advisors (hereinafter "Respondent") that he is prepared to commence formal action pursuant to Minn. Stat. § 45.027, subd. 7 and 80A.67 (2006) against Respondent based on the following:
 - A. Respondent held an Investment Advisor license from September 30, 1987 until December 31, 2002 when it expired and was not renewed.
 - B. Respondent reapplied and was granted an Investment Advisor license on January 30, 2005 until it expired December 31, 2005, and was not renewed.
 - C. Respondent, during the time period from January 1, 2006 until present, continued to act as an Investment Advisor without holding an active/valid Investment Advisor license in violation of Minn. Stat. §§ 80A.04 and 80A.58 (2006).
 - D. Respondent reapplied for an Investment Advisor license with the Department on November 6, 2007.
2. Respondent acknowledges that he has been advised of his right to a hearing in this matter, to present argument to the Commissioner and to appeal from any adverse determination

after a hearing, and Respondent hereby expressly waives those rights. Respondent further acknowledges that he has been represented by legal counsel throughout these proceedings, or has been advised of his right to be represented by legal counsel, which right he hereby waives.

3. Respondent, has agreed to informal disposition of this matter without a hearing as provided under Minn. Stat. § 14.59 (2006) and Minn. R. 1400.5900 (2007).

4. The following Order is in the public interest.

NOW, THEREFORE, IT IS HEREBY ORDERED, that pursuant to Minn. Stat. § 45.027, subd. 5 (2006) Respondent, Thomas G. Grace Advisors, shall cease and desist from engaging in further violations of Minnesota securities statutes and rules.

IT IS FURTHER ORDERED, that pursuant to Minn. Stat. § 45.027, subd. 6 (2006), Respondent shall pay to the State of Minnesota a civil penalty of \$5,000.00.

FURTHER, upon completion of the terms herein, nothing contained in this Order shall prevent Respondent from becoming licensed as an Investment Advisor in Minnesota.

This Order shall be effective upon signature on behalf of the Commissioner.

Dated: 2/13/08

GLENN WILSON
Commissioner

By:

E. Munson-Regala
EMMANUEL MUNSON-REGALA
Deputy Commissioner
Market Assurance Division

85 – 7th Place East, Suite 500
St. Paul, MN 55101-2198
Telephone: (651) 296-2488

CONSENT TO ENTRY OF ORDER

The undersigned, Thomas G. Grace, acting on behalf of Thomas G. Grace Advisors, states that he has read the foregoing Consent Cease and Desist Order; that he knows and fully understands its contents and effect; that he has been advised of his right to a hearing in this matter; that he has been represented by legal counsel in this matter, or has been advised of his right to be represented by legal counsel; and that he consents to entry of this Order by the Commissioner. It is further understood that this Consent Order constitutes the entire settlement agreement between the parties, there being no other promises or agreements, either express or implied.

Thomas G. Grace Advisors

By: Thomas G. Grace
Thomas G. Grace

Its: owner

STATE OF MINNESOTA

COUNTY OF Hennepin

This instrument was acknowledged before me on Feb 5, 2008 (date) by Thomas G. Grace, owner (title) of Thomas G. Grace Advisors.

(stamp)

Janet M. Lee
(Signature of notary officer)

My Commission expires: 1/31/2010

