

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF: GENESIS PARTNERS, INC.

FILE NO. 0500291

CONSENT ORDER OF DISMISSAL

TO THE RESPONDENT: Genesis Partners, Inc.
(CRD#: 132783)
3101 Havenhill Court
Edgewater, Maryland 21037

WHEREAS, Respondent on the 10th day of August 2005 executed a certain Stipulation to Enter Consent Order of Dismissal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated July 29, 2005, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Dismissal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That on May 25, 2005 the Respondent filed a Form ADV application for registration as an investment advisor in the State of Illinois.
2. That on July 14, 2005, a Summary Order of Denial (the "Order") was issued by the Secretary of State denying this application. Pursuant to the terms of the Order, the Respondent requested a hearing on July 22, 2005.
3. That the Respondent is a corporation which engages in the business of offering investment advisory services for a fee to the general public.

Consent Order of Dismissal

- 2 -

4. That between February 4, 2005 through the present, the Respondent provided investment advisory services for a fee to at least fifteen (15) residents of the State of Illinois. The total management fees received for these services is approximately \$3,990.00.
5. That Section 8.A of the Act provides, in pertinent part, except as otherwise provided every investment advisor shall be registered as such with the Secretary of State.
6. That the activity described in paragraph two (2) above constitutes the activity of an investment advisor as defined in Section 2.11 of the Act.
7. That during all relevant times, the Respondent was not registered with the Secretary of State as an investment advisor pursuant to Section 8 of the Act.
8. That Section 12.C of the Act provides, *inter alia*, that it is a violation of the provisions of the Act for any person to act as an investment advisor, unless registered as such where such registration is required under the provisions of the Act.
9. That by virtue of the foregoing, the Respondent has committed a violation of Section 12.C of the Act.
10. That Section 8.E(1)(g) of the Act provides that the registration of an investment advisor may be denied if it has violated any of the provisions of this Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondent's registration as an investment advisor in the State of Illinois is subject to denial pursuant to Section 8.E(1)(g) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that it has submitted with the Stipulation a certified or cashier's check in the amount of One Thousand dollars (\$1,000.00). Said check has been made payable to the Office of the Secretary of State, Investors Education Fund and represents reimbursement to cover the cost incurred during the investigation of this matter.

Consent Order of Dismissal


- 3 -

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Notice of Hearing dated July 29, 2005 is dismissed.
2. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 18th day of August 2005.


JESSE WHITE
Secretary of State
State of Illinois