

STATE OF MAINE  
OFFICE OF SECURITIES  
121 STATE HOUSE STATION  
AUGUSTA, MAINE 04333-0121

IN RE:

CitiStreet Advisors LLC

CONSENT AGREEMENT  
No. 06-061-CAG

This Agreement is entered into between the State of Maine Office of Securities (“the Office”) and CitiStreet Advisors LLC (“CitiStreet”) (CRD #3989).

**WHEREAS**, the parties agree as follows:

1. CitiStreet is a limited liability company formed under the laws of New Jersey with a principal place of business at 400 Atrium Drive in Somerset, New Jersey.
2. Since September 25, 2000, CitiStreet has been registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) and, since July 8, 2004, properly notice-filed with the Office. 32 M.R.S.A. §§10305-A, 16405.
3. Under §10304(2-A) of the Revised Maine Securities Act (the “Revised Act”), investment advisers registered with the SEC were exempt from licensing in Maine. The Revised Act has been superseded by the Maine Uniform Securities Act (the “Uniform Act”) for conduct occurring on or after December 31, 2005.
4. From September 30, 2002, until December 31, 2005, it was unlawful under the Revised Act for an investment adviser exempt from licensing under §10304(2-A) to employ or contract with an individual as its investment adviser representative in Maine unless the representative was licensed or unless the investment adviser was otherwise exempt from licensing under the Revised Act. 32 M.R.S.A. §10303(4).
5. Since December 31, 2005, it has been unlawful under the Uniform Act for an investment adviser to employ or associate with an individual required to be licensed as an investment adviser representative who transacts business in Maine on behalf of the investment adviser unless the individual is licensed or exempt from licensing. 32 M.R.S.A. §16403(4).

6. It is the Office's position that CitiStreet employed at least three individuals as investment adviser representatives while their license applications were pending but without each one being properly licensed as an investment adviser representative in Maine in violation of the Revised Act and the Uniform Act. These individuals worked from a branch office located at 1775 Lisbon Street in Lewiston, Maine.
7. CitiStreet has represented to the Office that it was not the firm's intention to violate either the Revised Act or the Uniform Act.
8. All parties desire an expeditious resolution of this matter.

**NOW, THEREFORE**, without trial or adjudication of any issue of fact or law, and without CitiStreet admitting or denying that its conduct violated the Revised Maine Securities Act or the Maine Uniform Securities Act, it is agreed that:

1. CitiStreet will comply with all licensing and other legal requirements governing persons acting as investment advisers in the State of Maine at all times from the date hereof;
2. In lieu of the Office seeking the imposition of a penalty for the allegations contained herein, CitiStreet will pay the sum of \$4,500 to the Office upon CitiStreet's execution of this Agreement; and
3. The Office will not take further action against CitiStreet based solely upon the unlicensed status of the three individuals during the period preceding and including the date of execution of the Agreement, **PROVIDED**, however, that this paragraph applies only to the unlicensed activity previously disclosed to the Office by CitiStreet.

August 14, 2006  
Date

s/Raymond Martin, President  
Raymond Martin, President  
CitiStreet Advisors, LLC

August 17, 2006  
Date

s/Michael J. Colleran  
Michael J. Colleran  
Securities Administrator

Reviewed by:

August 16, 2006  
Date

s/Bonnie E. Russell  
Bonnie E. Russell  
Assistant Securities Administrator

Presented by:

August 16, 2006 \_\_\_\_\_  
Date

s/Cathy J. Williams \_\_\_\_\_  
Cathy J. Williams  
Investigator/Examiner