



COPY

STATE OF TENNESSEE
DEPARTMENT OF COMMERCE AND INSURANCE
OFFICE OF LEGAL COUNSEL
500 JAMES ROBERTSON PARKWAY
DAVY CROCKETT TOWER, 5TH FLOOR
NASHVILLE, TENNESSEE 37243
(615) 741-2199 FAX: (615) 741-4000

June 23, 2004

Via Certified Mail – Return Receipt

Joan E. Flam
Professional Asset Management Company
36700 Woodward Avenue, Suite 200
Bloomfield Hills, Michigan 48304-0930

Re: Professional Asset Management Corporation

Dear Ms. Flam,

Enclosed, please find a true and exact copy of the fully executed consent order resolving the above-styled matter.

Very truly yours,

Maliaka Bass EssamelDin
Chief Counsel for Securities and Consumer Affairs

MBE/ab

enclosure

consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

3. Professional Asset Management, Inc. fully understands that this Consent Order will in no way preclude additional proceedings by the Commissioner against Professional Asset Management, Inc. for acts or omissions not specifically addressed in this Consent Order or for facts and/or omissions that do not arise from the facts or transactions herein addressed, nor does it preclude additional proceedings by the Commissioner against Professional Asset Management, Inc. based upon these facts or transactions herein addressed by some other Division of the Department of Commerce and Insurance.

4. Professional Asset Management, Inc. expressly waives all further procedural steps, and expressly waives all rights to seek judicial review of or to otherwise challenge or contest the validity of the Consent Order, the stipulations and imposition of discipline contained herein, and the consideration and entry of said Consent Order by the Commissioner.

FINDINGS OF FACT

1. The Tennessee Securities Act of 1980, as amended, T.C.A. §48-2-101, et seq. (the “Act”), places the responsibility for the administration of the Act on the Commissioner of Commerce and Insurance (“Commissioner”). The Division is the lawful agent through which the Commissioner discharges this responsibility. T.C.A. §48-2-115.

2. Professional Asset Management, Inc. (“PAM”) (CRD# 21125) conducts business as a broker-dealer. PAM maintains its primary business address at 36700 Woodward Ave, Suite 200, Bloomfield Hills, Michigan 48304-0930. PAM has previously been registered with the Division as a broker-dealer during the periods of July 19, 1991 – October 24, 1991 and March 3,

1999 – November 30, 2000.

3. PAM currently has a registration application pending before the Division.

4. In its filing for broker-dealer registration, PAM has identified Charles W. Bussell (CRD #1330868) as the initial individual for whom PAM plans to seek securities agent registration in Tennessee.

5. Mr. Bussell has been a resident of Baxter, Tennessee since September 1999. He has been employed as an agent of PAM since May 15, 1995.

6. Beginning in October 31, 2000, PAM began executing transactions through its Tennessee resident agent, Mr. Bussell. Since October 31, 2000, PAM has executed four hundred fifty-one (451) transactions from, in or into the state of Tennessee through its Tennessee resident agent, Bussell.

CONCLUSIONS OF LAW

7. Pursuant to Tennessee Code Annotated Section 48-2-115(a), the responsibility for the administration of the Act is upon the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility.

8. T.C.A 48-2-112(a)(2)(B) states, in pertinent part, that the Commissioner by order may deny, suspend, or revoke any registration under this part if he finds that the order is in the public interest, necessary for the protection of investors, and if he finds that the applicant or registrant, or in the case of a broker-dealer or investment adviser, any officer, director, or any person occupying a similar status or performing similar functions has willfully failed to comply with any provision of this part or a predecessor chapter or any rule or order under this part or a predecessor chapter, including, without limitation, any net capital requirements.

9. T.C.A. § 48-2-109(a) states, in pertinent part, that it is unlawful for any person to transact business from or in this state as a broker-dealer unless the person is registered as a broker-dealer under this part.

10. T.C.A. § 48-2-109(b) states, in pertinent part, that it is unlawful for any broker-dealer to employ an agent to transact business as an agent unless the agent is registered under this part. The registration of an agent is not effective during any period when the agent is not associated with a particular broker-dealer registered under this part.

11. The averments in paragraphs 2 through 6 of this Consent Order, constitute acts by PAM that would provide grounds under T.C.A. § 48-2-112(a)(2)(B) for the entry of an order of sanctions against the broker-dealer.

ORDER

NOW, THEREFORE, on the basis of the foregoing, and Professional Asset Management, Inc.'s waiver of its right to a hearing and appeal under the Tennessee Securities Act and Tennessee's Uniform Administrative Procedures Act, T.C.A. §§ 4-5-101 et seq., and the Respondent's admission of jurisdiction of the Commissioner, the Commissioner finds that Professional Asset Management, Inc.'s, for the purpose of settling this matter, admits the matters herein, has agreed to the entry of this Order and that the following Order is appropriate, in the public interest and necessary for the protection of investors.

IT IS ORDERED, pursuant to T.C.A. § 48-2-116(a) of the Tennessee Securities Act that:

1. Professional Asset Management, Inc. shall fully comply with the Tennessee Securities Act, as amended, and all rules promulgated thereunder;
2. Professional Asset Management, Inc. shall be assessed a civil penalty in the amount

of twenty-two thousand five hundred fifty (\$22,550) dollars. Said civil penalty shall be paid by a check made payable to the Tennessee Department of Commerce and Insurance and mailed to the attention of:

**Broker-Dealer Registration Section
Tennessee Securities Division
500 James Robertson Parkway
Nashville, Tennessee 37243**

3. The pending broker-dealer registration application shall be made effective by the Division upon the satisfaction of the obligations placed upon Professional Asset Management, Inc. by the entry of this Consent Order.

IT IS ORDERED that this Order represents the complete and final resolution of, and discharge with respect to all administrative and civil, claims, demands, actions and causes of action by the Commissioner against Professional Asset Management, Inc. for all violations of the Act alleged by the Tennessee Securities Division to have occurred because of the broker-dealer's lack of registration and employment of an unregistered agent during the period of time between October 31, 2000 and the date of entry of this order.

This Consent Order is in the public interest and in the best interests of the parties, and represents a compromise and settlement of the controversy between the parties and is for settlement purposes only. By the signatures affixed below, Professional Asset Management, Inc. affirmatively states that it has freely agreed to the entry of this Consent Order, that it waives its right to a hearing on the matters underlying this Consent Order and to a review of the Findings of Fact and Conclusions of Law contained herein, and that no threats or promises of any kind have been made by the Commissioner, the Division, or any agent or representative thereof. The

parties, by signing this Consent Order, affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement set forth in this Consent Order, are binding upon them.

ENTERED this 16th day of June, 2004.

Paula A. Flowers
Paula A. Flowers, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY:

Peter C. Johnson
Peter C. Johnson, President
Professional Asset Management, Inc.

Daphne D. Smith
Daphne D. Smith, Assistant Commissioner
Tennessee Securities Division

Maliaka Bass EssamelDin
Maliaka Bass EssamelDin (#015362)
Counsel for Petitioner
Department of Commerce and Insurance
Davy Crockett Tower, 5th Floor
500 James Robertson Parkway
Nashville, Tennessee 37243
(615) 741-2199

PROFESSIONAL ASSET MANAGEMENT, INC.

36700 WOODWARD AVE., SUITE 200
BLOOMFIELD HILLS, MI 48304-0930

EXPLANATION	AMOUNT

13497

9-9-720

PAY
AMOUNT
OF

THE SUM 22550 DOLS 00 CTS

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	GROSS	CHECK NUMBER
4/4/04	Tennessee Department of Commerce and Insurance	Civil Penalty File No. 04-008	13497

\$ 22,550.00

 Security Features
Included.
Details on Back.



Detroit, Michigan 48275

John C. Thomas
John C. Thomas

MP

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