STATE OF NEW JERSEY
BUREAU OF SECURITIES
P.O. Box 47029
Newark, New Jersey 07101

IN THE MATTER OF:

Glowe & Co. (IARD#120718)
Leon Glowe (CRD# 1326501)

CONSENT ORDER

BEFORE FRANKLIN L. WIDMANN, BUREAU CHIEF

The Bureau Chief makes the following findings:

1. Glowe & Co. ("Glowe") has never been registered with the New Jersey Bureau of Securities ("Bureau") as a Broker-Dealer.

2. Glowe has been registered with the Bureau as an Investment Adviser since April 1990.

3. Leon Glowe, CRD# 1326501, is the president of Glowe. Leon Glowe was last registered as a Registered Representative in November 1992.

4. In or around January 1991, Glowe signed a Sales Agreement with Federated Securities Corp. ("Federated") (CRD#5009), to sell their family of mutual funds.

5. Since approximately January 1991, acting as an Investment Adviser to his clients, Leon Glowe sold Federated Mutual Funds through Glowe, to his clients and received fees and/or commissions from Federated as a result of these sales. These sales constitute a sale of a security to or from New Jersey. In order to comply with the State of New Jersey Uniform Securities Law, Glowe needed to be registered as a Broker-Dealer and

Leon Glowe needed to be registered as an Agent of a Broker-Dealer. Additionally, Glowe could have entered into an agreement with Federated wherein Federated acts as a Broker-Dealer and Glowe acts as an Investment Adviser.

6. Based on information learned throughout the course of the Bureau's investigation it appears that Leon Glowe did not know that registration as a Broker-Dealer and registration as an Agent of a Broker-Dealer were required to sell the mutual funds under the Sales Agreement with Federated. Leon Glowe thought that the Investment Adviser registration was sufficient.

7. Throughout the Bureau's investigation, Leon Glowe has fully cooperated in a timely manner.

WHEREAS, it appears that Glowe acted as a Broker-Dealer without being properly registered or exempt from registration in the State of New Jersey to do so; and

WHEREAS, it appears that Leon Glowe acted as an Agent of a Broker-Dealer without being properly registered or exempt from registration in the State of New Jersey to do so; and

WHEREAS, N.J.S.A. 49:3-56(a) provides:

> "It shall be unlawful for any person to act as a broker-dealer, agent…in this State unless that person is registered or exempt from registration…under this act;" and

COMPLETE THIS SECTION ON DELIVERY

WHEREAS, N.J.S.A. 49:3-70.1 provides:

> "Any person who violates any of the provisions of this act or who violates any rule or order under this act, shall be liable for the first violation to a penalty of not more than $10,000; for a second violation to a penalty of not more than $20,000; and for each subsequent violation to a penalty of not more than $20,000 per violation..."

WHEREAS, Glowe, Leon Glowe and the Bureau are desirous of settling the aforesaid matters without the expense and delay of further proceedings and Glowe and Leon Glowe have agreed to cease doing business under his existing Sales Agreement with Federated; and

WHEREAS, Glowe and Leon Glowe has agreed to jointly and severally pay a civil monetary penalty in the amount of $3,000 for having violated N.J.S.A. 49:3-56(a) by acting as a Broker-Dealer without being registered in this State.

NOW THEREFORE, it is on this April 24th day of 2003, HEREBY ORDERED that Glowe and Leon Glowe are, by consent and without further hearing, to Cease and Desist from further violations of the New Jersey Uniform Securities Act, and it is

FURTHER ORDERED that Glowe and Leon Glowe shall jointly and severally pay a civil monetary penalty to the Bureau in the amount of $3,000 by or on May 1, 2003 for its violations of the New Jersey Uniform Securities Act; and it is

FURTHER ORDERED that if any part of this order is found to be unenforceable that the remainder shall be enforceable as if entered without the unenforceable part.

NEW JERSEY BUREAU OF SECURITIES

By: Franklin L. Widmann
Franklin L. Widmann
Chief, Bureau of Securities

DATED: May 7, 2003

I hereby consent to the form and entry of this order.

By: Leon Glowe
Glowe & Co.

By: Leon Glowe
Leon Glowe

DATED: 4/24/2003