

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
JOHN O. PASTORE COMPLEX
1511 PONTIAC AVENUE
CRANSTON RI 02920**

| | | |
|--------------------------------------|---|-------------------------------------|
| IN THE MATTER OF: | : | |
| | : | |
| GRISWOLD & GRISWOLD, INC. | : | <u>CONSENT ORDER MAKING</u> |
| | : | <u>FINDINGS AND IMPOSING</u> |
| Respondent. | : | <u>REMEDIAL SANCTIONS</u> |
| | : | |

I.

The Director ("Director") of the Rhode Island Department of Business Regulation (the "Department") enters this Consent Order Making Findings and Imposing Remedial Sanctions ("Order") under Rhode Island General Laws Section 5-53.1-1 et.seq. of the Solicitation by Charitable Organizations Act (the "Act"). The Director has determined to resolve this matter, without instituting administrative proceedings, by accepting Respondent's Offer of Settlement, attached hereto as Exhibit A, and entering into this Order and imposing the remedial sanctions set forth below.

II.

1. Griswold & Griswold, Inc. (the "Respondent G&G") is a fundraising counsel with a principal office located at 1940 Duke Street, Suite 200, Alexandria, VA 22314.
2. At all times relative to this Order, it has been unlawful for a fundraising counsel to conduct business in this State without benefit of registration under the Act.
3. On March 6, 2003, Respondent G&G initially registered as a fundraising counsel in this State allowing it to lawfully conduct business. It has been registered, albeit sporadically from March 6, 2003 through June 30, 2009.

4. On July 1, 2008, Respondent G&G renewed its registration as a fundraising counsel for a one-year period ending on June 30, 2009.
5. On July 1, 2009, said registration as a fundraising counsel in the State of Rhode Island expired.
6. On January 11, 2011, eighteen (18) months after the expiration of its registration on June 30, 2009, Respondent G&G submitted a renewal registration, accompanied by a two hundred and forty dollar fee, to conduct business as a fundraising counsel in this State to the Department.
7. The Department contends that during the period from July 1, 2009 through January 11, 2011, (the "Period"), Respondent G&G failed to maintain its registration and conducted business as a fundraising counsel in this State in violation of §5-53.1-8 (a).
8. Further, it is the Department's position that in addition to the unregistered activity Respondent G&G engaged in during the Period, it was concurrently in violation of a Consent Agreement, dated October 30, 2008 (the "2008 Agreement") (Exhibit B), between the Department and Respondent G&G, in which Respondent G&G agreed to refrain from further violations of the Act, i.e., unregistered activity, and maintain a current registration in accordance with §5-53.1-8(a).
9. The foregoing unregistered activity and failure to file a renewal registration within thirty (30) days prior to its expiration constitute violations of the provisions of the 2008 Agreement, between the Department and Respondent G&G.
10. Based on information and belief the Respondent G&G, after its registration expired on June 30, 2009, entered into a contract to provide services to the following charitable organizations: Assisting Citizens Against Government Waste and Council for Citizens

Against Government Waste assisting them with their mail programs to solicit contributions from residents of Rhode Island in violation of §5-53.1-7 (9) of the Act.

11. It is the position of the Department that the Respondent's repeated failure to comply with the registration requirements of the Act demonstrates a certain disregard for the provisions set forth within the Act and the 2008 Agreement.

III.

Based on the foregoing, the Director finds that the following is in the public interest, appropriate for the protection of the citizens of Rhode Island and consistent with the purposes fairly intended by the policy and provisions of the Act.

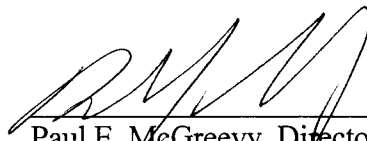
Accordingly, IT IS HEREBY ORDERED that:

- a) Respondent G&G shall immediately cease and desist from any further violations of the Act.
- b) Respondent G&G shall upon signing the Offer pay an administrative penalty in the amount of three thousand two hundred dollars (\$3,200.00) to the Department, which includes the filing fee of two hundred dollars (\$200.00) for the time-period when the respondent was unregistered.
- c) Upon the Department's execution of this Order and payment of the administration penalty, the Respondent G&G will be registered until June 30, 2011, and will maintain its registration in accordance with the Act.
- d) Failure on the part of the Respondent G&G to abide by any of the provisions of this Consent Order, may be cause for further enforcement and/or administrative proceedings

resulting in penalties imposed against the Respondent G&G, including proceedings to suspend or revoke the registration as deemed appropriate by the Department.

Dated this 6 day of May 2011.

Order No. 11- 040



Paul E. McGreevy, Director
Rhode Island Department of Business Regulation

Exhibit A

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
SECURITIES DIVISION
1511 PONTIAC AVENUE, BLDG. 69-1
CRANSTON, RI 02920**

IN THE MATTER OF _____
GRISWOLD & GRISWOLD, INC. _____
Respondent. _____

**OFFER
OF
SETTLEMENT**

The above-named Respondent submits this Offer of Settlement ("Offer") consenting to entry of a Consent Order making certain findings and imposing remedial sanctions ("Order"), in the form attached hereto and marked as Exhibit A, to the Director of the Rhode Island Department of Business Regulation ("Director") with respect to the matters set forth in the Order.

Respondent submits this Offer for the purposes of settlement only with the express understanding that this does not constitute an admission of guilt or wrongdoing or admitting the facts as alleged in said Order.

Respondent hereby waives all rights to a hearing, further administrative proceedings and/or judicial review with respect to entry of the Order.

Respondent understands that a failure to comply with the terms

of the Order is a violation of law and will cause the Director to take appropriate regulatory action.

Respondent represents that the undersigned is duly authorized to enter into this Offer of Settlement on behalf of Respondent.

Respectfully submitted this 5 day of May, 2011.

By: [Signature]

Its: _____
County of CITY OF ALEXANDRIA
State of VIRGINIA

On this 2nd day of MAY, 2011 appeared before me JOHN M. GRISWOLD, who executed the foregoing Offer of Settlement and who duly acknowledged to me that he was authorized to do so.

[Signature]
NOTARY PUBLIC
My Commission Expires on 12.31.13



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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
DIVISION OF SECURITIES
JOHN O. PASTORE CENTER
1511 PONTIAC AVENUE, 69-1
CRANSTON, RI 02920

IN THE MATTER OF

GRISWOLD & GRISWOLD, INC.

CONSENT AGREEMENT

I.

The Securities Division ("Division") of the Rhode Island Department of Business Regulation ("Department") enters into this Consent Agreement ("Agreement") to resolve concerns that Sections 5-53.1-7(9), 5-53.1-8(a), and 5-53.1-9(a) the Solicitation by Charitable Organizations Act (the "Act"), Chapter 5-53.1 et seq. of the Rhode Island General Laws, may have been violated by Griswold & Griswold, Inc ("G&G"). The Division has determined to resolve this matter, after investigation but without instituting administrative proceedings, by entering into this Agreement.

II.

It is hereby agreed by and between the Division and Griswold & Griswold, Inc. that:

1. Griswold & Griswold, Inc. is a fundraising counsel with a principal place of business at 1940 Duke Street, Suite 200, Alexandria, VA 22314.
2. At all times relevant to this agreement it has been unlawful for a fund raising counsel to conduct business in this State unless properly registered and in compliance with the provisions of §5-53.1 et seq. of the Act.
3. Based on information and belief, it is the position of the Division that during the period of July 1, 2005, through the present:
4. G&G transacted business as a fundraising counsel without benefit of registration, in

violation of §5-53.1-8(a).

5. G&G, operating without the benefit of registration, entered into contractual agreements with several charitable organizations in violation of §5-53.1-7 (9).

6. G&G entered into several contracts with charitable organizations and failed to file, within ten (10) days of signing, a true and correct copy of these contracts with the Director in violation of §5-53.1-9(a).

III

Based on the foregoing, the Division finds that the following is in the public interest, appropriate for the protection of donors to charitable organizations and consistent with the purposes intended by the provisions of the Solicitation by Charitable Organizations Act.

Accordingly, it is hereby further agreed that:

1. G&G shall immediately undertake to comply fully with the Solicitation by Charitable Organizations Act §5-53.1 et seq.
2. G&G shall upon signing the Agreement pay an administrative penalty in the amount of One Thousand Five Hundred Dollars (\$1,500.00) to the Division.
3. Upon signing the Agreement and returning it to the Department along with a check in the amount of \$1,500 payable to General Treasurer, State of Rhode Island, G&G will immediately become registered until June 30, 2009 and G&G will maintain its registration with the Division in accordance with §5-53.1-8.
4. G&G, within (10) days of signing any agreement with charitable organization, will forward a true and correct copy to this Division.
5. Additional violation of the Solicitation by Charitable Organizations Act may be grounds for significant and substantial penalties such as revocation or suspension, administrative penalties up to one thousand dollars (\$1,000.00) per violation and the imposition of criminal and civil sanctions.

Dated as of the 30th day of October, 2008.

Maria L. D'Alessandro
Maria L. D'Alessandro, Associate Director
and Superintendent of Securities of Securities

Griswold & Griswold, Inc.

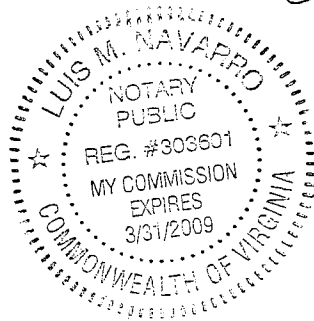
By: [Signature]

Its _____

On this 22nd day of October, 2008 appeared before me John Griswold,
who executed the foregoing Consent Agreement and who duly acknowledged
to me that he was authorized to do so.

[Signature]
NOTARY PUBLIC

My Commission Expires: 3/31/2009



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