BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of,

MICHAEL P. LITWIN and WISCONSIN RETIREMENT & INSURANCE ADVISORS, LLC	CONSENT ORDER TO CEASE AND DESIST AND FOR DISGORGEMENT
Respondents.	DFI Case No. S-236002 (EX)

I.

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division"), having legal authority and jurisdiction to administer and enforce the Wisconsin Uniform Securities Law, Wis. Stats. Ch. 551 ("Ch. 551") and rules and orders promulgated thereunder, and having determined that this action is necessary and appropriate in the public interest and for the protection of investors, hereby enters this Order as follows:

II.

Division staff have presented evidence sufficient for the Administrator to make the following findings of fact and conclusions of law:

A. Findings of Fact

Respondents

1. Michael P. Litwin ("Litwin") (CRD#2668872) is an adult male resident of Wisconsin born in January 1967. Litwin has a last known address of 3124 East Canvasback Lane, Appleton, Wisconsin 54913. At all times material, Litwin was the controlling person of his company, Wisconsin Retirement & Insurance Advisors, LLC.

2. Wisconsin Retirement & Insurance Advisors, LLC ("WRIA") is a limited liability company organized in Wisconsin on or about March 4, 2014. WRIA has a last known business address of 1047 North Lynndale Drive, Appleton, Wisconsin 54914. WRIA was controlled by Litwin at all times material.

Conduct

3. At no time has Litwin been registered in any capacity with the Division.[1]

4. Litwin has been licensed to sell life, accident and health insurance through the Wisconsin Office of the Commissioner of Insurance since on or about August 24, 1995.

Woodbridge Group of Companies

5. Woodbridge Group of Companies, LLC is a limited liability company organized under the laws of Delaware in 2014 with a last known business address of 14225 Ventura Boulevard, Suite 100, Sherman Oaks, California 91423.

6. Woodbridge Mortgage Investment Funds 3, 3A, and 4 are Delaware limited liability companies organized in Delaware with a last known address of 14225 Ventura Boulevard, Suite 100, Sherman Oaks, California 91423. These entities may be collectively referred to as the "WMIF LLCs."

7. The Woodbridge entities described in ¶¶ 5-6 will be referred to collectively as "Woodbridge."

8. Woodbridge was organized as a Ponzi scheme by Robert Shapiro ("Shapiro"). Through this scheme, Shapiro raised through Woodbridge over one billion dollars from approximately 1,000 investors.

9. Woodbridge represented to the public that it made hard money loans to third-party borrowers secured by commercial property. The money raised from investors helped to fund the hard money loans. In effect, Woodbridge pooled money from multiple investors for each hard money loan. Woodbridge referred to these investments as First Position Commercial Mortgages ("FPCM").

10. A Woodbridge FPCM consisted of a promissory note from a WMIF LLC to an investor, a loan agreement between a WMIF LLC and an investor, and a non-exclusive assignment to the investor of Woodbridge's security interest in the mortgage for the underlying hard-money loan. The promissory notes sold to investors promised a fixed annual interest rate (from 5% to 9%) and a return of the principal at the end of the transaction's term, which was usually twelve to eighteen months.

11. On or about September 13 and 14, 2017, the Division sent inquiry letters to Litwin's 39 investors, notifying them that the Division was investigating Woodbridge for compliance with Wisconsin's securities laws. Several investors contacted Litwin after they received

[1] Litwin is a non-registered fingerprint person of Harbour Investments, Inc. (CRD# 19258), a broker-dealer located in Madison, Wisconsin.

the letters. Litwin was aware of the Division's investigation of Woodbridge by no later than approximately September 20, 2017.

12. Between February and November 2017, Litwin offered and sold $2,873,005.01 in promissory note investments issued by Woodbridge to at least 39 Wisconsin residents. In exchange for the sales of the promissory notes, Litwin received at least $72,651.51 in the form of commission payments from Woodbridge, including commissions from the offer and sale of Woodbridge promissory notes to the investors described below.

13. Litwin failed to disclose the Division's investigation of Woodbridge to at least six investors who invested in Woodbridge after Litwin had learned of the Division's investigation.

Investor RF

14. Investor RF is an adult male residing in Wisconsin. Investor RF does not have a net worth exceeding $1,000,000 and has not earned an income exceeding $200,000 individually or $300,000 jointly with a spouse, prior to his investment in Woodbridge described below.

15. In June 2017, Litwin solicited Investor RF to invest in promissory notes issued by Woodbridge by representing to Investor RF that the investment would be safe, and that due diligence had been performed.

16. As a result of Litwin's representations about Woodbridge, on or about June 27, 2017, Investor RF invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3A, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

17. As a result of Investor RF's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about August 1, 2017.

Investor AH

18. Investor AH is an adult male residing in Wisconsin. Investor AH does not have a net worth exceeding $1,000,000 and has not earned an income exceeding $200,000 individually or $300,000 jointly with a spouse, prior to his investment in Woodbridge described below.

19. Investor AH has known Litwin since 2014, when Investor AH received a letter from Litwin offering an investment in the form of a "secured, high value, high property loan" with a one year term and earning 5.00% interest annually.

20. Litwin represented to Investor AH that promissory notes issued by Woodbridge were similar to a certificate of deposit, but offered higher rates of interest. Litwin further represented to Investor AH that due diligence had been performed.

21. As a result of Litwin's representation, on or about June 13, 2017, Investor AH invested approximately $50,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $50,000 and an annual interest rate of 5.00%.

22. As a result of Investor AH's investment, Litwin received a commission payment for approximately $1,500.00 from Woodbridge on or about July 21, 2017.

Investor KH

23. Investor KH is an adult female resident of Wisconsin. Investor KF does not have a net worth exceeding $1,000,000, and has not earned an income exceeding $200,000 individually or $300,000 jointly with a spouse prior to her investment in Woodbridge described below.

24. Investor KH was a client of Litwin for financial services for several years before Litwin approached her about investing in Woodbridge. Litwin represented to Investor KH that investing in Woodbridge would be safe and would earn a higher return on her investment than she could receive from other investment vehicles.

25. As a result of Litwin's representations, on or about May 17, 2017, Investor KH invested approximately $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

26. As a result of Investor KH's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about June 20, 2017.

Investor CK

27. Investor CK is an adult female resident of Wisconsin. Investor CK does not have a net worth exceeding $1,000,000 and has not earned an income exceeding $200,000 individually or $300,000 jointly with a spouse prior to her investment in Woodbridge described below.

28. Investor CK has been a client of Litwin and WRIA for several years. In 2017, one of Investor CK's pre-existing annuities came due. Litwin advised Investor CK to invest the monies from the annuity into Woodbridge.

29. As a result of Litwin's advice, on or about July 19, 2017, Investor CK invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

30. As a result of Investor CK's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about August 25, 2017.

Investors LK & SK

31. Investors LK & SK are an adult married couple residing in Wisconsin. Neither Investor LK nor Investor SK have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investment in Woodbridge described below.

32. Investors LK & SK were pre-existing clients of WRIA and Litwin for tax preparation and retirement planning. Litwin represented to Investors LK & SK that that Woodbridge was a low-risk investment.

33. Based on the representations of Litwin, on or about August 24, 2017, Investors LK & SK invested approximately $30,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $30,000 and an annual interest rate of 5.00%.

34. As a result of Investors LK & SK's investment, Litwin received a commission payment for approximately $1,364.00 from Woodbridge on or about September 29, 2017.

Investor PL

35. Investor PL is an adult female resident of Wisconsin. Investor PL does not have a net worth exceeding $1,000,000, and did not earn an income exceeding $200,000 individually or $300,000 jointly with a spouse prior to her investment in Woodbridge described below.

36. Investor PL has known Litwin for several years as a client who had previously purchased annuities through Litwin and WRIA. Prior to November 1, 2017, Investor PL received a flyer in the mail from Litwin and WRIA which offered "an alternative income building product" that was "simple, safer, and secured" and guaranteed a return of 5.00%.

37. Investor PL met with Litwin after receiving the flyer, and Litwin solicited her to invest in Woodbridge as the "simple, safer, and secured" "alternative income building product" he had offered in his flyer.

38. As a result of Litwin's representations, on or about November 1, 2017, Investor PL invested $100,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $100,000 and an annual interest rate of 5.00%.

39. Upon information and belief, as a result of Investor PL's investment, Litwin earned a commission payment for approximately $3,000.00 from Woodbridge.

Investors KL & SL

40. Investors KL & SL are an adult married couple residing in Wisconsin. Neither Investor KL nor Investor SL have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

41. Investors KL & SL became clients of Litwin several years ago after attending a retirement seminar presented by Litwin. Litwin periodically provided Investors KL & SL with advice on their retirement and investment options.

42. On or about November 3, 2017, Investors KL & SL received a flyer in the mail from Litwin and WRIA which offered "an alternative income building product" that was "simple, safer, and secured" and guaranteed a return of 5.00%. Investors KL & SL met with Litwin to discuss the investment opportunity, which was Woodbridge.

43. As a result of Litwin's representations, on or about November 15, 2017, Investors KL & SL invested a total of $50,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3, LLC in the principal amount of $50,000 with an annual interest rate of 5.00%.

44. Upon information and belief, as a result of Investors KL and SL's investment, Litwin earned a commission payment for approximately $1,500.00 from Woodbridge.

Investor CL

45. Investor CL is an adult female resident of Wisconsin. She does not have a net worth exceeding $1,000,000, and did not earn an income exceeding $200,000 individually or $300,000 jointly with a spouse prior to her investment in Woodbridge described below.

46. Investor CL met Litwin years ago when she and her husband (now deceased) attended a dinner put on by Litwin where he also presented about annuities. Investor CL purchased annuities through Litwin and remained a client of Litwin's thereafter.

47. Investor CL's husband passed away in May 2017, and Investor CL asked Litwin advice on how to invest approximately $40,000 she had received from her late husband's IRA. Litwin suggested that she invest the funds in Woodbridge after Investor CL expressed to him that she wanted to have access to her money in case she needed it quickly.

48. As a result of Litwin's representations, on or about August 7, 2017, Investor CL invested approximately $40,005.01 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3A, LLC in the principal amount of $40,005.01 and an annual interest rate of 5.00%.

49. As a result of Investor CL's investment, Litwin received a commission payment for approximately $1,200 from Woodbridge in or about June or July 2017.

Investors LM & CM

50. Investors LM & CM are an adult married couple residing in Wisconsin. Neither Investor LM nor Investor CM have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

51. Investors LM & CM became clients of Litwin after attending a Christmas party hosted by Litwin in 2016. Prior to October 23, 2017, Investors LM & CM received a flyer in the mail from Litwin and WRIA which offered "an alternative income building product" that was "simple, safer, and secured" and guaranteed a return of 5.00%. Investors LM & CM met with Litwin to discuss the investment opportunity, which was Woodbridge.

52. As a result of Litwin's representations, on or about October 23, 2017, Investors LM & CM invested a total of $50,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $50,000 with an annual interest rate of 5.00%.

53. As a result of Investors LM & CM's investment, Litwin received commission payments for approximately $2,250 from Woodbridge between March 24, 2017 and May 1, 2017.

Investors DM & JM

54. Investors DM & JM are an adult married couple residing in Wisconsin. Neither Investor DM nor Investor JM have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

55. Investors DM & JM met Litwin after he was recommended to them for financial services several years ago. In or about 2017, WRIA and Litwin prepared Investors DM & JM's

taxes. At an appointment in Litwin's office at WRIA, Litwin solicited Investors DM & JM to invest in Woodbridge.

56. Litwin represented Woodbridge as an investment opportunity offering a 5.0% annual interest return for a one year term, after which Investors DM & JM would get their principal back or have the option to reinvest for continued interest payments.

57. Based on Litwin's representations, on or about April 27, 2017, Investors DM & JM invested approximately $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3, LLC for the principal amount of $25,000 and an annual interest rate of 5.00%.

58. As the result of Investors DM & JM's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about May 26, 2017.

Investor DM2

59. Investor DM2 is an adult female resident of Wisconsin. She is an accredited investor.

60. Investor DM2 met Litwin through her mother, who was a client of Litwin and WRIA. Investor DM2 told Litwin that she wanted to invest her money in a product that would provide a higher rate of return than the interest being offered by banks but also be easily accessible in case she needed cash. Litwin provided Investor DM2 with the option of investing in annuities or promissory notes issued by Woodbridge.

61. Based on Litwin's recommendation, on or about May 24, 2017, Investor DM2 invested $50,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3, LLC for the principal amount of $50,000 and an annual interest rate of 5.00%.

62. On or about August 29, 2017, Investor DM2 made a subsequent investment of $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3A, LLC in the principal amount of $25,000 and an annual interest rate of 5.50%.

63. As the result of Investor DM2's May 24, 2017 and August 29, 2017 investments, Litwin received commission payments totaling $2,154.96 from Woodbridge between July 11, 2017 and September 29, 2017.

Investors JP & CP

64. Investors JP & CP are an adult married couple residing in Wisconsin. Neither Investor JP nor Investor CP have a net worth exceeding $1,000,000, nor have either of them earned

an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

65. Investors JP & CP had been clients of Litwin and WRIA for financial and retirement planning services for approximately five years before Litwin approached them about investing in Woodbridge. Litwin represented to Investor JP & CP that they would earn a higher return by placing their money in Woodbridge than it was currently earning.

66. As a result of Litwin's representations, on or about November 14, 2017, Investors JP & CP invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

67. Upon information and belief, as a result of Investors JP and CP's investment, Litwin earned a commission payment of $750.00 from Woodbridge.

Investor CS

68. Investor CS is an adult male resident of Wisconsin. He does not have a net worth exceeding $1,000,000, and did not earn an income exceeding $200,000 individually or $300,000 jointly with a spouse prior to her investment in Woodbridge described below.

69. Investor CS has been a client of Litwin and WRIA for over a decade and served with Litwin as an officer for a local non-profit organization. In or about May 2017, Investor CS received a flyer in the mail from Litwin and WRIA which offered "an alternative income building product" that was "simple, safer, and secured" and guaranteed a return of 5.00%.

70. Investor CS met with Litwin to discuss the Woodbridge investment further. Litwin represented to Investor CS that Litwin was considering investing some of his own money into Woodbridge.

71. As a result of Litwin's representations, on or about July 10, 2017, Investor CS invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3A, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

72. At the result of Investor CS's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about August 25, 2017.

Investors MS & BS

73. Investors MS & BS are an adult married couple residing in Wisconsin. Neither Investor MS nor Investor BS have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

74. Investors MS & BS were introduced to Litwin through Investor MS's brother, Investor CS. Litwin represented to Investors MS & BS that due diligence had been performed on Woodbridge and that their investment would be very safe.

75. As a result of Litwin's representations, on or about July 20, 2017, Investors MS & BS invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

76. As the result of Investor MS & BS's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about August 16, 2017.

Investors MS2 & LS

77. Investors MS2 & LS are an adulted married couple residing in Wisconsin. Neither Investor MS2 nor Investor LS have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

78. Investors MS2 & LS had been clients of Litwin and WRIA for several years for tax preparation and retirement planning services before Litwin approached them about investing in Woodbridge. Litwin represented that due diligence had been conducted on Woodbridge, and it was a safe investment offering a 5.00% annual return.

79. As a result of Litwin's representations, on or about June 13, 2017, Investors MS2 & LS invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3A, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

80. As the result of Investor MS2 & LS's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about August 17, 2017.

Investors MT & JT

81. Investors MT & JT are an adult married couple residing in Wisconsin. Investors MT & JT are accredited investors.

82. Investors MT & JT became clients of Litwin and WRIA after they heard an advertisement on Christian radio for Litwin and WRIA. Litwin prepared a retirement plan for Investor MT & JT which included a recommendation to invest in Woodbridge promissory notes. Litwin represented to Investors MT & JT that the Woodbridge promissory notes offered a guaranteed rate of interest.

83. Based on Litwin's representations, on or about August 28, 2017, Investors MT & JT invested $75,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC for the principal amount of $75,000 and an annual interest rate of 5.00%.

84. As the result of Investors MT & JT's investment, Litwin received a commission payment for approximately $2,250.00 from Woodbridge on or about September 29, 2017.

Investors RT & JT2

85. Investors RT & JT2 are an adult married couple residing in Wisconsin. Investors RT & JT2 are accredited investors.

86. Investors RT & JT2 have been tax preparation and annuities clients of Litwin and WRIA for several years. Prior to their investment, Investors RT & JT2 received a flyer in the mail from Litwin and WRIA which offered "an alternative income building product" that was "simple, safer, and secured" and guaranteed a return of 5.00%. Investors RT & JT2 met with Litwin to discuss the investment opportunity, which was Woodbridge.

87. Based on Litwin's recommendations, on or about September 18, 2017, Investors RT & JT2 invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $25,000 and an annual interest rate of 5.00%.

88. As the result of Investors RT & JT2's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about October 16, 2017.

Investor TV

89. Investor TV is an adult male resident of Wisconsin.

90. In or about June 2017, Investor TV received a flyer in the mail from Litwin and WRIA which offered "an alternative income building product" that was "simple, safer, and secured" and guaranteed a return of 5.00%. Investor TV met with Litwin to discuss

investing in Woodbridge. Litwin represented to Investor TV that an investment in Woodbridge would be safe, secure, and very low risk.

91. As a result of Litwin's representations, on or about August 14, 2017, Investor TV invested $40,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC in the principal amount of $40,000 and an annual interest rate of 5.00%.

92. At the result of Investor TV's investment, Litwin received a commission payment for approximately $1,200.00 from Woodbridge on or about September 13, 2017.

Investors RW & SW

93. Investors RW & SW are an adult married couple residing in Wisconsin. Neither Investor RW nor Investor SW have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

94. Investor RW & SW have been tax and retirement planning clients of Litwin and WRIA for several years. Litwin approached Investors RW & SW about investing in Woodbridge after Investor RW indicated that some of his money was not earning very much interest in the bank. Litwin represented to Investors RW & SW that by investing in Woodbridge promissory notes, they would earn 5.00% annual interest and that the investment was safe.

95. As a result of Litwin's representations, on or about May 26, 2017, Investors RW & SW invested $40,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3, LLC in the principal amount of $40,000 and an annual interest rate of 5.00%.

96. As the result of Investors RW & SW's investment, Litwin received a commission payment for approximately $1,121.57 from Woodbridge on or about July 11, 2017.

Investor AW

97. Investor AW is an adult male resident of Wisconsin. He does not have a net worth exceeding $1,000,000, and did not earn an income exceeding $200,000 individually or $300,000 jointly with a spouse prior to his investment in Woodbridge described below.

98. Investor AW is a pre-existing client of Litwin and WRIA. Litwin represented to Investor AW that his investment in Woodbridge would be guaranteed for the amount of principal invested, along with receiving a 5.00% annual return in the form of interest.

99. As a result of Litwin's representations, on or about June 13, 2017, Investor AW invested $25,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 4, LLC for the principal amount of $25,000 and an annual interest rate of 5.00%.

100. As the result of Investor AW's investment, Litwin received a commission payment for approximately $750.00 from Woodbridge on or about July 21, 2017.

Investors RW2 & SW2

101. Investors RW2 & SW2 are an adult married couple residing in Wisconsin. Neither Investor RW2 nor Investor SW2 have a net worth exceeding $1,000,000, nor have either of them earned an income of over $200,000 individually or over $300,000 jointly, prior to their investments in Woodbridge described below.

102. Investors RW2 & SW2 are pre-existing clients of Litwin and WRIA for retirement and annuity products. In 2017, Investors RW2 & SW2 indicated that they wanted to invest in a product that would provide a higher return rate than their money was earning in the bank. Litwin recommended that they invest in Woodbridge promissory notes. Litwin also represented to Investors RW2 & SW2 that he was considering investing his own money into Woodbridge.

103. As a result of Litwin's representations, on or about August 10, 2017, Investors RW2 & SW2 invested approximately $50,000 through Litwin in exchange for a promissory note issued by Woodbridge Mortgage Investment Fund 3, LLC in the principal amount of $50,000 and an annual interest rate of 5.00%.

104. As the result of Investors RW2 & SW2's investment, Litwin received a commission payment for approximately $1,500.00 from Woodbridge on or about September 13, 2017.

B. Conclusions of Law

<u>Legal Authority and Jurisdiction</u>

105. The Administrator has legal authority and jurisdiction over the conduct described above, pursuant to Ch. 551 and the rules and orders promulgated thereunder.

106. The FPCMs offered and sold by Litwin on behalf of Woodbridge included promissory notes which are securities as defined by Wis. Stat. § 551.102(28).

107. Since the investors in Woodbridge were involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the

FPCMs offered and sold by Litwin on behalf of Woodbridge are investment contract securities as defined by Wis. Stat. § 551.102(28)(d)(1).

108. Woodbridge is an issuer, as defined under Wis. Stat. § 551.102(17).

109. Litwin transacted business as an agent of Woodbridge, as defined under Wis. Stat. § 551.102(2) and § DFI-Sec. 1.02(5), Wis. Admin. Code.

110. Per Wis. Stat. § 551.402(1), it is unlawful for an individual to transact business in Wisconsin as an agent unless the individual is registered under Ch. 551 as an agent or is exempt from registration as an agent under Wis. Stat. § 551.402(2).

111. Per Wis. Stat. § 551.501(2), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

Violations

112. Through the conduct described above in ¶¶ 1-104, Respondents violated Wis. Stat. § 551.402(1) when they offered and sold securities without being registered as an agent or properly exempted from registration as an agent.

113. Through the conduct described above in ¶¶ 1-104, Respondents violated Wis. Stat. § 551.501(2) when they offered and sold note issued by Woodbridge to the Wisconsin investors described above while omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including but not limited to failing to disclose the Wisconsin Division of Securities' investigation into Woodbridge.

III.

In view of the above findings of fact and conclusions of law, the Administrator deems it necessary and appropriate in the public interest and for the protection of investors, and pursuant to its legal authority under Ch. 551, to wit Wis. Stat. § 551.604, to issue the following orders and notices:

A. Consent Orders issued pursuant to Wis. Stat. § 551.604(2)

(a) IT IS ORDERED that RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of RESPONDENTS, shall cease and desist from making or causing to be made to any person or entity in Wisconsin any further offers or sales of

securities unless and until such securities qualify as covered securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stat. §§ 551.604(1)(a) and (2).

(b) IT IS FURTHER ORDERED that all exemptions from registration set forth at Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security or of by RESPONDENTS, their agents, servants, officers, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of RESPONDENTS, are hereby revoked, pursuant to Wis. Stat. §§ 551.604(1)(b) and (2).

(c) IT IS FURTHER ORDERED that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of RESPONDENTS, are prohibited from violating Wis. Stat. § 551.501 or successor statute.

(d) IT IS FURTHER ORDERED that RESPONDENTS disgorge all commissions, profits, or other monies received as compensation for making offers and/or sales of securities issued by Woodbridge to Wisconsin residents in the amount of $72,651.51 by no later than January 31, 2020 with interest on such amount at the legal rate under Wis. Stat. § 138.04, starting from the date of each sale to the investors through the date of satisfaction, less any amount repaid to the investors prior to the issuance of the Order, pursuant to Wis. Stat. § 551.604(4m), according to the Settlement Agreement attached hereto.

(e) IT IS FURTHER ORDERED that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of RESPONDENTS, are prohibited from offering and selling securities without first disclosing this Order to prospective investors.

(f) IT IS FURTHER ORDERED that the document filed as Exhibit 1 to the Settlement Agreement shall be placed under seal and not made part of the public record under Wis. Stat. § 551.607.

(g) PLEASE TAKE NOTICE that the orders of the Administrator are effective as of the issuance of this order, pursuant to § Wis. Stat. 551.604(2).

B. Service of Order

(h) IT IS FURTHER ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code. § DFI-Sec. 8.06. This order shall also be served upon the office of the administrator pursuant to Wis. Stat. § 551.611.

(i) PLEASE TAKE NOTICE that the date of service of this order is the date it is placed in the mail. You are advised that any willful violation of an Order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

C. Notifications

(j) IT IS NOTICED that this Order consented to by RESPONDENTS prohibits RESPONDENTS from transacting business in the State of Wisconsin per the terms of the consent orders issued pursuant to Wis. Stat. § 551.604(2), is effective upon the date issued, and shall have the same effect on RESPONDENTS as a permanent injunction entered by a circuit court pursuant to Wis. Stat. § 551.603(2)(a).

(k) IT IS FURTHER NOTICED that this Order is effective on the date it is issued. RESPONDENTS are advised that any willful violation of an Order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

EXECUTED at Madison, Wisconsin this 6th day of December, 2019.

Leslie M. Van Buskirk
Administrator

Division of Securities
State of Wisconsin, Department of Financial Institutions
4822 Madison Yards Way, 4th Floor
Madison, Wisconsin 53705

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of,

MICHAEL P. LITWIN and
WISCONSIN RETIREMENT
& INSURANCE ADVISORS, LLC

SETTLEMENT AGREEMENT

Respondents.

DFI Case No. S-236002 (EX)

This settlement agreement is entered into by and between the parties of:

(1) The State of Wisconsin, Department of Financial Institutions, Division of Securities (the "Division"); and

(2) MICHAEL P. LITWIN and
WISCONSIN RETIREMENT & INSURANCE ADVISORS, LLC
(together the "Respondents").

WHEREAS, on December 6th, 2019, the parties agreed to a consent order to resolve the matters alleged in the consent order, pursuant to the satisfaction of the terms of this agreement;

NOW THEREFORE, in consideration of the mutual covenants and additional consideration hereinafter set forth, the parties agree as follows:

1. Respondents shall pay $72,651.51 in disgorgement to the Wisconsin investors as described in Exhibit 1 by no later than January 31, 2020.

2. Respondents shall provide the Division with copies of canceled checks for each payment to each Wisconsin investor described in Exhibit 1 by no later than February 28, 2020;

3. The interest due on the payments to the Wisconsin investors described in Exhibit 1, pursuant to Wis. Stat. §§ 551.604(4m)(c) and 138.04 is due within 30 days of Respondents' failure to adhere to the terms of this agreement, pursuant to the following:
   a. If Respondents pay all disgorgement owed to the Wisconsin investors described in Exhibit 1 by January 31, 2019, the Division will waive the interest owed under Wis. Stat. 551.604(4m(c) and 138.04;

4. Outstanding payment of the disgorgement and/or interest that is more than 90 days past due or not adhering to the payment terms set forth in this payment agreement may result in additional action by the Division pursuant to Ch. 551, and/or certification of the entire judgment to the state debt collection program under s. 71.93, Stats., or successor statute, and/or may be enforced by filing the consent order with a court of competent jurisdiction pursuant to s. 551.604(7), Stats.

5. Any breach of any term of this settlement agreement by Respondents will constitute a violation of the Consent Order. The Administrator may then proceed with full authority under Ch. 551 to enforce the Consent Order against Respondents, to sanction Respondents for such violations and take any other action authorized under Ch. 551 or any other applicable law. In any such proceeding in which, after an opportunity for a hearing, the Administrator or Hearing Officer or court finds that any Respondent has violated the Consent Order, the findings of facts and conclusions of law set forth in the Consent Order shall be deemed admitted and may be introduced into evidence against that Respondent.

6. This agreement may be modified only in writing and any modifications must be signed by authorized representatives of the parties.

7. This payment agreement may be executed by electronic transmission and in counterparts, each of the signatures taken independently to be combined together and construed as a whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

8. The effective date of this payment agreement is the last date of the parties' signatures below.

AGREED TO BY:

The Division

Lindsay M. Fedler

LINDSAY M. FEDLER
Staff Attorney
Enforcement Bureau
Division of Securities

Date: 12-6-19

Respondents

MICHAEL P. LITWIN, individually and on behalf of WISCONSIN RETIREMENT & INSURANCE ADVISORS, LLC

Date: 12-05-2019

STACIE H. ROSENZWEIG
Attorney for the Respondents

Date: 12/6/19

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of,

MICHAEL P. LITWIN and WISCONSIN RETIREMENT & INSURANCE ADVISORS, LLC	WAIVER AND CONSENT TO ORDER
Respondents.	DFI Case No. S-236002 (EX)

The undersigned Respondents, MICHAEL P. LITWIN and WISCONSIN RETIREMENT & INSURANCE ADVISORS, LLC, having decided not to contest the issuance of the attached Order, hereby waive their rights to a hearing with respect to this matter, including waiving findings of fact and conclusions of law as may otherwise be required for the Order, and hereby consents to the issuance of the Order.

Respondents hereby acknowledge that, in exchange for Respondents' voluntary consents and agreement to cease and desist from further violations of Ch. 551, the revocation of certain exemptions, disgorgement of commissions, and other conditions as described in the attached Order, the Division agrees to forgo further legal action, including injunction proceedings in a circuit court pursuant to Wis. Stat. § 551.603, and to resolve this matter by issuance of the attached Order. Respondent reserves all defenses for any proceeding not covered by this consent order.

The undersigned Respondents understand and agree that the attached Order shall prohibit the Respondent from transacting any securities business in the State of Wisconsin, effective on the date the Order is issued. The undersigned Respondents understand the Order, when signed by the Administrator of the Division of Securities, is effective on the date issued and that a willful violation of an Order signed by the Administrator is a criminal offense pursuant to Wis. Stat. § 551.508.

MICHAEL P. LITWIN, personally and on behalf of WISCONSIN RETIREMENT & INSURANCE ADVISORS, LLC

State of Wisconsin)
County of Outagamie
Subscribed before me this

4th of December, 2019.

Notary Public

My commission is permanent/expires 08/05/23

MARCUS SENN
Notary Public
State of Wisconsin

State of Wisconsin

Department of Financial Institutions

Tony Evers, **Governor** | Kathy Blumenfeld, **Secretary**

AFFIDAVIT OF SERVICE
AND COMPLIANCE WITH WIS. STAT. § 551.611

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

I, KATHERINE CLEMENTI, first being duly sworn, depose and state:

1. I am employed with the State of Wisconsin, Department of Financial Institutions, Division of Securities.

2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be served by certified mail upon Respondent Michael P. Litwin's and Respondent Wisconsin Retirement & Insurance Advisors, LLC's counsel Attorney Stacie H. Rosenzweig at her last known business address of 320 E. Buffalo Street, Suite 700, Milwaukee, WI 53202:

   i. A copy of the Consent Order to Cease and Desist and for Disgorgement with the Settlement Agreement, Exhibit 1, and Waiver and Consent to Order, DFI Case No. S-236002 (EX); and

   ii. A copy of this Affidavit of Service.

3. In compliance with Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07, I have also caused to be served copies of those same documents upon the Administrator for the Division of Securities.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Katherine Clementi
KATHERINE CLEMENTI

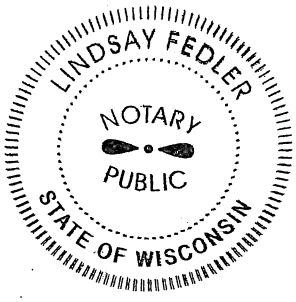
State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me

This 9th day of December, 2019.

Lindsay Fedler
Notary Public, State of Wisconsin
My commission is permanent.

(Notary Seal)



State of Wisconsin

Department of Financial Institutions

Tony Evers, **Governor** | Kathy Blumenfeld, **Secretary**

AFFIDAVIT OF SERVICE
AND COMPLIANCE WITH WIS. STAT. § 551.611

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

I, KATHERINE CLEMENTI, first being duly sworn, depose and state:

1. I am employed with the State of Wisconsin, Department of Financial Institutions, Division of Securities.

2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be served by certified mail upon Respondent Michael P. Litwin at his last known address of 3124 East Canvasback Lane, Appleton, Wisconsin 54913:

   i. A copy of the Consent Order to Cease and Desist and for Disgorgement with the Settlement Agreement, Exhibit 1, and Waiver and Consent to Order, DFI Case No. S-236002 (EX); and

   ii. A copy of this Affidavit of Service.

3. In compliance with Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07, I have also caused to be served copies of those same documents upon the Administrator for the Division of Securities.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Katherine Clementi
KATHERINE CLEMENTI

State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me

This 9th day of December, 2019.

Lindsay Fedler
Notary Public, State of Wisconsin
My commission is permanent.

(Notary Seal)

LINDSAY FEDLER
NOTARY
PUBLIC
STATE OF WISCONSIN

State of Wisconsin

Department of Financial Institutions

Tony Evers, **Governor** | Kathy Blumenfeld, **Secretary**

AFFIDAVIT OF SERVICE
AND COMPLIANCE WITH WIS. STAT. § 551.611

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

I, KATHERINE CLEMENTI, first being duly sworn, depose and state:

1. I am employed with the State of Wisconsin, Department of Financial Institutions, Division of Securities.

2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be served by certified mail upon Respondent Wisconsin Retirement & Insurance Advisors, LLC at its last known business address of 1047 North Lynndale Drive, Appleton, Wisconsin 54914:

   i. A copy of the Consent Order to Cease and Desist and for Disgorgement with the Settlement Agreement, Exhibit 1, and Waiver and Consent to Order, DFI Case No. S-236002 (EX); and

   ii. A copy of this Affidavit of Service.

3. In compliance with Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07, I have also caused to be served copies of those same documents upon the Administrator for the Division of Securities.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Katherine Clementi
KATHERINE CLEMENTI

State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me

This 9th day of December, 2019.

Lindsay Fedler
Notary Public, State of Wisconsin
My commission is permanent.

(Notary Seal)

LINDSAY FEDLER
NOTARY
PUBLIC
STATE OF WISCONSIN