EXHIBIT A

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF:	ROTH FINANCIAL GROUP, INC., ITS OFFICERS, DIRECTORS, EMPLOYEES, AFFILIATES, SUCCESSORS, AGENTS AND ASSIGNS, AND ANTHONY GERARD ROTH	File No. 0700203

CONSENT ORDER

TO THE RESPONDENTS:

Roth Financial Group, Inc.
Anthony Gerard Roth (CRD # 1819985)
35 Toulon
Laguna Nigel, CA 92677

Roth Financial Group, Inc.
Anthony Gerard Roth (CRD # 1819985)
C/O David B. Helfrey, Esq.
Suite 1500
120 S. Central Ave.
St. Louis, MO 63105

WHEREAS, Respondents Roth Financial Group, Inc. and Anthony Gerard Roth (the "Respondents") on December 1, 2008, executed a certain Stipulation To Enter Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondents have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondents have consented to the entry of this Consent Order of Prohibition.

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

WHEREAS, the Respondents have acknowledged, while neither admitting or denying the truth thereof, that the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

1. That Respondent, Roth Financial Group, Inc., is a purported business entity, with a last known address of 35 Toulon, Laguna Nigel, CA 92677;

2. That at all times relevant, the Respondent, Anthony Gerard Roth, was President and/or an Officer, Director, Agent or Employee of Roth Financial Group, Inc.;

3. That on or about April 3, 2007, Roth Financial Group, Inc., its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Anthony Gerard Roth, offered and sold to FM and MG, Roth Financial Group Directed Investment Funds in return for an investment amount of $50,000;

4. That each of the aforementioned Directed Investment Funds is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");

5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;

6. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;

7. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provision of the Act;

8. That at all times relevant hereto, Respondents Roth Financial Group, Inc., its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, and Anthony Gerard Roth, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;

9. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is

engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;

10. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed $10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

11. That by virtue of the foregoing, Respondents Roth Financial Group, Inc., its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, and Anthony Gerard Roth, are subject to a fine of up to $10,000.00 per violation, costs of investigation, reasonable expenses, an order of censure, and an order which permanently prohibits the Respondent from offering or selling securities in the State of Illinois.

WHEREAS, Respondents Roth Financial Group, Inc., its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, and Anthony Gerard Roth, have acknowledged, while neither admitting or denying the truth thereof, that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:

1. That by virtue of the foregoing, Respondents Roth Financial Group, Inc., its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, and Anthony Gerard Roth, have violated Sections 12.A and 12.D of the Act;

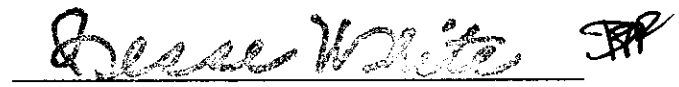
2. That by virtue of the foregoing, Respondents Roth Financial Group, Inc., its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, and Anthony Gerard Roth, are subject to an order which permanently prohibits Respondent from offering or selling securities in the State of Illinois.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. The foresaid allegations contained in the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law;

2. The Respondents shall be permanently prohibited from offering and selling securities in the State of Illinois;

ENTERED: This 5th day of January, 2009.



JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12(D) of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

Attorney for the Secretary of State
Johan Schripsema
Illinois Securities Department
350 Seright, Suite C
Harrisburg, Illinois 62946
Telephone: (618) 253 2007

Hearing Officer:
Jon K. Ellis
Attorney at Law
1035 South 2nd Street
Springfield, Illinois 62704