

**STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

In the matters of:

MICHAEL L. WOOD
CRD No. 472047

Agency No. 330315

and

LEGACY PLANNING & ASSOCIATES, INC.
CRD/IARD No. 156537

Agency No. 330226

Respondents.

_____ /

Issued and entered
This 8th day of December, 2017

**STIPULATION AND ORDER APPROVING
INVESTMENT ADVISER REPRESENTATIVE AND INVESTMENT ADVISER FIRM
CONDITIONAL REGISTRATIONS**

A. RELEVANT INFORMATION AND STATUTORY PROVISIONS, under the Michigan Uniform Securities Act (2002) (the "Act"), 2008 PA 551, MCL 451.2101 *et seq.*:

1. Michael L. Wood ("Registrant") was registered as an investment adviser representative in Michigan employed by and/or associated with his investment adviser firm, Legacy Planning & Associates, Inc., from July 2013 until the Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau (the "Department") summarily suspended his registration on November 9, 2016.
2. Legacy Planning & Associates, Inc. ("Legacy") was registered as an investment adviser firm in Michigan from May 2013 until the Department summarily suspended its registration on November 9, 2016. Legacy is a Michigan corporation incorporated in November 1998, and Legacy's Form ADV lists Registrant as the firm's sole owner and president.
3. Registrant remains employed by and/or associated with Legacy, and would resume working with Legacy as its owner and a registered investment adviser representative of the firm upon the summary suspension of their registrations being lifted and approval of their registrations on a conditional basis.
4. Registrant is assigned CRD No. 472047. Legacy is assigned CRD/IARD No. 156537.

5. The Department conducted an initial examination and follow-up examination of Registrant's and Legacy's securities activities in May 2015 and September 2016, respectively, and the Department also reviewed the information contained in Registrant's and Legacy's CRD/IARD disclosures. Registrant and Legacy do not dispute their disciplinary history, as set forth in more detail in the: (a) Order Summarily Suspending [Registrant's] Investment Adviser Representative and Securities Agent Registrations; (b) Order Summarily Suspending [Legacy's] Investment Adviser Registration; (c) Notice of Intent to Revoke, Suspend, Condition, or Limit [Registrant's] Investment Adviser Representative and Securities Agent Registrations; and (d) Notice of Intent to Revoke, Suspend, Condition, or Limit [Legacy's] Investment Adviser Registration, which the Director of the Department, as Administrator of the Act ("Administrator"), issued and entered against them on November 9, 2016 (collectively, the "Disciplinary Orders & Notices").

The Department acknowledges that there was no finding of fraud under the Disciplinary Orders & Notices.

6. Legacy's principal office and place of business is located at, and Registrant will be working at, the following address:

Legacy Planning & Associates, Inc.
770 Kenmoor Ave. SE
Suite 103
Grand Rapids, MI 49546-8621
Telephone: (616) 719-2930

7. Registrant's and Legacy's quarterly compliance reporting (detailed below) will be reviewed and certified, at their sole cost and expense, by an independent, third-party: (a) licensed certified public accountant with a securities background; (b) licensed attorney with a securities background; or (c) securities compliance consulting firm (the "Compliance Professional").
8. Registrant, Legacy, and the Department (collectively, the "Parties") acknowledge and agree that Registrant's and Legacy's disciplinary history provides grounds for the Administrator to take disciplinary action against their registrations, as provided in the Disciplinary Orders & Notices and pursuant to Section 412 of the Act, MCL 451.2412.
9. Notwithstanding that bases exist for disciplinary action against Registrant's and Legacy's registrations, the Department and Administrator have determined that: (a) protection of the investing public does not require further disciplinary action if Registrant and Legacy agree to registration subject to the terms and conditions specified in this Stipulation and Order, including engaging the services of the required Compliance Professional; and (b) the conditional registration of Registrant and Legacy pursuant to this Stipulation and Order is authorized by law and otherwise reasonable, appropriate, and in the public interest.

B. STIPULATION

In consideration of the foregoing facts and the following mutually agreed upon promises and covenants and other good and valuable consideration, the adequacy and sufficiency of which the Parties hereby expressly acknowledge, the Parties agree to this Stipulation enabling the Administrator to conditionally register Registrant as an investment adviser representative and Legacy as an investment adviser firm, subject to Registrant's and Legacy's compliance with the following conditions and the additional terms agreed to by the Parties below:

Reduced Civil Fine under Disciplinary Orders & Notices / Updating the CRD/IARD

1. Registrant and Legacy, jointly and severally, agree to pay to the Department a reduced civil fine from the fines imposed in the Disciplinary Orders & Notices, in the settlement amount of Five Thousand and 00/100 Dollars (\$5,000.00) (the "Reduced Civil Fine"). The Reduced Civil Fine is payable separate and apart from any additional civil fines required under another Stipulation and Order. Registrant and Legacy agree to pay the Reduced Civil Fine within sixty (60) calendar days after the mailing date of the attached Order. The Reduced Civil Fine shall be paid via cashier's check or money order made payable to the "State of Michigan," contain identifying information (name and "Agency Nos. 330315 & 330226"), and be mailed to the Department at the following address:

Corporations, Securities & Commercial Licensing Bureau
Final Order Monitoring – Securities & Audit Division
P.O. Box 30018
Lansing, Michigan 48909
2. Following entry of the attached Order, the Department will file Forms U6 reflecting the Parties' resolution of the Disciplinary Orders & Notices pursuant to this Stipulation. In addition, the Department will update the CRD/IARD to reflect Registrant's investment adviser representative registration and Legacy's investment adviser firm registration as "APPROVED-RES [RESTRICTED]." This Stipulation and Order is a public record required to be published and made available to the public, consistent with section 11 of the Michigan Freedom of Information Act, MCL 15.241. The Department currently publishes copies of orders issued under the Act to the Department's website and includes a summary of order content in monthly disciplinary action reports separately published on the Department's website.

Compliance Review and Reporting

3. As described further below, Registrant and Legacy agree to prepare and submit quarterly compliance reports to the Compliance Professional, which the Compliance Professional will then review, certify, and file with the Department in the form attached as Exhibit A, together with all additional information required by this Stipulation and Order. Registrant and Legacy are responsible for ensuring that the Compliance Professional files the reports in a timely manner.

4. Registrant and Legacy agree to provide the Department with a complete copy of their written supervisory/review procedures, and any agreements entered into between them or between them and the Compliance Professional, together with Registrant's and Legacy's first quarterly compliance report submitted in accordance with Paragraphs B.14 and B.15 below. If Registrant and Legacy change the identity of the Compliance Professional, they agree to provide the Department with a complete copy of any agreements entered into between them and the replacement Compliance Professional together with Registrant's and Legacy's next required quarterly compliance report.
5. Registrant and Legacy agree to report in writing to the Department within fifteen (15) days, at the address indicated in Paragraph B.1, any changes to Paragraph A.6 of this Stipulation and Order.
6. Registrant and Legacy will report to the Department any new customer complaints (written or oral), disciplinary actions, or other changes to their answers to the Disclosure Questions on the Form U4 (a "Reportable Event") that arise during the conditional registration Term (as defined in Paragraph B.16 below), regardless of whether Registrant and Legacy are required to report the customer complaint on the Form U4, within fifteen (15) days after receipt of the information. Reporting the information on the CRD/IARD system alone will not satisfy this requirement. Items must be reported to the Department in writing directly to the address indicated in Paragraph B.1 of this Stipulation and Order and include the following information regarding each customer complaint or Reportable Event:
 - a. Client name, address, telephone number, and e-mail address, if any.
 - b. A copy of any written complaint.
 - c. A written summary of any oral complaint.
 - d. Current status of the complaint, including the resolution, if any.
7. Registrant and Legacy acknowledge and agree that a new customer complaint or other Reportable Event arising during the Term of their conditional registration may result in, among other actions, an extension of the conditional registration Term.
8. Registrant and Legacy agree to submit the relevant Form ADV Part 2B Brochure Supplement to the Department together with their first quarterly compliance report submitted in accordance with Paragraphs B.14 and B.15 below.
9. Registrant and Legacy agree that they will not exercise general discretionary authority (or limited power of attorney) over accounts of any Michigan customers during the Term of their conditional registration. However, Registrant and Legacy may exercise specific discretionary authority and/or limited power of attorney over accounts of Michigan customers if the investment activities, transactions, etc. engaged in by Registrant and Legacy: (a) are authorized by and within the scope of an investment advisory agreement that the Michigan customer previously approved in writing (a "Customer-Approved

- Investment Advisory Agreement"); and (b) implement the investment strategies and goals included in a Customer-Approved Investment Advisory Agreement. As part of the agreement between Registrant, Legacy, and the Compliance Professional, the Compliance Professional must be required, in conjunction with reviewing and certifying Registrant's and Legacy's quarterly compliance reports, to review and discuss with Registrant and Legacy any exercise of discretionary authority and/or limited power of attorney for compliance with this paragraph.
10. Registrant and Legacy agree that in addition to the information required to be reported on Schedule B of Exhibit A, all new accounts opened and/or financial plans prepared by Registrant or Legacy for Michigan customers during each reporting period will be reviewed by the Compliance Professional and separately itemized on Schedule C to include the following information:
 - a. Date contract executed, new account opened, and/or financial plan delivered.
 - b. Customer name, address, telephone number, and e-mail address, if any.
 - c. Amounts deposited into new account and/or fees charged for financial plan.
 11. As part of the agreement between Registrant, Legacy, and the Compliance Professional, the Compliance Professional must be required to perform periodic, random reviews of any correspondence (including, without limitation, account statements, invoices, advertising, sales literature, other solicitation materials, etc. sent via electronic communication, U.S. mail, or facsimile, both incoming and outgoing) between Registrant or Legacy and Michigan customers or potential customers during each reporting period, and Registrant and Legacy agree to promptly provide any such correspondence upon the Compliance Professional's request.
 12. As part of the agreement between Registrant, Legacy, and the Compliance Professional, the Compliance Professional must be required, in conjunction with reviewing and certifying Registrant's and Legacy's quarterly compliance reports, to review and discuss with Registrant and Legacy their activities and the status of any current disciplinary actions during each reporting period.
 13. As part of the agreement between Registrant, Legacy, and the Compliance Professional, the Compliance Professional must be required, in conjunction with reviewing and certifying Registrant's and Legacy's quarterly compliance reports, to review, assess, and discuss with Registrant and Legacy their customer accounts for compliance with this Stipulation and Order.
 14. After Registrant and Legacy prepare and submit the quarterly compliance report to the Compliance Professional, all reviews required by this Stipulation and Order have been completed, and all additional information required by this Stipulation and Order has been incorporated, Registrant and Legacy agree to ensure that the Compliance Professional submits to the Department a quarterly compliance report in the form attached as Exhibit A including the certification, on the Compliance Professional's letterhead, that Registrant

is in compliance with this Stipulation and Order. The submission will also re-identify any written or oral complaints regarding Registrant's and Legacy's accounts that were received during the reporting period and reported to the Department under Paragraph B.6.

15. Registrant and Legacy agree to ensure that the Compliance Professional submits the quarterly compliance reports on or before the first of the month for the following months after entry of the attached Order, and continuing during the entire Term of Registrant's and Legacy's conditional registration under this Stipulation and Order: May 1, August 1, November 1, and February 1, with reporting periods ending March 31, June 30, September 30, and December 31, respectively. Registrant, Legacy, and the Compliance Professional shall have at least thirty (30) days after entry of the attached Order to prepare and submit the first report. If there are not at least thirty (30) days to prepare and submit Report #1, use the next quarter's due date as the due date for Report #1. However, the first reporting period begins immediately upon entry of the attached Order and ends with the next applicable reporting period end date. For example, if the attached Order is entered on October 6, 2017, Report #1, covering the period of October 6 through December 31, 2017, is due on February 1, 2018. The reports will be submitted to the Department at the address provided in Paragraph B.1.

Term of Conditional Registration

16. Registrant's investment adviser representative registration and Legacy's investment adviser firm registration shall remain conditional and subject to this Stipulation and Order for a minimum period of two (2) years after entry of the attached Order (the conditional registration "Term").

Upon the occurrence of all events entitling Registrant and Legacy to unconditional registrations, Registrant and Legacy may submit a written request to the Department that the conditions be lifted from their registrations and providing a reasonable basis for the request.

As provided in Paragraph B.7 above, Registrant and Legacy acknowledge and agree that any new customer complaint or other Reportable Event arising during the Term of their conditional registration may result in, among other actions, an extension of the conditional registration Term.

Correction of Examination Deficiencies

17. Registrant and Legacy have worked with the Department to address and correct all examination deficiencies identified in the Disciplinary Orders & Notices. In the event the Department identifies and communicates to Registrant and Legacy that these or additional deficiencies remain outstanding and require correction, Registrant and Legacy will cooperate with the Department to promptly address such deficiencies. Unless specifically required by this Stipulation and Order or Exhibit A, the Compliance Professional is not responsible for assessing, monitoring, or certifying Registrant's and

Legacy's timely correction of any deficiencies that the Department identifies and directly communicates under this Paragraph B.17.

Client Disclosure Letter, Client Acknowledgment, and Verification

18. Within ten (10) calendar days after entry of the attached Order, Registrant and Legacy will send a copy of the Client Disclosure Letter in the form attached as Exhibit B to all clients who signed an agreement or paid any fees relating to the Renaissance Capital Management investment strategies implemented by Registrant and Legacy. As reflected on Exhibit B, Registrant and Legacy will make diligent efforts to ensure that each affected client acknowledges receipt of the Client Disclosure Letter. Within thirty (30) calendar days after entry of the attached Order, counsel for Registrant and Legacy will provide written verification to the Department's counsel of: (a) the date(s) the Client Disclosure Letter was mailed or delivered to affected clients; (2) the total number of Client Disclosure Letters mailed or delivered to affected clients; (3) the total number of Client Disclosure Letters acknowledged by affected clients; and (4) the name of each affected client who has not yet acknowledged receipt of the Client Disclosure Letter, together with the reason(s) for the client's lack of acknowledgment (if known) and the efforts made by Registrant and Legacy to secure that client's acknowledgment.

Additional Provisions

19. Registrant and Legacy agree to fully cooperate with the Department in any investigation, audit, or examination.
20. Registrant and Legacy agree that if Registrant completes the sale, merger, or other disposition of Legacy at any time during the conditional registration Term, Registrant's investment adviser representative registration shall remain conditional and subject to this Stipulation and Order unless Registrant establishes to the Department that he has ceased transacting any securities business in Michigan and voluntarily surrenders/withdraws his registration.
21. Registrant and Legacy acknowledge and agree that upon their failure to comply with any terms of this Stipulation and Order within the time frames specified, and until such compliance is made, the Administrator is entitled to and may automatically and summarily: (a) suspend all registrations held by Registrant and Legacy under the Act; (b) deny any registration renewals submitted by Registrant and Legacy; and (c) deny any future applications for registration submitted by Registrant and Legacy, which shall be effective upon notice given by the Administrator or his designee with no opportunity for hearing. Registrant and Legacy further acknowledge and agree that the Administrator may pursue any other available contractual, administrative, or judicial remedies to enforce this Stipulation and Order. Registrant and Legacy may voluntarily surrender or withdraw a registration under the Act; however, such surrender or withdrawal will not negate the aforementioned actions against the relevant registrations or additional

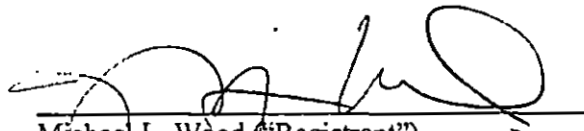
disciplinary proceedings if a violation of this Stipulation and Order or the Act have occurred.

22. Registrant and Legacy further acknowledge and agree that: (a) the Administrator has jurisdiction and authority to enter the attached Order; (b) the attached Order may be entered without any further notice to them; and (c) upon entry of the attached Order, it is final and binding, and Registrant and Legacy waive any right to a hearing and/or appeal of the attached Order and the Disciplinary Orders & Notices that exists under the Act, the rules promulgated under the Act or the predecessor Act, the Administrative Procedures Act of 1969, 1969 PA 306, MCL 24.201 *et seq.*, or other applicable law.
23. The Parties acknowledge and agree that this Stipulation and Order contains the entire understanding of the Parties and supersedes and forever terminates all prior and contemporaneous representations, promises, agreements, understandings, and negotiations, whether oral or written, with respect to its subject matter. The Parties further agree that this Stipulation and Order may only be amended, modified, or supplemented by a duly executed writing signed by each party and approved by Order of the Administrator.
24. The Parties acknowledge and represent that: (a) each party has read this Stipulation and Order in its entirety and fully understands all of its terms, conditions, ramifications, and consequences; (b) each party unconditionally consents to the terms of this Stipulation and Order; (c) each party has consulted with or had ample opportunity to consult with legal counsel of his, her, or its choosing prior to executing this Stipulation; (d) each party has freely and voluntarily signed this Stipulation; and (e) the consideration received by each party as described in this Stipulation and Order is adequate.
25. The Parties acknowledge that nothing contained in this Stipulation and Order shall be construed as an admission by Registrant or Legacy of any fraud.
26. The Parties acknowledge that except as specifically provided in this Stipulation and Order, nothing contained in this Stipulation and Order constitutes a waiver of any Constitutional rights guaranteed to Registrant and Legacy by the United States Constitution, as made applicable to the State of Michigan by the Fourteenth Amendment to the Constitution.
27. The Parties agree that they may execute this Stipulation in any number of counterparts, each of which shall be deemed an original hereof, but which together shall constitute one and the same instrument and agreement, and that facsimile or electronically-transmitted signatures may be attached to this Stipulation and shall be binding on such party as an original signature.
28. The signatories to this Stipulation below represent and warrant that they have the legal capacity and authority to enter into this Stipulation on behalf of the named Parties and to bind the named Parties to the terms and conditions contained herein.

IN WITNESS WHEREOF, the Parties hereto have agreed to and executed this
STIPULATION AND ORDER APPROVING INVESTMENT ADVISER REPRESENTATIVE
AND INVESTMENT ADVISER FIRM CONDITIONAL REGISTRATIONS, with the intent to
be legally bound hereby, as of the dates indicated by each signature.

Dated: 4/9/17

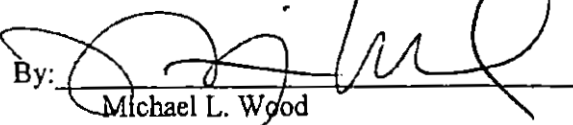
Signed:


Michael L. Wood ("Registrant")

Legacy Planning & Associates, Inc. ("Legacy")

Dated: 4/9/17

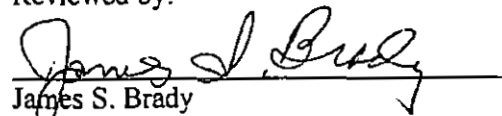
Signed:

By: 
Michael L. Wood
Its: Owner and President

Reviewed by:

Dated: 11/9/17

Signed:


James S. Brady
Attorney for Registrant and Legacy

Approved by:

Dated: _____

Signed:

Timothy L. Teague
Securities & Audit Division Director
Corporations, Securities & Commercial Licensing
Bureau

IN WITNESS WHEREOF, the Parties hereto have agreed to and executed this
STIPULATION AND ORDER APPROVING INVESTMENT ADVISER REPRESENTATIVE
AND INVESTMENT ADVISER FIRM CONDITIONAL REGISTRATIONS, with the intent to
be legally bound hereby, as of the dates indicated by each signature.

Dated: _____

Signed: _____

Michael L. Wood ("Registrant")

Legacy Planning & Associates, Inc. ("Legacy")

Dated: _____

Signed: _____

By: _____

Michael L. Wood

Its: Owner and President

Reviewed by:

Dated: _____

Signed: _____

James S. Brady

Attorney for Registrant and Legacy

Approved by:

Dated: 12.4.17

Signed: _____

Timothy L. Teague

Timothy L. Teague

Securities & Audit Division Director

Corporations, Securities & Commercial Licensing
Bureau

C. ORDER

NOW, THEREFORE, the Administrator ORDERS:

IN ACCORDANCE WITH THE FOREGOING FULLY EXECUTED STIPULATION:

- (1) THE SUMMARY SUSPENSION OF MICHAEL L. WOOD'S INVESTMENT ADVISER REPRESENTATIVE REGISTRATION IS LIFTED AND HIS INVESTMENT ADVISER REPRESENTATIVE REGISTRATION IS NOW CONDITIONALLY APPROVED;
- (2) THE SUMMARY SUSPENSION OF LEGACY PLANNING & ASSOCIATES, INC.'S INVESTMENT ADVISER FIRM REGISTRATION IS LIFTED AND ITS INVESTMENT ADVISER FIRM REGISTRATION IS NOW CONDITIONALLY APPROVED; AND
- (3) THE NOVEMBER 9, 2016 DISCIPLINARY ORDERS & NOTICES ARE RESOLVED.



Julia Dale
Administrator and Director
Corporations, Securities & Commercial Licensing Bureau

**STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

In the matter of:

MICHAEL L. WOOD
CRD No. 472047

Agency No. 330315

Respondent.

_____ /

Issued and entered
This 8th day of December, 2017

STIPULATION AND ORDER
APPROVING SECURITIES AGENT CONDITIONAL REGISTRATION

A. RELEVANT INFORMATION AND STATUTORY PROVISIONS, under the Michigan Uniform Securities Act (2002) (the "Act"), 2008 PA 551, MCL 451.2101 *et seq.*:

1. Michael L. Wood ("Registrant") was registered as a securities agent in Michigan through various broker-dealers from in or around July 1968 until the Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau (the "Department") summarily suspended his registration on November 9, 2016.
2. Registrant is assigned CRD No. 472047.
3. Since November 2010, Registrant has been employed by and/or associated with Michigan-registered broker-dealer American Portfolios Financial Services, Inc. ("American Portfolios"), CRD No. 18487, and Registrant would resume working with American Portfolios as a securities agent upon the summary suspension of his registration being lifted and approval of his registration on a conditional basis.
4. The Department conducted an initial examination and follow-up examination of Registrant's securities activities in May 2015 and September 2016, respectively, and the Department also reviewed the information contained in Registrant's CRD disclosures. Registrant and American Portfolios do not dispute Registrant's disciplinary history, as set forth in more detail in the: (a) Order Summarily Suspending [Registrant's] Investment Adviser Representative and Securities Agent Registrations; and (b) Notice of Intent to Revoke, Suspend, Condition, or Limit [Registrant's] Investment Adviser Representative and Securities Agent Registrations, which the Director of the Department, as Administrator of the Act ("Administrator"), issued and entered against Registrant on November 9, 2016 (collectively, the "Disciplinary Orders & Notices").

The Department acknowledges that there was no finding of fraud under the Disciplinary Orders & Notices.

5. Registrant will be working at the following address:

Legacy Planning & Associates, Inc.
770 Kenmoor Ave. SE
Suite 103
Grand Rapids, MI 49546-8621
Telephone: (616) 719-2930

6. Registrant will be supervised by the following individual or Compliance Officer who works at the following address:

Jeff Kahn, CRD No. 2041481
Supervising Principal
American Portfolios Financial Services, Inc., CRD No. 18487
4250 Veterans Memorial Hwy, Suite 420E
Holbrook, NY 11741
Telephone: (631) 439-4600
jkahn@americanportfolios.com

Registrant will remain at the American Portfolios branch office that Mr. Kahn supervises [Branch #457517] but removed as a "Person-In-Charge" of this branch office.

7. Registrant, American Portfolios, and the Department (collectively, the "Parties") acknowledge and agree that Registrant's disciplinary history provides grounds for the Administrator to take disciplinary action against Registrant's securities agent registration, as provided in the Disciplinary Orders & Notices and pursuant to Section 412 of the Act, MCL 451.2412.
8. Notwithstanding that bases exist for disciplinary action against Registrant's securities agent registration, the Department and Administrator have determined that: (a) protection of the investing public does not require further disciplinary action if Registrant and American Portfolios agree to registration subject to the terms and conditions specified in this Stipulation and Order; and (b) the conditional registration of Registrant pursuant to this Stipulation and Order is authorized by law and otherwise reasonable, appropriate, and in the public interest.

B. STIPULATION

In consideration of the foregoing facts and the following mutually agreed upon promises and covenants and other good and valuable consideration, the adequacy and sufficiency of which the Parties hereby expressly acknowledge, the Parties agree to this Stipulation enabling the Administrator to conditionally register Registrant as a securities agent, subject to Registrant's compliance with the following conditions and the additional terms agreed to by the Parties below:

Reduced Civil Fine under Disciplinary Orders & Notices / Updating the CRD

1. Registrant agrees to pay to the Department a reduced civil fine from the fine imposed in the Disciplinary Orders & Notices, in the settlement amount of Five Thousand and 00/100 Dollars (\$5,000.00) (the "Reduced Civil Fine"). The Reduced Civil Fine is payable separate and apart from any additional civil fines required under another Stipulation and Order. Registrant agrees to pay the Reduced Civil Fine within sixty (60) calendar days after the mailing date of the attached Order. The Reduced Civil Fine shall be paid via cashier's check or money order made payable to the "State of Michigan," contain identifying information (name and "Agency No. 330315"), and be mailed to the Department at the following address:

Corporations, Securities & Commercial Licensing Bureau
Final Order Monitoring – Securities & Audit Division
P.O. Box 30018
Lansing, Michigan 48909
2. Following entry of the attached Order, the Department will file Forms U6 reflecting the Parties' resolution of the Disciplinary Orders & Notices pursuant to this Stipulation. In addition, the Department will update the CRD to reflect Registrant's securities agent registration as "APPROVED-RES [RESTRICTED]." This Stipulation and Order is a public record required to be published and made available to the public, consistent with section 11 of the Michigan Freedom of Information Act, MCL 15.241. The Department currently publishes copies of orders issued under the Act to the Department's website and includes a summary of order content in monthly disciplinary action reports separately published on the Department's website.

Compliance Review and Reporting

3. American Portfolios agrees to provide the Department with a complete copy of its written supervisory procedures and any independent contractor or other agreements entered into between it and Registrant, if any, together with Registrant's first quarterly compliance report submitted pursuant to Paragraphs B.14 and B.15 below.
4. Registrant and American Portfolios agree to report in writing to the Department within fifteen (15) days, at the address indicated in Paragraph B.1, any changes to Paragraphs A.5 or A.6 of this Stipulation and Order.
5. American Portfolios will report to the Department any new customer complaints (written or oral), disciplinary actions, or other changes to Registrant's answers to the Disclosure Questions on the Form U4 (a "Reportable Event") that arise during the conditional registration Term (as defined in Paragraph B.16 below), regardless of whether Registrant is required to report the customer complaint on the Form U4, within fifteen (15) days of receipt of the information. Reporting the information on the CRD system alone will not satisfy this requirement. Registrant will also supply a copy of Registrant's revised Form

U4 to the Department upon its filing through the CRD. Items must be reported to the Department in writing directly to the address indicated in Paragraph B.1 of this Stipulation and Order and include the following information regarding each customer complaint or Reportable Event:

- a. Client name, address, telephone number, and e-mail address, if any.
 - b. A copy of any written complaint.
 - c. A written summary of any oral complaint.
 - d. Current status of the complaint, including the resolution, if any.
6. Registrant and American Portfolios acknowledge and agree that a new customer complaint or other Reportable Event arising during the Term of Registrant's conditional registration may result in, among other actions, an extension of the conditional registration Term.
7. Registrant agrees that he will not exercise discretionary authority (or limited power of attorney) over accounts of any Michigan customers during the Term of his conditional registration as a securities agent. However, this prohibition does not affect any discretionary authority (or limited power of attorney) that Registrant and his company, Legacy Planning & Associates, Inc., are permitted to exercise in their capacity as an investment adviser representative and investment adviser firm, respectively, under a separate Stipulation and Order.
8. All new accounts opened by Registrant for Michigan customers will be reviewed and approved by American Portfolios before the execution of the initial transaction(s) in any new account.
9. All transactions by Registrant for Michigan customer accounts will be reviewed and approved by American Portfolios before execution.
10. All correspondence between Registrant and Michigan customers or potential customers, including without limitation electronic communications, U.S. mail, and facsimiles, both incoming and outgoing, will be reviewed by Registrant's supervisor or American Portfolios' compliance department on no less than a monthly basis. American Portfolios will maintain written evidence of review (e.g., supervisor or Compliance Officer's initials written on all correspondence). In addition, American Portfolios will monitor all incoming e-mail using Global Relay through both a key word library and a 5% random selection, which Registrant's supervisor or American Portfolios' compliance department will review at least bi-weekly.
11. All advertising, sales literature, and other solicitation material to be given or sent by Registrant to any Michigan customer or potential customer will be approved by Registrant's supervisor or American Portfolios' compliance department before use.

12. American Portfolios will conduct a monthly review with Registrant regarding Registrant's activities and the status of any current disciplinary actions.
13. American Portfolios' monthly review with Registrant will also assess customer accounts for compliance with this Stipulation and Order and the Act.
14. After the monthly reviews are completed, American Portfolios will submit to the Department a quarterly compliance report in the form attached as Exhibit A, on American Portfolios' letterhead, certifying that Registrant is in compliance with this Stipulation and Order and the Act. The submission will also re-identify any written or oral complaints regarding Registrant's accounts that were received during the reporting period and reported to the Department under Paragraph B.5.
15. American Portfolios will submit the quarterly compliance reports on or before the first of the month for the following months after entry of the attached Order, and continuing during the entire Term of Registrant's conditional registration under this Stipulation and Order: May 1, August 1, November 1, and February 1, with reporting periods ending March 31, June 30, September 30, and December 31, respectively. American Portfolios and Registrant will have at least thirty (30) days after entry of the attached Order to prepare and submit the first report. If there are not at least thirty (30) days to prepare and submit Report #1, use the next quarter's due date as the due date for Report #1. However, the first reporting period begins immediately upon entry of the attached Order and ends with the next applicable reporting period end date. For example, if the attached Order is entered on October 6, 2017, Report #1, covering the period of October 6 through December 31, 2017, is due on February 1, 2018. The reports will be submitted to the Department at the address provided in Paragraph B.1.

Term of Conditional Registration

16. Registrant's securities agent registration shall remain conditional and subject to this Stipulation and Order, and American Portfolios agrees to supervise Registrant, for a minimum period of two (2) years after entry of the attached Order (the conditional registration "Term").

Upon the occurrence of all events entitling Registrant to an unconditional registration, Registrant and/or American Portfolios may submit a written request to the Department that the conditions be lifted from Registrant's registration and providing a reasonable basis for the request.

As provided in Paragraph B.6 above, Registrant and American Portfolios acknowledge and agree that any new customer complaint or other Reportable Event arising during the Term of Registrant's conditional registration may result in, among other actions, an extension of the conditional registration Term.

Correction of Examination Deficiencies

17. Registrant has worked with the Department to address and correct all examination deficiencies identified in the Disciplinary Orders & Notices. In the event the Department identifies and communicates to Registrant that these or additional deficiencies remain outstanding and require correction, Registrant will cooperate with the Department to promptly address such deficiencies. Unless specifically required by this Stipulation and Order or Exhibit A, American Portfolios is not responsible for assessing, monitoring, or certifying Registrant's timely correction of any deficiencies that the Department identifies and directly communicates under this paragraph.

Additional Provisions

18. Registrant and American Portfolios agree to fully cooperate with the Department in any investigation, audit, or examination relating to Registrant's activities.
19. American Portfolios will not transfer the registration of Registrant to another broker-dealer, pursuant to a mass transfer, at any time during the Term of Registrant's conditional registration without prior approval of the Department.
20. Registrant acknowledges and agrees that upon his failure to comply with any terms of this Stipulation and Order within the time frames specified, and until such compliance is made, the Administrator is entitled to and may automatically and summarily: (a) suspend all registrations held by Registrant under the Act; (b) deny any registration renewals submitted by Registrant; and (c) deny any future applications for registration submitted by Registrant, which shall be effective upon notice given by the Administrator or his designee with no opportunity for hearing. Registrant further acknowledges and agrees that the Administrator may pursue any other available contractual, administrative, or judicial remedies to enforce this Stipulation and Order. Registrant may voluntarily surrender or withdraw a registration under the Act; however, such surrender or withdrawal will not negate the aforementioned actions against the relevant registrations or additional disciplinary proceedings if a violation of this Stipulation and Order or the Act have occurred.
21. Registrant acknowledges and agrees that: (a) the Administrator has jurisdiction and authority to enter the attached Order; (b) the attached Order may be entered without any further notice to him; and (c) upon entry of the attached Order, it is final and binding, and Registrant waives any right to a hearing and/or appeal of the attached Order and the Disciplinary Orders & Notices that exists under the Act, the rules promulgated under the Act or the predecessor Act, the Administrative Procedures Act of 1969, 1969 PA 306, MCL 24.201 *et seq.*, or other applicable law.
22. The Parties acknowledge and agree that this Stipulation and Order contains the entire understanding of the Parties and supersedes and forever terminates all prior and contemporaneous representations, promises, agreements, understandings, and

negotiations, whether oral or written, with respect to its subject matter. The Parties further agree that this Stipulation and Order may only be amended, modified, or supplemented by a duly executed writing signed by each party and approved by Order of the Administrator.

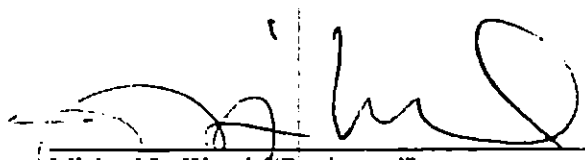
23. The Parties acknowledge and represent that: (a) each party has read this Stipulation and Order in its entirety and fully understands all of its terms, conditions, ramifications, and consequences; (b) each party unconditionally consents to the terms of this Stipulation and Order; (c) each party has consulted with or had ample opportunity to consult with legal counsel of his, her, or its choosing prior to executing this Stipulation; (d) each party has freely and voluntarily signed this Stipulation; and (e) the consideration received by each party as described in this Stipulation and Order is adequate.
24. The Parties acknowledge that nothing contained in this Stipulation and Order shall be construed as an admission by Registrant of any fraud.
25. The Parties acknowledge that except as specifically provided in this Stipulation and Order, nothing contained in this Stipulation and Order constitutes a waiver of any Constitutional rights guaranteed to Registrant by the United States Constitution, as made applicable to the State of Michigan by the Fourteenth Amendment to the Constitution.
26. The Parties agree that they may execute this Stipulation in any number of counterparts, each of which shall be deemed an original hereof, but which together shall constitute one and the same instrument and agreement, and that facsimile or electronically-transmitted signatures may be attached to this Stipulation and shall be binding on such party as an original signature.
27. The signatories to this Stipulation below represent and warrant that they have the legal capacity and authority to enter into this Stipulation on behalf of the named Parties and to bind the named Parties to the terms and conditions contained herein.

[This space left intentionally blank; Signature Page and Order follow]

IN WITNESS WHEREOF, the Parties hereto have agreed to and executed this STIPULATION AND ORDER APPROVING SECURITIES AGENT CONDITIONAL REGISTRATION, with the intent to be legally bound hereby, as of the dates indicated by each signature.


Dated: 11/9/17

Signed:


Michael L. Wood ("Registrant")

Dated: 12.1.17

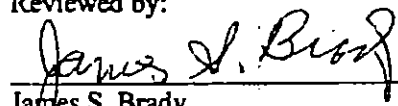
Signed:


Jeff Kahn, CRD No. 2041481
Supervising Principal
American Portfolios Financial Services, Inc.
CRD No. 18487

Dated: Nov, 9, 2017

Signed:

Reviewed by:


James S. Brady
Attorney for Registrant

Approved by:

Dated: _____

Signed:

Timothy L. Teague
Securities & Audit Division Director
Corporations, Securities & Commercial Licensing
Bureau

IN WITNESS WHEREOF, the Parties hereto have agreed to and executed this STIPULATION AND ORDER APPROVING SECURITIES AGENT CONDITIONAL REGISTRATION, with the intent to be legally bound hereby, as of the dates indicated by each signature.

Dated: _____ Signed: _____
Michael L. Wood ("Registrant")

Dated: _____ Signed: _____
Jeff Kahn, CRD No. 2041481
Supervising Principal
American Portfolios Financial Services, Inc.
CRD No. 18487

Reviewed by:

Dated: _____ Signed: _____
James S. Brady
Attorney for Registrant

Approved by:

Dated: 12.4.17 Signed: Timothy L. Teague
Timothy L. Teague
Securities & Audit Division Director
Corporations, Securities & Commercial Licensing
Bureau

C. ORDER

NOW, THEREFORE, the Administrator ORDERS:

IN ACCORDANCE WITH THE FOREGOING FULLY EXECUTED STIPULATION:

- (1) THE SUMMARY SUSPENSION OF MICHAEL L. WOOD'S SECURITIES AGENT REGISTRATION IS LIFTED AND HIS SECURITIES AGENT REGISTRATION IS NOW CONDITIONALLY APPROVED; AND
- (2) THE NOVEMBER 9, 2016 DISCIPLINARY ORDERS & NOTICES ARE RESOLVED.



Julia Dale
Administrator and Director
Corporations, Securities & Commercial Licensing Bureau

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

In the matter of:

Agency No. 330315

MICHAEL L. WOOD
CRD#472047

Respondent.

_____ /

Issued and entered
This 9th day of November, 2016

**ORDER SUMMARILY SUSPENDING
INVESTMENT ADVISER REPRESENTATIVE
AND SECURITIES AGENT REGISTRATIONS**

I. RELEVANT FACTS AND APPLICABLE LAW.

Relevant information and statutory provisions, under the Michigan Uniform Securities Act (2002) (the "Securities Act"), 2008 PA 551, as amended, MCL 451.2101 *et seq.*:

1. Michael L. Wood ("Respondent") has been registered pursuant to the Securities Act in some capacity through multiple firms since in or around the 1960's. Mr. Wood is currently registered as an investment adviser representative associated with Legacy Planning & Associates, Inc. (CRD#156537), a Michigan-registered investment adviser firm, and as a securities agent through American Portfolios Financial Services, Inc. (CRD#18487), a Michigan-registered broker-dealer.
2. The Corporations, Securities & Commercial Licensing Bureau ("the Bureau") within the State of Michigan Department of Licensing and Regulatory Affairs, concurrent with the issuance of this Order Summarily Suspending Investment Adviser Representative and Securities Agent Registrations, has initiated administrative proceedings against Respondent pursuant to section 412 of the Securities Act, MCL 451.2412 (Exhibit 1 – Notice of Intent to Revoke Investment Adviser Representative and Securities Agent Registrations).
3. Section 412(6) of the Securities Act, MCL 451.2412(6), authorizes the Administrator to summarily suspend a registration pending final determination of an administrative proceeding.
4. Based on Respondent's conduct discussed above and hereafter, the Administrator determined that the summary suspension of Respondent's investment adviser representative registration is authorized, appropriate, and in the public interest.

II. ORDER.

The Administrator finds that this ORDER is authorized, appropriate, and in the public interest based on the above-cited facts and law, and orders as follows:

1. In accordance with section 412(6) of the Securities Act, MCL 451.2412(6), the INVESTMENT ADVISER REPRESENTATIVE AND SECURITIES AGENT REGISTRATIONS OF MICHAEL L. WOOD ARE SUMMARILY SUSPENDED pending the final determination of the administrative proceedings referenced in Exhibit 1, attached hereto.
2. In accordance with section 412(2) and (6) of the Securities Act, MCL 451.2412(2) and (6): This is NOTICE that the Administrator has summarily suspended Respondent's registrations, and that Respondent has thirty (30) calendar days after the date that this Order is served on Respondent to submit a written request to the Administrator that this matter be scheduled for a hearing. If the Administrator timely receives a written request, the Administrator shall schedule a hearing within 15 days after receipt of the written request. If a hearing is not requested by Respondent or is not ordered by the Administrator within 30 days after the date of service of this Order, then the Order becomes FINAL. If a hearing is requested or ordered, the Administrator, after notice of and an opportunity for hearing to Respondent, may modify or vacate this Order or extend the Order until final determination.

If Respondent requests a hearing, **THE REQUEST MUST BE IN WRITING** and filed with the Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau, Regulatory Compliance Division, P.O. Box 30018, Lansing, MI 48909.

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

By: 

Julia Dale, Administrator and Director
Corporations, Securities & Commercial Licensing Bureau

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

In the matter of:

Agency No. 330315

MICHAEL L. WOOD
CRD# 472047

Respondent.

Issued and entered
This 9th day of November, 2016

**NOTICE OF INTENT TO REVOKE, SUSPEND, CONDITION, OR LIMIT
INVESTMENT ADVISER REPRESENTATIVE AND SECURITIES AGENT
REGISTRATIONS**

I. RELEVANT FACTS AND APPLICABLE LAW.

Relevant information and statutory provisions, under the Michigan Uniform Securities Act (2002), 2008 PA 551, as amended, MCL 451.2101 *et seq* (the "Securities Act"):

1. Michael L. Wood ("Respondent") has been registered as an investment adviser representative in the State of Michigan through Legacy Planning & Associates, Inc. (CRD#156537) ("Legacy Planning") from in or around July of 2013 through the present. Respondent owns 100% of the shares of Legacy Planning, directs the firm's corporate decisions, and, along with the firm's chief compliance officer Robert Mitus, is responsible for regulatory compliance within the firm.
2. Respondent has been registered as a securities agent through American Portfolios Financial Services, Inc. (CRD#18487) from in or around November of 2010 through the present. Respondent was previously registered as a securities agent through various broker-dealers beginning in or around the 1960s.
3. The Corporations, Securities & Commercial Licensing Bureau ("the Bureau") within the Department of Licensing and Regulatory Affairs began a routine examination of Respondent's employing investment adviser firm, Legacy Planning, in or around May of 2015.
4. During the examination, Bureau staff identified multiple deficiencies and advised Legacy Planning of those deficiencies by a letter dated June 29, 2015. (Exhibit 1 -- June 29, 2015 Letter of Advisement).¹ Deficiencies identified included insufficient client

¹ The Letter of Advisement was addressed to the firm's Chief Compliance Officer, Robert Mitus, who indicated to staff that he has repeatedly advised Michael L. Wood that the deficiencies needed to be corrected.

contracts and inaccurate or incomplete reporting of information on the firm's Form ADV investment adviser registration application. (Exhibit 1). Legacy Planning and Respondent were notified by the correspondence that future examinations of the firm would include ensuring that the items raised by the June 29, 2015 letter were corrected, and that failure to correct the issues may result in formal action being taken by the Bureau. (Exhibit 1, items 2-6).

5. The Bureau conducted a follow-up examination of Legacy Planning on or around September 7, 2016. During this subsequent September 7, 2016 examination, Bureau staff noted that multiple deficiencies identified in the June 29, 2015 correspondence to Legacy Planning had not been corrected. The repeat deficiencies included:
 - A. Legacy Planning and Respondent, through the firm's chief compliance officer, were notified in June 2015 that Legacy Planning should provide clients who are referred to third party money managers with a separate contract that identifies the third party money manager and discloses fees charged by the third party money manager. (Exhibit 1, item 2).
 - i. Bureau staff discovered during the September 7, 2016 follow-up examination that Legacy Planning, through Respondent, had failed to create a separate contract for clients referred to third party money managers; notwithstanding the June 2015 instruction to do so.
 - B. Legacy Planning and Respondent were notified in June 2015 that Respondent should update the firm's form ADV Part 1A, Item 6(2) because it indicated that the firm engaged in broker-dealer activity, which was not accurate³. (Exhibit 1, item 9).
 - i. Bureau staff discovered during the September 7, 2016 examination that Legacy Planning, through Respondent, had failed to update its Form ADV Part 1A, Item 6(2) to cease indicating that the firm engaged in broker-dealer activities. (Exhibit 2 – Legacy Planning Form ADV Part 1A, Item 6(2)).
 - C. Legacy Planning and Respondent were notified in June 2015 (Exhibit 1, item 22) that the firm's Form ADV2, Item 19 (Exhibit 3, pages 16-21) was incomplete for failing to state that Respondent or other associated persons of the firm had not been found liable in a civil, self-regulatory organization, or administrative

² The First Transition Order administering the Michigan Uniform Securities Act, Order No. 2009-049-M ("Transition Order 1") allows the Administrator to require investment advisers to enter contracts with clients and to specify the contents of those contracts. Transition Order 1 is attached as Exhibit 7.

³ Respondent as an individual is associated with a broker-dealer and registered as an agent; the investment adviser firm, however, has no such affiliation.

proceeding. Respondents were directed to instructions for the form identifying the relevant language to be added.

- i. Bureau staff discovered during the September 7, 2016 examination that Legacy Planning, through Respondent, had failed to update its Form ADV Part 2A, Item 19, to include the relevant language regarding liability or lack thereof as a result of civil, self-regulatory, or administrative proceedings. (Exhibit 3, pages 16-21).
- D. Legacy Planning and Respondent were notified in June 2015 (Exhibit 1, item 23) that the firm's Form ADV Part 2A Appendix 1 (Exhibit 4 – Legacy Planning Wrap Fee Brochure) was inadequate in its disclosures of costs and fees involved with the service.
 - i. Bureau staff discovered during the September 7, 2016 examination that Legacy Planning, through Respondent, had failed to update the Form ADV Part 2A Appendix 1 Wrap Fee Brochure to more clearly explain costs and fees of the services involved in the Legacy Planning wrap fee program. (Exhibit 4).
- 6. The September 7, 2016 examination developed evidence that the following additional deficiencies existed which were not identified in the June 29, 2015 correspondence:
 - A. Respondent, as owner of Legacy Planning, has failed to include in the firm's Form ADV Part 2A, Item 4 a description of third party money managers which may be utilized by the firm (Exhibit 3, item 4); has failed to disclose solicitation arrangements the firm utilizes (Exhibit 3, item 4); has failed to describe the "Proprietary rules based, tactical asset allocation strategies designed to mitigate the long term risks of extended market declines", which is identified in Item 8 of Part 2A (Exhibit 3, item 4); and, has stated, "There is no difference in the style of management or the portfolios and securities used in the Wrap Fee Program as opposed to a Non-Wrap Program" (Exhibit 2, Item 4), which Bureau staff identified as being incorrect.
 - B. Respondent, as owner of Legacy Planning, has failed to include in the firm's Form ADV Part 2A, Item 5 a fee schedule or description of fees related to solicitor arrangements with third party money managers. (Exhibit 3, item 5).
 - C. Respondent, as owner of Legacy Planning, has failed to adequately disclose in the firm's Form ADV Part 2A, Item 10 its business relationships with other investment advisers; has failed to adequately disclose conflicts of interest created by relationships with other advisers; and has failed to disclose how Respondent addresses those conflicts of interest. (Exhibit 3, item 10).

- D. Respondent, as owner of Legacy Planning, has failed to adequately disclose in the firm's Form ADV Part 2A, Item 11 that the firm may have a material interest in proprietary products selected or recommended to clients. (Exhibit 3, item 11).
7. During the September 7, 2016 examination, Bureau staff discovered evidence that Legacy Planning, at Respondent's direction, charges, collects, and retains from many of its clients a sub-advisory fee when it does not actually refer those clients to a sub-adviser. Legacy Planning, through Respondent, does not disclose in its contract with those clients that there is no sub-adviser, or that Legacy Planning retains the entire fee. The Bureau considers the misstatement regarding the sub-adviser fees charged to be a dishonest or unethical practice in the securities industry.
8. The September 7, 2016 examination developed evidence that Respondent is listed as a co-trustee on a client account, which gives Respondent legal ownership, and therefore custody of client funds or securities. Section 411(6) of the Securities Act, MCL 451.2411(6) and the Sixth Transition Order administering the Michigan Uniform Securities Act, Order No. 2011-009-M ("Transition Order 6")⁴ prohibit custody unless certain conditions are met; those conditions have not been satisfied with respect to Respondent's and Legacy Planning's custody of client funds. (Exhibit 5 – Client Account Forms). The Bureau considers this to be a dishonest or unethical practice in the securities industry. Further, Legacy Planning's Form ADV identifies that the firm does not accept custody of client funds. (Exhibit 2, Item 9).
9. The Director ("Administrator") of the Bureau has reviewed materials relating to Respondent's actions as a registrant under the Securities Act. The Administrator has determined that it is authorized, appropriate, and in the public interest to revoke, suspend, condition, or limit Respondent's securities agent and investment adviser representative registrations based upon Respondent's conduct discussed above and hereafter.
10. Section 412(2) of the Securities Act, MCL 451.2412(2), states:
- If the administrator finds that the order is in the public interest and subsection (4) authorizes the action, an order under this act may revoke, suspend, condition, or limit the registration of a registrant and if the registrant is a broker-dealer or investment adviser, of a partner, officer, or director, or a person having a similar status or performing similar functions, or a person directly or indirectly in control of the broker-dealer or investment adviser...

11. Section 412(3) of the Securities Act, MCL 451.2412(3), states:

If the administrator finds that the order is in the public interest and subsection (4)(a) to (f), (i) to (j), or (l) to (n) authorizes the action, an order under this act may censure,

⁴ Transition Order 6 is attached as Exhibit 6.

impose a bar, or impose a civil fine in an amount not to exceed a maximum of \$10,000.00 for a single violation or \$500,000.00 for more than 1 violation on a registrant and, if the registrant is a broker-dealer or investment adviser, on a partner, officer, or director, a person having a similar status or performing similar functions, or a person directly or indirectly in control of the broker-dealer or investment adviser.

12. Section 412(4) of the Securities Act, MCL 451.2412(4) states in relevant part:

(4) A person may be disciplined under subsections (1) to (3) if any of the following apply to the person:

(a) The person filed an application for registration in this state under this act or the predecessor act within the previous 10 years, which as of the effective date of registration or as of any date after filing in the case of an order denying effectiveness, was incomplete in any material respect or contained a statement that, in light of the circumstances under which it was made, was false or misleading with respect to a material fact.

(b) The person willfully violated or willfully failed to comply with this act or act or a rule adopted or order issued under this act or the predecessor act within the previous 10 years.

(m) The person has engaged in dishonest or unethical practices in the securities, commodities, investment, franchise, banking, finance, or insurance business within the previous 10 years...

13. Section 412(7) of the Securities Act, MCL 451.2412(7), states:

(7) Except under subsection (6), an order shall not be issued under this section unless all of the following have occurred:

(a) Appropriate notice has been given to the applicant or registrant.

(b) Opportunity for hearing has been given to the applicant or registrant.

(c) Findings of fact and conclusions of law have been made on the record pursuant to the administrative procedures act of 1969, 1969 PA 306, MCL 24.201 to 24.328.

14. Section 412(8) of the Securities Act, MCL 451.2412(8), states:

(8) A person who controls, directly or indirectly, a person not in compliance with this section may be disciplined by order of the administrator under subsections (1) to (3) to the same extent as the noncomplying person, unless the controlling person did not know, and in the exercise of reasonable care could not have known, of the existence of conduct that is a basis for discipline under this section.

15. The Administrator may revoke, suspend, condition or limit Respondent's investment adviser representative and securities agent registrations pursuant to section 412(2) of the Securities Act, MCL 451.2412(2), because it is in the public interest, and because:

- A. Respondent, as a person directly or indirectly in control of Legacy Planning, failed to update the firm's Form ADV in multiple respects which are more fully described in paragraphs (I)(5) and (I)(6) herein, notwithstanding the fact that the Bureau put Respondent and Legacy Planning on notice of many of the necessary updates (those described in (I)(5)) in June 2015, causing the applicability of section 412(4)(a) of the Securities Act, MCL 451.2412(4)(a), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- B. Respondent, as a person directly or indirectly in control of Legacy Planning, has willfully failed to comply with the Securities Act and orders issued under the Securities Act by failing to correct an inadequate contract with many of its clients, notwithstanding instructions given by the Bureau in June 2015 to do so, contrary to Transition Order 1, paragraph 12, causing the applicability of section 412(4)(b) of the Securities Act, MCL 451.2412(4)(b), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- C. Respondent, as a person directly or indirectly in control of Legacy Planning, has willfully failed to comply with the Securities Act and orders issued under the Securities Act by accepting custody of client funds as a co-trustee of client accounts, contrary to Transition Order 6 and section 411(6) of the Securities Act, MCL 451.2411(6), causing the applicability of section 412(4)(b) of the Securities Act, MCL 451.2412(4)(b), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- D. Respondent, as a person directly or indirectly in control of Legacy Planning, engaged in dishonest or unethical behaviors in the securities industry by allowing the firm to charge, collect, and retain sub-advisory fees from clients when the clients were not actually referred to sub-advisers, and adequate disclosure regarding the fees was never made to clients, contrary to section 412(4)(m), MCL 451.2412(4)(m), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- E. Respondent engaged in further dishonest or unethical behavior by accepting custody of client funds without complying with the requirements of Transition Order 6, causing the applicability of section 412(4)(m) of the Securities Act, which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).

II. ORDER.

The Administrator finds that this ORDER is authorized, appropriate, and in the public interest based on the above-cited facts and law.

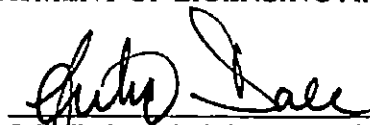
IT IS ORDERED as follows:

1. The Administrator intends TO REVOKE, SUSPEND, CONDITION, OR LIMIT THE INVESTMENT ADVISER REPRESENTATIVE AND SECURITIES AGENT REGISTRATIONS OF MICHAEL L. WOOD under section 412(2) of the Securities Act, MCL 451.2412(2), because he has, as a person that directly or indirectly controls an investment adviser, failed to update the investment adviser's Form ADV; because he has willfully violated the Securities Act and orders issued thereunder; and because he has engaged in dishonest or unethical business practices in the securities industry within the previous 10 years, all of which support the revocation, suspension, conditioning, or limitation of his investment adviser representative and securities agent registrations under the above-cited provisions of the Michigan Uniform Securities Act (2002), 2008 PA 551, MCL 451.2101 *et seq.*
2. In her final order, the Administrator intends to impose a civil fine of \$50,000.00 against Respondent under section 412(3) of the Securities Act, MCL 451.2412(3).
3. In accordance with sections 412(2) and 412(7) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(7): This is NOTICE that the Administrator intends to commence administrative proceedings to revoke, suspend, condition, or limit Respondent's investment adviser representative and securities agent registrations, and that Respondent has thirty (30) days after the date that this Order is served on Respondent to respond in writing to the enclosed Notice of Opportunity to Show Compliance. If the Administrator timely receives a written request, depending upon the election, the Administrator shall either promptly schedule a compliance conference, or schedule a hearing within fifteen (15) days after receipt of the written request. If you fail to respond to this Notice and Order within the time frame specified, the Administrator shall schedule a hearing. If a hearing is requested or ordered, the Administrator, after notice of and an opportunity for hearing to Respondent, may modify or vacate this Order or extend the Order until final determination.

If Respondent requests a hearing, the request must be in writing and filed with the Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau, Regulatory Compliance Division, P.O. Box 30018, Lansing, MI 48909.

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

By:


Julia Dale, Administrator and Director
Corporations, Securities & Commercial Licensing Bureau

Michael L. Wood, CRD#472047

NOI to Revoke, Suspend, Condition, or Limit IAR and Agent Registrations

File No. 330315

Page 7 of 7

**STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

In the matter of:

Agency No. 330226

LEGACY PLANNING & ASSOCIATES, INC.
CRD#156537

Respondent.

_____ /

Issued and entered
This 9th day of November, 2016

**ORDER SUMMARILY SUSPENDING
INVESTMENT ADVISER REGISTRATION**

I. RELEVANT FACTS AND APPLICABLE LAW.

Relevant information and statutory provisions, under the Michigan Uniform Securities Act (2002) (the "Securities Act"), 2008 PA 551, as amended, MCL 451.2101 *et seq.*:

1. Legacy Planning & Associates, Inc. (CRD#156537) ("Respondent") is a Michigan corporation, incorporated in or around November of 1998 by Michael L. Wood, its owner and a registered investment adviser representative of the firm.
2. Respondent has been registered as an investment adviser firm pursuant to the Securities Act in Michigan since in or around May of 2013.
3. The Corporations, Securities & Commercial Licensing Bureau ("the Bureau") within the State of Michigan Department of Licensing and Regulatory Affairs, concurrent with the issuance of this Order Summarily Suspending Investment Adviser Registration, has initiated administrative proceedings against Respondent pursuant to section 412 of the Securities Act, MCL 451.2412 (Exhibit 1 – Notice of Intent to Revoke, Suspend, Condition, or Limit Investment Adviser Registration).
4. Section 412(6) of the Securities Act, MCL 451.2412(6), authorizes the Administrator to summarily suspend a registration pending final determination of an administrative proceeding.
5. Based on Respondent's conduct discussed above and hereafter, the Administrator determined that the summary suspension of Respondent's investment adviser registration is authorized, appropriate, and in the public interest.

II. ORDER.

The Administrator finds that this ORDER is authorized, appropriate, and in the public interest based on the above-cited facts and law, and orders as follows:

1. In accordance with section 412(6) of the Securities Act, MCL 451.2412(6), the INVESTMENT ADVISER REGISTRATION OF LEGACY PLANNING & ASSOCIATES, INC. IS SUMMARILY SUSPENDED pending the final determination of the administrative proceedings referenced in Exhibit 1, attached hereto.
2. In accordance with section 412(2) and (6) of the Securities Act, MCL 451.2412(2) and (6): This is NOTICE that the Administrator has summarily suspended Respondent's registration, and that Respondent has thirty (30) calendar days after the date that this Order is served on Respondent to submit a written request to the Administrator that this matter be scheduled for a hearing. If the Administrator timely receives a written request, the Administrator shall schedule a hearing within 15 days after receipt of the written request. If a hearing is not requested by Respondent or is not ordered by the Administrator within 30 days after the date of service of this Order, then the Order becomes FINAL. If a hearing is requested or ordered, the Administrator, after notice of and an opportunity for hearing to Respondent, may modify or vacate this Order or extend the Order until final determination.

If Respondent requests a hearing, THE REQUEST MUST BE IN WRITING and filed with the Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau, Regulatory Compliance Division, P.O. Box 30018, Lansing, MI 48909.

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

By: 

Julia Dale, Administrator and Director
Corporations, Securities & Commercial Licensing Bureau

**STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

In the matter of:

Agency No. 330226

LEGACY PLANNING & ASSOCIATES, INC.
CRD# 156537

Respondent.
_____ /

Issued and entered
This 9th day of November, 2016

**NOTICE OF INTENT TO REVOKE, SUSPEND, CONDITION, OR LIMIT
INVESTMENT ADVISER REGISTRATION**

I. RELEVANT FACTS AND APPLICABLE LAW.

Relevant information and statutory provisions, under the Michigan Uniform Securities Act (2002), 2008 PA 551, as amended, MCL 451.2101 *et seq* (the "Securities Act"):

1. Legacy Planning & Associates, Inc. (CRD#156537) ("Respondent") has been registered as an investment adviser in Michigan since in or around May of 2013. Michael L. Wood is an investment adviser representative of Respondent, owns 100% of the shares of Respondent, directs Respondent's corporate decisions, and, along with the firm's Chief Compliance Officer Robert Mitus, is responsible for Respondent's regulatory compliance.
2. The Corporations, Securities & Commercial Licensing Bureau ("the Bureau") within the Department of Licensing and Regulatory Affairs began a routine examination of Respondent in or around May of 2015.
3. During the examination, Bureau staff identified multiple deficiencies and advised Respondent of those deficiencies by a letter dated June 29, 2015. (Exhibit 1 – June 29, 2015 Letter of Advisement). Deficiencies identified included insufficient client contracts and inaccurate or incomplete reporting of information on the firm's Form ADV investment adviser registration application. (Exhibit 1). Respondent and Michael L. Wood were notified by the correspondence that future examinations of the firm would include ensuring that the items raised by the June 29, 2015 letter were corrected, and that failure to correct the issues may result in formal action being taken by the Bureau. (Exhibit 1, items 2-6).
4. The Bureau conducted a follow-up examination of Respondent on or around September 7, 2016. During this subsequent September 7, 2016 examination, Bureau staff noted

that multiple deficiencies identified in the June 29, 2015 correspondence to Respondent had not been corrected. The repeat deficiencies included:

A. Respondent and Michael L. Wood were notified in June 2015 that Respondent should provide clients who are referred to third party money managers with a separate contract that identifies the third party money manager and discloses fees charged by the third party money manager. (Exhibit 1, item 2).¹

i. Bureau staff discovered during the September 7, 2016 follow-up examination that Respondent and Michael L. Wood had failed to create a separate contract for clients referred to third party money managers, notwithstanding the June 2015 instruction to do so.

B. Respondent and Michael L. Wood were notified in June 2015 that Respondent's Form ADV Part 1A, Item 6(2) should be updated because it indicated that the firm engaged in broker-dealer activity, which was not accurate². (Exhibit 1, item 9).

i. Bureau staff discovered during the September 7, 2016 examination that Respondent and Michael L. Wood had failed to update the firm's Form ADV Part 1A, Item 6(2) to cease indicating that the firm engaged in broker-dealer activities. (Exhibit 2 – Legacy Planning Form ADV Part 1A, Item 6(2)).

C. Respondent and Michael L. Wood were notified in June 2015 (Exhibit 1, item 22) that the firm's Form ADV2, Item 19 (Exhibit 3, pages 16-21) was incomplete for failing to state that several associated persons of the firm had not been found liable in a civil, self-regulatory organization, or administrative proceeding. Respondent and Michael L. Wood were directed to instructions for the form identifying the relevant language to be added.

i. Bureau staff discovered during the September 7, 2016 examination that Respondent and Michael L. Wood had failed to update the firm's Form ADV Part 2A, Item 19, to include the relevant language regarding liability or lack thereof as a result of civil, self-regulatory, or administrative proceedings. (Exhibit 3, pages 16-21).

D. Respondent and Michael L. Wood were notified in June 2015 (Exhibit 1, items 23-26) that the firm's Form ADV Part 2A Appendix 1 (Exhibit 4 – Legacy

¹ The First Transition Order administering the Michigan Uniform Securities Act, Order No. 2009-049-M ("Transition Order 1") allows the Administrator to require investment advisers to enter contracts with clients and to specify the contents of those contracts. Transition Order 1 is attached as Exhibit 7.

² Michael L. Wood as an individual is associated with a broker-dealer and registered as an agent; the investment adviser firm, however, has no such affiliation.

Planning Wrap Fee Brochure) was inadequate in its disclosures of costs and fees involved with the service.

- i. Bureau staff discovered during the September 7, 2016 examination that Respondent and Michael L. Wood had failed to update the Form ADV Part 2A Appendix 1 Wrap Fee Brochure to more clearly explain costs and fees of the services involved in Respondent's wrap fee program. (Exhibit 4).
5. The September 7, 2016 examination developed evidence that the following additional deficiencies existed which were not identified in the June 29, 2015 correspondence:
 - A. Respondent and Michael L. Wood have failed to include in the firm's Form ADV Part 2A, Item 4 a description of third party money managers which may be utilized by the firm (Exhibit 3, item 4); have failed to disclose solicitation arrangements the firm utilizes (Exhibit 3, item 4); have failed to describe the "Proprietary rules based, tactical asset allocation strategies designed to mitigate the long term risks of extended market declines", which is identified in Item 8 of Part 2A (Exhibit 3, item 4); and, has stated, "There is no difference in the style of management or the portfolios and securities used in the Wrap Fee Program as opposed to a Non-Wrap Program", which Bureau staff identified as being incorrect. (Exhibit 3, item 4).
 - B. Respondent and Michael L. Wood have failed to include in the firm's Form ADV Part 2A, Item 5 a fee schedule or description of fees related to solicitor arrangements with third party money managers. (Exhibit 3, item 5).
 - C. Respondent and Michael L. Wood have failed to adequately disclose in the firm's Form ADV Part 2A, Item 10 its business relationships with other investment advisers; have failed to adequately disclose conflicts of interest created by relationships with other advisers; and have failed to disclose how Respondent addresses those conflicts of interest. (Exhibit 3, item 10).
 - D. Respondent and Michael L. Wood have failed to adequately disclose in the firm's Form ADV Part 2A, Item 11 that the firm may have a material interest in proprietary products selected or recommended to clients. (Exhibit 3, item 11).
6. During the September 7, 2016 examination, Bureau staff discovered evidence that Respondent, at Michael L. Wood's direction, charges, collects, and retains from many of its clients a sub-advisory fee when it does not actually refer those clients to a sub-adviser. Respondent does not disclose in its contract with those clients that there is no sub-adviser, or that Respondent retains the entire fee. The Bureau considers the misstatement regarding the sub-adviser fees charged to be a dishonest or unethical practice in the securities industry.

7. The September 7, 2016 examination developed evidence that Michael L. Wood is listed as a co-trustee on a client account, which gives Michael L. Wood, Respondent's associated person, legal ownership, and therefore custody of client funds or securities. Section 411(6) of the Securities Act, MCL 451.2411(6) and the Sixth Transition Order administering the Michigan Uniform Securities Act, Order No. 2011-009-M ("Transition Order 6")³ prohibit custody by investment advisers and their associated persons unless certain conditions are met; those conditions have not been satisfied with respect to Respondent's and Michael L. Wood's custody of client funds. (Exhibit 5 – Client Account Forms). The Bureau considers this to be a dishonest or unethical practice in the securities industry. Further, Respondent's Form ADV identifies that the firm does not accept custody of client funds. (Exhibit 3, Item 9).
8. The Director ("Administrator") of the Bureau has reviewed materials relating to Respondent's actions as a registrant under the Securities Act. The Administrator has determined that it is authorized, appropriate, and in the public interest to revoke, suspend, condition, or limit Respondent's investment adviser registration based upon Respondent's conduct discussed above and hereafter.
9. Section 412(2) of the Securities Act, MCL 451.2412(2), states:
- If the administrator finds that the order is in the public interest and subsection (4) authorizes the action, an order under this act may revoke, suspend, condition, or limit the registration of a registrant and if the registrant is a broker-dealer or investment adviser, of a partner, officer, or director, or a person having a similar status or performing similar functions, or a person directly or indirectly in control of the broker-dealer or investment adviser...
10. Section 412(3) of the Securities Act, MCL 451.2412(3), states:
- If the administrator finds that the order is in the public interest and subsection (4)(a) to (f), (i) to (j), or (l) to (n) authorizes the action, an order under this act may censure, impose a bar, or impose a civil fine in an amount not to exceed a maximum of \$10,000.00 for a single violation or \$500,000.00 for more than 1 violation on a registrant and, if the registrant is a broker-dealer or investment adviser, on a partner, officer, or director, a person having a similar status or performing similar functions, or a person directly or indirectly in control of the broker-dealer or investment adviser.
11. Section 412(4) of the Securities Act, MCL 451.2412(4) states in relevant part:
- (4) A person may be disciplined under subsections (1) to (3) if any of the following apply to the person:

³ Transition Order 6 is attached as Exhibit 6.

(a) The person filed an application for registration in this state under this act or the predecessor act within the previous 10 years, which as of the effective date of registration or as of any date after filing in the case of an order denying effectiveness, was incomplete in any material respect or contained a statement that, in light of the circumstances under which it was made, was false or misleading with respect to a material fact.

(b) The person willfully violated or willfully failed to comply with this act or act or a rule adopted or order issued under this act or the predecessor act within the previous 10 years.

(m) The person has engaged in dishonest or unethical practices in the securities, commodities, investment, franchise, banking, finance, or insurance business within the previous 10 years...

12. Section 412(7) of the Securities Act, MCL 451.2412(7), states:

(7) Except under subsection (6), an order shall not be issued under this section unless all of the following have occurred:

- (a) Appropriate notice has been given to the applicant or registrant.
- (b) Opportunity for hearing has been given to the applicant or registrant.
- (c) Findings of fact and conclusions of law have been made on the record pursuant to the administrative procedures act of 1969, 1969 PA 306, MCL 24.201 to 24.328.

13. The Administrator may revoke, suspend, condition or limit Respondent's investment adviser registration pursuant to section 412(2) of the Securities Act, MCL 451.2412(2), because it is in the public interest, and because:

- A. Respondent failed to update its Form ADV in multiple respects which are more fully described in paragraphs (I)(5) and (I)(6) herein, notwithstanding the fact that the Bureau put Respondent and Michael L. Wood on notice of many of the necessary updates (those described in (I)(5)) in June 2015, causing the applicability of section 412(4)(a) of the Securities Act, MCL 451.2412(4)(a), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- B. Respondent, through its owner Michael L. Wood, has willfully failed to comply with the Securities Act and orders issued under the Securities Act by failing to correct an inadequate contract with many of its clients, notwithstanding instructions given by the Bureau in June 2015 to do so, contrary to Transition Order 1, paragraph 12, causing the applicability of section 412(4)(b) of the Securities Act, MCL 451.2412(4)(b), which gives the Administrator cause to

issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).

- C. Respondent, through its owner Michael L. Wood, has willfully failed to comply with the Securities Act and orders issued under the Securities Act by accepting custody of client funds as a co-trustee of client accounts, contrary to Transition Order 6 and section 411(6) of the Securities Act, MCL 451.2411(6), causing the applicability of section 412(4)(b) of the Securities Act, MCL 451.2412(4)(b), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- D. Respondent, through its owner Michael L. Wood, engaged in dishonest or unethical behaviors in the securities industry by charging, collecting, and retaining sub-advisory fees from clients when the clients were not actually referred to sub-advisers, and adequate disclosure regarding the fees was never made to clients, contrary to section 412(4)(m), MCL 451.2412(4)(m), which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).
- E. Respondent, through its associated person Michael L. Wood, engaged in further dishonest or unethical behavior by accepting custody of client funds without complying with the requirements of Transition Order 6, causing the applicability of section 412(4)(m) of the Securities Act, which gives the Administrator cause to issue an order under sections 412(2) and 412(3) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(3).

II. ORDER.

The Administrator finds that this ORDER is authorized, appropriate, and in the public interest based on the above-cited facts and law.

IT IS ORDERED as follows:

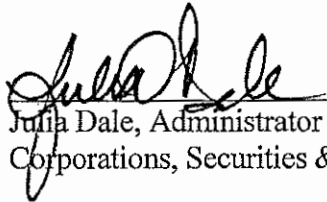
1. The Administrator intends TO REVOKE, SUSPEND, CONDITION, OR LIMIT THE INVESTMENT ADVISER REGISTRATION OF LEGACY PLANNING & ASSOCIATES, INC. under section 412(2) of the Securities Act, MCL 451.2412(2), because it has failed to update its Form ADV investment adviser application; because it has willfully violated the Securities Act and orders issued thereunder; and because it has engaged in dishonest or unethical business practices in the securities industry within the previous 10 years, all of which support the revocation, suspension, conditioning, or limitation of its investment adviser registration under the above-cited provisions of the Michigan Uniform Securities Act (2002), 2008 PA 551, MCL 451.2101 *et seq.*
2. In her final order, the Administrator intends to impose a civil fine of \$50,000.00 against Respondent under section 412(3) of the Securities Act, MCL 451.2412(3).

3. In accordance with sections 412(2) and 412(7) of the Securities Act, MCL 451.2412(2) and MCL 451.2412(7): This is NOTICE that the Administrator intends to commence administrative proceedings to revoke, suspend, condition, or limit Respondent's investment adviser registration, and that Respondent has thirty (30) days after the date that this Order is served on Respondent to respond in writing to the enclosed Notice of Opportunity to Show Compliance. If the Administrator timely receives a written request, depending upon the election, the Administrator shall either promptly schedule a compliance conference, or schedule a hearing within fifteen (15) days after receipt of the written request. If you fail to respond to this Notice and Order within the time frame specified, the Administrator shall schedule a hearing. If a hearing is requested or ordered, the Administrator, after notice of and an opportunity for hearing to Respondent, may modify or vacate this Order or extend the Order until final determination.

If Respondent requests a hearing, the request must be in writing and filed with the Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau, Regulatory Compliance Division, P.O. Box 30018, Lansing, MI 48909.

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

By:



Julia Dale, Administrator and Director
Corporations, Securities & Commercial Licensing Bureau