



NOW THEREFORE, in consideration of the mutual undertakings contained in this Agreement, the Department and the Respondent hereby agree to settle this matter pursuant to the following terms and conditions:

**STIPULATIONS AND CONSENTS**

- I. Without admitting or denying any of the Department's allegations, the Respondents stipulate and consent to the following:
- A. Pay a fine in the amount of \$10,000, all of which is suspended except for \$1,000. The \$1,000 shall be paid to the State of Montana no later than one year from the date of the Final Order.
  - B. Respondent Keller shall not seek licensure to sell securities or provide investment advice in the state of Montana without the prior written consent of the Department.
  - C. Respondent Fidelity First Financial Group LLC shall not seek licensure as a broker/dealer or investment advisor to transact securities business in the state of Montana without the prior written consent of the Department.
  - D. The Respondents fully and forever release and discharge the Commissioner, the Department, and all Department employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this Agreement.
  - E. This Agreement is entered without adjudication of any issue, law or fact. It is entered into solely for the purpose of resolving the Department's investigation and allegations, and is not intended to be used for any other purpose.

For any person or entity not a party to this Agreement, this Agreement does not limit or create any private rights or remedies against the Respondents including, limit or create liability of Respondents, or limit or create defenses of Respondents, to any claims.

F. Upon execution of this Agreement, the Respondents acknowledge and waive their right to appeal the Commissioner's Order.

G. The applicable statute of limitation, Mont. Code Ann. § 30-10-305(4)(b), is hereby tolled for a period of two years from the date of the Final Order with regard to the allegations set forth in the Agency Action filed by the Department.

H. In the event either Respondent violates the terms of this Consent Agreement and Final Order at any time during the two-year tolling period set forth above, the Department shall have the right to seek additional fines of up to \$25,000 proportionate to any such violation(s).

II. The Department and the Respondents agree and acknowledge:

A. This Agreement constitutes the entire agreement between the parties and that no other promises or agreements, either express or implied, have been made by the Department or by any member, officer, agent or representative of the Department to induce Respondents to enter into this Agreement.

B. This Agreement may not be modified orally and any subsequent modifications to this Agreement must be mutually agreed upon in writing to be effective.

C. This Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

D. Upon execution of this Agreement, the Department will not commence an administrative action against the Respondents based upon the activities giving rise to the Department's investigation that occurred prior to the execution of this Agreement.

E. This Agreement shall be effective upon signing of the Final Order.

F. This Agreement and Final Order are public records under Montana law and as such may not be sealed or otherwise withheld from the public.

DATED this 13<sup>th</sup> day of May, 2011.

19th

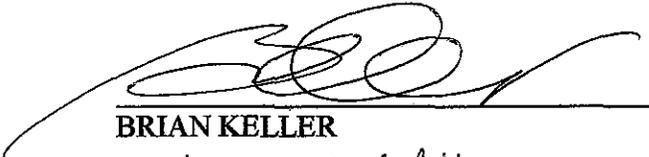
**SECURITIES DEPARTMENT**

By: 

JESSE LASLOVICH  
Chief Legal Counsel

DATED this 13<sup>th</sup> day of May, 2011.

**RESPONDENTS:**

  
BRIAN KELLER

First Fidelity  
Financial Group, LLC  
FIRST FIDELITY FINANCIAL  
GROUP LLC

By: BRIAN KELLER  
Printed Name

Its: MANAGING MEMBER

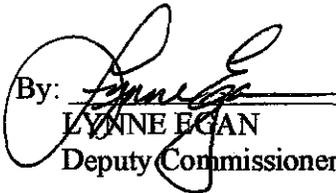
**FINAL ORDER**

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603 and Mont. Code Ann. §§ 30-10-101, *et seq.*, and upon review of the foregoing Consent Agreement and good cause appearing therefore,

IT IS HEREBY ORDERED that the foregoing Consent Agreement between the Securities Department and the Respondents, Brian Keller and Fidelity First Financial Group LLC, is adopted as if set forth fully herein.

DATED this <sup>th</sup> 20 day of May, 2011.

MONICA J. LINDEEN  
Commissioner of Securities and Insurance  
Montana State Auditor

By:   
LYNNE EGAN  
Deputy Commissioner of Securities

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that this 23 day of May, 2011, a true and correct copy of the foregoing Consent Agreement and Final Order was served upon the following by hand delivery or by depositing the same in the United States mail postage paid and addressed as follows:

**VIA USPS:**

Keller, Reynolds, Drake, Johnson and Gillespie, P.C.  
Mr. Gregory A. Van Horssen, Esq.  
P.O. Box 598  
Helena, MT 59624

**VIA HAND DELIVERY:**

Jesse Laslovich, CSI Chief Legal Counsel

A handwritten signature in black ink, appearing to read "Jesse Laslovich", is written over a horizontal line.