

STATE OF MAINE
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, MAINE 04333

_____))
IN THE MATTER OF:))
))
Wind River Capital Management, Inc.))
William S. Clark and))
John Benjamin Wootten))
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_____))

CONSENT AGREEMENT
No. 04-080-CAG

This Agreement is entered into by the State of Maine Office of Securities ("Securities"), Wind River Capital Management, Inc. ("Wind River"), a corporation with a principal place of business at 5 School Street, Suite 3, Ellsworth, Maine, William S. Clark ("Clark") and John Benjamin Wootten ("Wootten"), investment adviser representatives affiliated with Wind River.

WHEREAS, the parties agree as follows:

1. Pursuant to 32 M.R.S.A. § 10303(1), a person may not act in Maine as an investment adviser or an investment adviser representative unless licensed or exempt from licensing under the Revised Maine Securities Act;
2. Pursuant to 32 M.R.S.A. § 10303(3) it is unlawful for an investment adviser licensed or required to be licensed under the Revised Maine Securities Act to employ or contract with an individual as a representative of the investment adviser in Maine unless the individual is licensed;
3. Securities has reviewed Wind River's licensing record and has found that it has not been licensed as an investment adviser since January 1, 2002;
4. Securities has reviewed Clark's and Wootten's licensing records and has found that neither Clark nor Wootten has held an investment adviser representative's license in Maine from September 2002 to the

present, during which time investment adviser representatives have been required to be licensed in Maine.

5. It is Securities' position that Wind River has acted as an investment adviser in Maine without being licensed or exempt from licensing; and
6. It is Securities' position that Clark and Wootten have acted as investment adviser representatives in Maine without being licensed or exempt from licensing; and
7. All parties desire an expeditious resolution of this matter.

NOW THEREFORE, without trial or adjudication of any issue of fact or law, and without Wind River, Clark or Wootten admitting or denying that their conduct violated the Revised Maine Securities Act, it is agreed that:

Wind River, Clark and Wootten will comply with all licensing and other legal requirements governing persons acting as investment advisers and investment adviser representatives in the State of Maine at all times from the date hereof;

In lieu of Securities seeking the imposition of a penalty for the allegations contained herein, Wind River, Clark and Wootten will pay the sum of \$13,000.00 to Securities upon Wind River's, Clark's and Wootten's execution of this Agreement; and

Securities will not take further action against Wind River, Clark or Wootten based upon the unlicensed status of Wind River, Clark and Wootten during the period preceding and including the date of execution of the Agreement.

Wind River Capital Management, Inc.
By:

April 2, 2004
Date

/s/ William S. Clark
Signature

William S. Clark
(printed name)

Its President

April 2, 2004
Date

/s/ William S. Clark
William S. Clark

April 2, 2004
Date

/s/ John Benjamin Wootte n
John Benjamin Wootten

April 5, 2004
Date

/s/ Christine A. Bruenn
Christine A. Bruenn
Securities Administrator

Reviewed by:

April 6, 2004
Date

/s/ Christina V. Breen
Christina V. Breen
Assistant Securities Administrator

Submitted by:

April 5, 2004
Date

/s/ Christian D. Van Dyck
Christian D. Van Dyck
Investigator/Examiner