STATE OF NORTH CAROLINA

Department of The Secretary of State

IN THE MATTER OF:	)	
	)	
NORTH CAROLINA SECURITIES DIVISION,	)	
	)	
Petitioner,	)	
	)	
vs.	)	**CONSENT ORDER**
	)	
STRATEGIC PLANNING CORPORATION 9 Ivy Brook Court Greensboro, North Carolina 27407; and	)	**FILE NO. 05-027-IG**
	)	
RICHARD MICHAEL FLANDERS and any and all other persons or entities occupying the status or function of executive officer or director of STRATEGIC PLANNING CORPORATION,	)	
	)	
Respondents.	)	

The Securities Administrator, acting through her duly appointed Deputy Securities Administrator, pursuant to and under all authority granted by Chapter 78C of the North Carolina General Statutes (the North Carolina Investment Advisers Act), and with the consent of the above-named Respondents **STRATEGIC PLANNING CORPORATION** (hereinafter referred to as Respondent or "SPC") and **RICHARD MICHAEL FLANDERS** (hereinafter referred to as Respondent or "Flanders") does hereby enter into this Consent Order in settlement of the above-captioned matter. Respondents admit and

stipulate to the facts and findings set forth herein and consents to the entry of this Consent Order.

FINDINGS OF FACT

1. The Respondent Strategic Planning Corporation (hereinafter "SPC") is a North Carolina corporation. Records of the Department of the North Carolina Secretary of State's Corporations Division show that SPC lists its principal place of business at Suite 124, 200 Centreport Drive, Greensboro, North Carolina 27409. An SPC website lists its principal place of business at 9 Ivey Brook Court, Greensboro, North Carolina 27407.

2. On August 18, 2003, SPC filed an initial Uniform Application for Investment Adviser Registration with the North Carolina Department of the Secretary of State Securities Division (Form ADV). This application was executed under oath by SPC's president, Richard Michael Flanders, and is accompanied by a consent to service of process as required by N.C.G.S. §78C-46(b). SPC's application included Form ADV, completed in accordance with the form instructions and filed with the Investment Adviser Registration Depository (IARD) pursuant to N.C.G.S. §78C-17(a).

3. On August 21, 2003, SPC's application for registration as a North Carolina investment adviser was approved. SPC was assigned IARD/CRD Number 118775.

4. In August 2003 Respondent Richard Michael Flanders (hereinafter "Flanders") was, and has continuously been since said date, president of SPC and, in such capacity, is automatically registered as an investment adviser representative in North Carolina, pursuant to the provisions of N.C.G.S. §78C-17(a).

5. On April 26, 2005, pursuant to the provisions of N.C.G.S. §78C-18(e) the Securities Division conducted a routine examination of the books and records of SPC to verify the firm's compliance with the North Carolina Investment Advisers Act.

6. By reviewing SPC's records the Securities Division determined that SPC maintained a place of business within North Carolina and offered investment advisory services to the public for compensation.

7. By reviewing SPC's records the Division determined that SPC referred to itself as a duly registered investment adviser and provided to clients an Investment Adviser Client Agreement Portfolio Management Services agreement.

8. The Division's review of SPC's records on the Investment Adviser Registration Depository (IARD) disclosed that the registration status of SPC expired as of December 31, 2004.

9. As a result of SPC's registration expiring as an investment adviser, Flanders's automatic registration as an investment advisor representative also expired on December 31, 2004, in accordance with N.C.G.S.§78C-17.

10. From January 2, 2005 to the present, IARD records for SPC list the status of SPC's investment adviser registration as "failed to renew."

11. On June 28, 2005, the Division mailed a letter to the Respondents addressing their failures to renew their investment adviser and investment adviser representative registrations, and allowed for a period of 10 days from receipt of the letter for SPC to come into compliance with the North Carolina Investment Advisers Act.

12. The letter was sent certified mail return requested to R. Michael Flanders, Strategic Planning Corporation, 9 Ivy Brook Court, Greensboro, North Carolina 27407, and postal records indicate that Amy Flanders signed for the letter on June 30, 2005.

13. From June 30, 2005 to October 20, 2005, SPC and Flanders have failed to renew their investment adviser registration and investment adviser representative registration as required by the North Carolina Investment Advisers Act.

14. On October 20, 2005 the Division file an Administrative Petition against the Respondents seeking a Summary Order to Cease and Desist investment adviser activities.

15. On October 20, 2005, a Summary Order to Cease and Desist was entered against the Respondents in response to the Administrative Petition filed by the Division and served upon the Respondents by certified mail return receipt requested.

16. Postal records indicate that Flanders signed for the above-mentioned documents on October 26, 2005.

17. The above-described failures to comply with the registration requirements of the North Carolina Investment Advisers Act by SPC and Flanders constitute willful violations of Chapter 78C of the North Carolina General Statutes and the rules promulgated thereunder.

BASED UPON THE FOREGOING findings of fact, and with the consent of the Respondents, the Deputy Securities Administrator makes the following:

CONCLUSIONS OF LAW

1. The Securities Administrator has jurisdiction over the subject matter of this proceeding and over the Respondents.

2. The Respondents SPC and Flanders have not maintained active investment adviser and investment adviser representative registrations as required by N.C.G.S. §78C-16 and 78C-17 and the rules promulgated thereunder.

3. The entry of this Consent Order is in the public interest for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the North Carolina Investment Advisers Act.

NOW, THEREFORE, with the consent, stipulation and agreement of the Respondent it is **HEREBY ORDERED** that:

1. Respondent SPC shall cease and desist acting as an investment adviser in North Carolina unless and until it is duly registered.

2. Respondent Richard Michael Flanders shall cease and desist acting as an investment adviser representative in North Carolina until and unless SPC becomes duly registered as an investment adviser in North Carolina.

3. Respondents shall not further violate any of the provisions the North Carolina Investment Advisers Act and the rules promulgated thereunder.

4. Respondents shall pay the sum of one thousand dollars ($1,000.00) in settlement of this matter, to be deposited in the Investor Protection and Education Trust Fund in accordance with N.C.G.S. §147-54.5. The monies shall be paid in 4 equal payments of $250.00 beginning on or before January 30, 2006 and continuing to be paid on or before February 28, 2006; on or before March 28, 2006; on or before April 25, 2006.

5. Respondents agree that they will not engage in any financial planning or asset management services until registered with the North Carolina Securities Division as an Investment Adviser, which will not occur until the money is paid in full.

6. Upon entry and full compliance with this Consent Order the Administrator agrees to dismiss the Administrative Petition filed against the Respondents and this Consent Order shall supercede and replace the October 20, 2005 Summary Order to Cease and Desist against the Respondents.

Each Respondents, by execution of this Consent Order, waive all rights to a hearing and judicial review thereof. Said Respondents affirmatively state they have freely agreed to the entry of this Order, and that no threats, promises or offers of any kind, other than as stated in this document, have been made by the Securities Administrator, Deputy Securities Administrator, any member of the staff of the Securities Division, or any agent or employee of the Department of the Secretary of State in connection with the entry of this Consent Order.

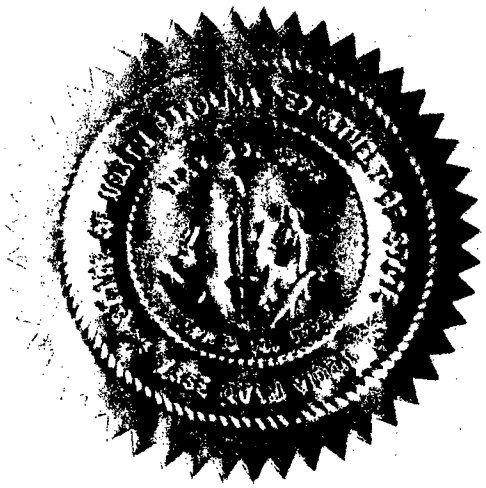
AGREED AND CONSENTED TO this the 25th day of January 2006.

By: _____

RESPONDENT:
Strategic Planning Corporation

By: _____

Richard Michael Flanders
President, Strategic Planning Corporation

ELAINE F. MARSHALL
SECRETARY OF STATE OF NORTH CAROLINA and
SECURITIES ADMINISTRATOR

by: _____
David S. Massey
Deputy Securities Administrator