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BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

COMMISSIONERS

DOCKETED

MAY - 4 2011

GARY PIERCE, Chairman  
BOB STUMP  
SANDRA D. KENNEDY  
PAUL NEWMAN  
BRENDA BURNS

DOCKETED BY

*MM*

In the matter of

JOSEPH MACK and Helen Marie Mack,  
husband and wife, dba Secure Retirement  
Solutions,

MACK FINANCIAL GROUP, LLC, an  
Arizona limited liability company, and

DARIN WHITTINGTON, CRD #2569037,  
and Gina Whittington, husband and wife,

Respondents.

DOCKET NO. S-20768A-10-0463

DECISION NO. 72284

**ORDER TO CEASE AND DESIST, ORDER  
FOR RESTITUTION, ORDER OF  
REVOCATION AND DENIAL, ORDER FOR  
ADMINISTRATIVE PENALTIES AND  
CONSENT TO SAME**

**BY: RESPONDENTS JOSEPH MACK AND  
HELEN MARIE MACK AND MACK  
FINANCIAL GROUP, LLC**

**AND**

**BY: RESPONDENTS DARIN  
WHITTINGTON AND GINA WHITTINGTON**

JOSEPH MACK, HELEN MARIE MACK, MACK FINANCIAL GROUP, LLC, DARIN  
WHITTINGTON and GINA WHITTINGTON elect to permanently waive any right to a hearing  
and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.*  
("Securities Act") with respect to this Order To Cease and Desist, Order For Restitution, Order of  
Revocation and Denial, Order For Administrative Penalties and Consent To Same ("Order").  
JOSEPH MACK, HELEN MARIE MACK, MACK FINANCIAL GROUP, LLC, DARIN  
WHITTINGTON and GINA WHITTINGTON admit the jurisdiction of the Arizona Corporation  
Commission ("Commission"); admit only for purposes of this proceeding and any other proceeding

1 in which the Commission is a party, the Findings of Fact and Conclusions of Law contained in this  
2 Order; and consent to the entry of this Order by the Commission.

3 **I.**

4 **FINDINGS OF FACT**

5 1. JOSEPH MACK ("MACK") is a resident of Phoenix, Arizona. During all relevant  
6 times, MACK was a member of MACK FINANCIAL GROUP, LLC and did business as Secure  
7 Retirement Solutions.

8 2. MACK FINANCIAL GROUP, LLC ("MACK FINANCIAL") is an Arizona limited  
9 liability company organized on December 16, 2005. MACK FINANCIAL is a member-managed  
10 limited liability company whose members include MACK and HELEN MARIE MACK ("HELEN  
11 MACK").

12 3. DARIN WHITTINGTON ("WHITTINGTON") CRD #2569037, is a resident of  
13 Phoenix, Arizona. From May 3, 2004 through June 12, 2008, WHITTINGTON was a registered  
14 securities salesman with Jefferson Pilot Securities Corporation. From January 2, 2009 through January  
15 1, 2010, WHITTINGTON was a registered securities salesman with Sammons Securities Company,  
16 LLC. As of March 12, 2010, WHITTINGTON has a pending securities salesman registration  
17 application with the Commission.

18 4. At all relevant times, HELEN MACK was the spouse of Respondent MACK. At all  
19 relevant times, GINA WHITTINGTON was the spouse of WHITTINGTON. HELEN MACK and  
20 GINA WHITTINGTON may be referred to as "Respondent Spouses." Respondent Spouses had no  
21 role in any of the activities set forth herein, other than by reason of their marriage to respondents  
22 MACK and WHITTINGTON. HELEN MACK and GINA WHITTINGTON are joined in this action  
23 under A.R.S. § 44-2031(C) solely for purposes of determining the liability of their respective marital  
24 communities.

25 5. At all times relevant, MACK and WHITTINGTON were acting for their own benefit  
26 and for the benefit or in furtherance of their respective marital communities.

1           6.     MACK and WHITTINGTON are licensed insurance agents in the state of Arizona.  
2 They conduct seminars, in Arizona and other states, on insurance and annuity products. At all  
3 relevant times, MACK, MACK FINANCIAL, and WHITTINGTON had a verbal commission  
4 sharing agreement for their jointly held clients.

5           7.     MACK, MACK FINANCIAL, and WHITTINGTON retained a company to send out  
6 invitations to prospective clients to attend free lunch or dinner workshops (hereinafter  
7 "Workshops"). The invitations stated that the attendees would receive meals; then MACK, MACK  
8 FINANCIAL, and/or WHITTINGTON would discuss financial matters. The invitations stated that  
9 "Secure Retirement Solutions" would conduct the Workshops.

10          8.     MACK, MACK FINANCIAL, and WHITTINGTON stated to investors that the  
11 Workshops related to their insurance/annuity business. However, according to a number of  
12 investors, at least part of the Workshops related to a foreign currency investment program ("Forex  
13 Investment[s]") issued through Oxford Private Client Group and Oxford Global Partner ("Oxford").

14          9.     Beginning in about April 2008 and continuing through July 2009, in addition to their  
15 insurance and annuity business, MACK, MACK FINANCIAL, and WHITTINGTON offered, to  
16 pre-existing clients and individuals who attended the Workshops, the Forex Investment.

17          10.    MACK, MACK FINANCIAL, and WHITTINGTON provided to prospective  
18 investors documents from Oxford that described the Forex Investment as follows: "It is an  
19 investment methodology that provides a multitude of investors with the opportunity to participate  
20 in the world's largest market. It is not an investment product, but rather a strategy that seeks to take  
21 advantage of economic imbalances in the global currency and banking system to generate  
22 consistently high yields." The documents represented that the "strategy seeks to provide an  
23 enhanced return to the investor that captures the largest interest rate spread in G-5 currencies, and  
24 then modestly leverages that spread to provide an enhanced return."

25          11.    Oxford represented that two accounts were to be set up for each [investor] and  
26 offsetting positions were then executed. The first account would hold a long position in a high

1 yielding currency against a lower yielding currency. The second account was a short position equal  
2 to the first account held at a Sharia<sup>1</sup>-compliant bank. The purpose of the second account was to  
3 hedge or offset the currency fluctuation risk. The investors would make money through the  
4 difference between the two accounts (the "spread").

5 12. If their clients were interested in the Forex Investments, MACK and  
6 WHITTINGTON directed the investors to wire their funds directly to Oxford in order to participate  
7 in the Forex Investment.

8 13. MACK, MACK FINANCIAL, and WHITTINGTON received information from  
9 Oxford, about the Forex Investments. According to the information, the Forex Investments were  
10 fully hedged and would pay a return of approximately 10 – 10.5%. Further, MACK, MACK  
11 FINANCIAL, and WHITTINGTON told investors the minimum investment was \$50,000 for 48  
12 months.

13 14. MACK, MACK FINANCIAL, and WHITTINGTON represented to offerees and  
14 investors that they believed the Forex Investments were secure. In some instances, MACK, MACK  
15 FINANCIAL, and WHITTINGTON stated the Forex Investments were hedged to minimize risk.  
16 However, a number of investors believed that the Forex Investments were guaranteed. MACK  
17 disclosed to some investors that he and his family had made a substantial investment into the Forex  
18 Investment.

19 15. MACK, MACK FINANCIAL, and WHITTINGTON introduced the Forex  
20 Investments to new and existing clients. In order to receive additional information on the  
21 investments, the clients were told to contact Oxford directly. However, at least two investors stated  
22 they only spoke with MACK or WHITTINGTON regarding the Forex Investments. Some  
23 investors allege that they spoke with representatives from Oxford only after they were informed, in  
24 July 2009, that there were problems with the investments. On several occasions, MACK, MACK  
25

26 <sup>1</sup> The body of Islamic religious law that believes making money from money is usury and therefore not permitted.

1 FINANCIAL or WHITTINGTON, assisted clients to fill out and complete Oxford investment  
2 applications.

3 16. Each investor signed a "Management Agreement" with Oxford Global Advisors,  
4 LLC. Each investor also signed a "Customer Trading Agreement Foreign Exchange and Bullion"  
5 ("Customer Trading Agreement") purportedly with Crown Forex. Pursuant to the Customer  
6 Trading Agreement, Crown Forex was to purchase and sell foreign currency for each investor's  
7 account.

8 17. In November 2009, the U.S. Securities and Exchange Commission and the  
9 Commodity Futures Trading Commission ("CFTC") brought suit against Oxford and its principals  
10 for securities fraud and commodities fraud, and for maintaining a Ponzi scheme.

11 18. On or about April 14, 2010, Trevor Cook, a key Oxford principal, pleaded guilty to  
12 mail fraud and tax evasion in connection with the Oxford Forex matter and other matters.

13 19. On August 25, 2010, Trevor Cook was sentenced to two hundred forty (240) months  
14 in prison and ordered to pay criminal restitution in the amount of \$158,211,092.34 to Oxford  
15 investors.

16 20. MACK maintained a database of the individuals that he and WHITTINGTON  
17 referred to Oxford.

18 21. Initially, MACK, MACK FINANCIAL, and WHITTINGTON received  
19 compensation from Oxford in the amount of three percent of the funds invested by those investors  
20 they referred to the Forex Investment. At some point, the amount changed and MACK, MACK  
21 FINANCIAL, and WHITTINGTON then received approximately two percent of the amount  
22 invested by those investors they referred to the Forex Investment. In each case, the compensation  
23 paid to MACK or WHITTINGTON was paid only when an investment was made in the Forex  
24 Investment.

25 22. MACK and MACK FINANCIAL received \$165,902.91 in compensation from  
26 Oxford.

1           23.     Family members of MACK invested a total of \$300,000 in the Forex Investment  
2 through a family trust (the "MACK Family Investment"). MACK, himself, invested \$50,000 into  
3 the MACK Family Investment.

4           24.     WHITTINGTON received \$104,201.00 in compensation from Oxford.

5           25.     From April 2008 to July 2009, Oxford raised over \$9 million from 70 investors who  
6 were clients of MACK, MACK FINANCIAL and WHITTINGTON and to whom MACK, MACK  
7 FINANCIAL and WHITTINGTON presented information regarding the Forex Investment.  
8 Approximately 34 investors were jointly held clients of MACK, MACK FINANCIAL, and  
9 WHITTINGTON.

10          26.     At all relevant times, MACK and MACK FINANCIAL were not registered  
11 securities dealers.

12          27.     At all relevant times, MACK was not registered as a securities salesman.

13          28.     From June 13, 2008 through January 1, 2009, WHITTINGTON was not registered  
14 as a securities dealer or salesman.

15          29.     WHITTINGTON was a registered securities salesman with Jefferson Pilot Securities  
16 Corporation from May 3, 2004, to June 12, 2008. WHITTINGTON then became a registered  
17 securities salesman with Sammons Securities Company, LLC, beginning January 2, 2009, to  
18 January 1, 2010. On March 12, 2010, WHITTINGTON, through Center Street Securities, Inc.,  
19 submitted a securities salesman application to the Division, which is currently pending.

20          30.     While employed with Jefferson Pilot Securities Corporation and Sammons  
21 Securities Company, WHITTINGTON referred clients to the Forex Investments offered through  
22 Oxford. The securities transactions involving the Forex Investments offered through Oxford were  
23 not recorded on the records of the dealers with whom WHITTINGTON was registered at the time  
24 of the transactions. This sales practice is known as "selling away," and is defined under rules of the  
25 Commission as "dishonest and unethical conduct."  
26

31. The Commission has made no allegations, other than the matters set forth above, that MACK, WHITTINGTON or MACK FINANCIAL engaged in any dishonest or unethical conduct with respect to the sale of any insurance product.

## II.

## CONCLUSIONS OF LAW

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.

2. JOSEPH MACK, MACK FINANCIAL GROUP, LLC and DARIN WHITTINGTON offered or sold securities within or from Arizona, within the meaning of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

3. JOSEPH MACK, MACK FINANCIAL GROUP, LLC and DARIN WHITTINGTON violated A.R.S. § 44-1841 by offering or selling securities that were neither registered nor exempt from registration.

4. JOSEPH MACK, MACK FINANCIAL GROUP, LLC and DARIN WHITTINGTON violated A.R.S. § 44-1842 by offering or selling securities while neither registered as dealers or salesmen nor exempt from registration when they received compensation from Oxford..

5. Pursuant to A.R.S. § 44-1962(A)(2) and (10), DARIN WHITTINGTON's conduct is grounds to revoke his registration as a securities salesman and deny his March 12, 2010, securities salesman registration application filed with the Commission. Specifically, DARIN WHITTINGTON:

a. violated A.R.S. §§ 44-1841 and 44-1842 of the Securities Act, within the meaning of A.R.S. §§ 44-1962(A)(2), by offering and selling unregistered securities within or from the state of Arizona; and

b. engaged in practices in enumerated in A.R.S. §44-1962(A)(10) and A.A.C. R14-4-130(A)(17), in connection with securities transactions that were not recorded

1 on the records of the dealer with whom he was registered at the time of the  
2 transactions.

3 6. JOSEPH MACK's and MACK FINANCIAL GROUP, LLC's conduct is grounds  
4 for a cease and desist order pursuant to A.R.S. § 44-2032.

5 7. DARIN WHITTINGTON's conduct is grounds for a cease and desist order pursuant  
6 to A.R.S. § 44-2032 and A.R.S. § 44-1962.

7 8. JOSEPH MACK's and MACK FINANCIAL GROUP, LLC's conduct is grounds  
8 for an order of restitution pursuant to A.R.S. § 44-2032.

9 9. DARIN WHITTINGTON's conduct is grounds for an order of restitution pursuant  
10 to A.R.S. § 44-2032 and A.R.S. § 44-1962.

11 10. JOSEPH MACK's and MACK FINANCIAL GROUP, LLC's conduct is grounds  
12 for administrative penalties under A.R.S. § 44-2036.

13 11. DARIN WHITTINGTON's conduct is grounds for administrative penalties under  
14 A.R.S. § 44-2036 and A.R.S. § 44-1962.

15 12. JOSEPH MACK and DARIN WHITTINGTON acted for the benefit of their  
16 respective marital communities and, pursuant to A.R.S. §§ 25-214 and 25-215, this Order of  
17 restitution and administrative penalties is a debt of the marital communities.

18 **III.**

19 **ORDER**

20 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and the consents  
21 to the entry of this Order, attached and incorporated by reference, by JOSEPH MACK, HELEN  
22 MARIE MACK, MACK FINANCIAL GROUP, LLC, DARIN WHITTINGTON and GINA  
23 WHITTINGTON, the Commission finds that the following relief is appropriate, in the public  
24 interest, and necessary for the protection of investors:  
25  
26



1 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that JOSEPH MACK, MACK  
2 FINANCIAL GROUP, LLC and DARIN WHITTINGTON, and any of their agents, employees,  
3 successors and assigns, permanently cease and desist from violating the Securities Act.

4 IT IS FURTHER ORDERED that JOSEPH MACK, HELEN MARIE MACK, MACK  
5 FINANCIAL GROUP, LLC, DARIN WHITTINGTON and GINA WHITTINGTON comply with  
6 the attached Consent to Entry of Order.

7 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that JOSEPH MACK,  
8 individually, the marital community of JOSEPH MACK and HELEN MARIE MACK, and MACK  
9 FINANCIAL GROUP, LLC, jointly and severally, shall pay restitution to the Commission in the  
10 principal amount of \$165,902.91. Payment is due in full on the date of this Order. Payment shall  
11 be made to the "State of Arizona" to be placed in an interest-bearing account controlled by the  
12 Commission. Any principal amount outstanding shall accrue interest at a rate pursuant to A.R.S. §  
13 44-1201, from the date of Order until paid in full.

14 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that DARIN  
15 WHITTINGTON, individually, and the marital community of DARIN WHITTINGTON and GINA  
16 WHITTINGTON, jointly and severally, shall pay restitution to the Commission in the principal  
17 amount of \$104,201.00. Payment is due in full on the date of this Order. Payment shall be made to  
18 the "State of Arizona" to be placed in an interest-bearing account controlled by the Commission.  
19 Any principal amount outstanding shall accrue interest at a rate pursuant to A.R.S. § 44-1201, from  
20 the date of Order until paid in full.

21 The Commission shall disburse the funds on a pro-rata basis to investors shown on the  
22 records of the Commission. Any restitution funds that the Commission cannot disburse because an  
23 investor refuses to accept such payment, or any restitution funds that cannot be disbursed to an  
24 investor because the investor is deceased and the Commission cannot reasonably identify and  
25 locate the deceased investor's spouse or natural children surviving at the time of the distribution,  
26 shall be disbursed on a pro-rata basis to the remaining investors shown on the records of the

1 Commission. Any funds that the Commission determines it is unable to or cannot feasibly disburse  
2 shall be transferred to the general fund of the state of Arizona.

3 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that JOSEPH MACK,  
4 individually; the marital community of JOSEPH MACK and HELEN MARIE MACK; and MACK  
5 FINANCIAL GROUP, LLC, jointly and severally, shall pay an administrative penalty in the  
6 amount of \$50,000. Payment is due in full on the date of this Order. Payment shall be made to the  
7 "State of Arizona." Any amount outstanding shall accrue interest as allowed by law.

8 IT IS FURTHER ORDERED, pursuant to A.R.S. §§ 44-2036 and 44-1962, that DARIN  
9 WHITTINGTON, individually, and the marital community of DARIN WHITTINGTON and GINA  
10 WHITTINGTON, jointly and severally, shall pay an administrative penalty in the amount of  
11 \$50,000. Payment is due in full on the date of this Order. Payment shall be made to the "State of  
12 Arizona." Any amount outstanding shall accrue interest as allowed by law.

13 IT IS FURTHER ORDERED that payments received by the state of Arizona shall first be  
14 applied to the restitution obligations. Upon payment in full of the restitution obligations, payments  
15 shall be applied to the penalty obligations.

16 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-1962, that DARIN  
17 WHITTINGTON'S securities salesman registration is revoked and his pending application is  
18 denied.

19 For purposes of this Order, a bankruptcy filing by JOSEPH MACK, HELEN MARIE  
20 MACK, MACK FINANCIAL GROUP, LLC, DARIN WHITTINGTON or GINA  
21 WHITTINGTON shall be an act of default. If JOSEPH MACK, HELEN MARIE MACK, MACK  
22 FINANCIAL GROUP, LLC, DARIN WHITTINGTON or GINA WHITTINGTON do not comply  
23 with this Order, any outstanding balance may be deemed in default and shall be immediately due  
24 and payable.

25 IT IS FURTHER ORDERED, that if JOSEPH MACK, HELEN MARIE MACK, MACK  
26 FINANCIAL GROUP, LLC, DARIN WHITTINGTON and GINA WHITTINGTON fail to comply

with this order, the Commission may bring further legal proceedings against them, including application to the superior court for an order of contempt.

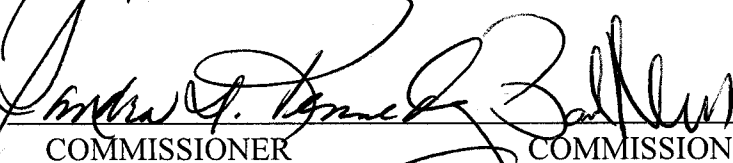
IT IS FURTHER ORDERED, that nothing in the Order shall be construed to preclude JOSEPH MACK, MACK FINANCIAL GROUP, HELEN MARIE MACK, DARIN WHITTINGTON or GINA WHITTINGTON from asserting in any private litigation not involving the Commission any defenses available to them at law or in equity, including asserting any factual defenses that may be available.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

  
CHAIRMAN

  
COMMISSIONER

  
COMMISSIONER

  
COMMISSIONER

  
COMMISSIONER

IN WITNESS WHEREOF, I, ERNEST G. JOHNSON, Executive Director of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 4th day of MAY, 2011.

  
ERNEST G. JOHNSON  
EXECUTIVE DIRECTOR

DISSENT

DISSENT

This document is available in alternative formats by contacting Shaylin A. Bernal, ADA Coordinator, voice phone number 602-542-3931, e-mail [sabernal@azcc.gov](mailto:sabernal@azcc.gov).  
(wlc)

**CONSENT TO ENTRY OF ORDER**

1  
2           1.     JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP,  
3 LLC, admit the jurisdiction of the Commission over the subject matter of this proceeding. JOSEPH  
4 MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC acknowledge that they  
5 have been fully advised of their right to a hearing to present evidence and call witnesses and they  
6 knowingly and voluntarily waive any and all rights to a hearing before the Commission and all  
7 other rights otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona  
8 Administrative Code. JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL  
9 GROUP, LLC acknowledge that this Order To Cease and Desist, Order For Restitution, Order For  
10 Administrative Penalties and Consent To Same ("Order") constitutes a valid final order of the  
11 Commission.

12           2.     JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
13 knowingly and voluntarily waive any right under Article 12 of the Securities Act to judicial review  
14 by any court by way of suit, appeal, or extraordinary relief resulting from the entry of this Order.

15           3.     JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
16 acknowledge and agree that this Order is entered into freely and voluntarily and that no promise  
17 was made or coercion used to induce such entry.

18           4.     JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
19 have been represented by an attorney in this matter. JOSEPH MACK, HELEN MARIE MACK and  
20 MACK FINANCIAL GROUP, LLC have reviewed this order with their attorneys, James Brophy,  
21 William B. McManus and Kevin R. Heaphy of Ryley Carlock & Applewhite, P.C., and understand  
22 all terms it contains. JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL  
23 GROUP, LLC acknowledge that their attorneys have apprised them of their rights regarding any  
24 conflicts of interest arising from dual representation. JOSEPH MACK, HELEN MARIE MACK  
25 and MACK FINANCIAL GROUP, LLC acknowledge that they have each given their informed  
26 consent to such representation.

1           5.       JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
2 admit only for purposes of this proceeding and any other proceeding in which the Commission is a  
3 party the Findings of Fact and Conclusions of Law contained in this Order. JOSEPH MACK,  
4 HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC agree that they shall not contest  
5 the validity of the Findings of Fact and Conclusions of Law contained in this Order in any present  
6 or future proceeding before the Commission.

7           6.       By consenting to the entry of this Order, JOSEPH MACK, HELEN MARIE MACK  
8 and MACK FINANCIAL GROUP, LLC agree not to take any action or to make, or permit to be  
9 made, any public statement denying, directly or indirectly, any Finding of Fact or Conclusion of  
10 Law in this Order or creating the impression that this Order is without factual basis, provided  
11 however, that nothing in this Consent to Entry of Order shall be construed to prohibit JOSEPH  
12 MACK, HELEN MARIE MACK or MACK FINANCIAL GROUP, LLC, from defending  
13 themselves, or from disputing any of the facts alleged in any civil or criminal action brought  
14 against them, other than any action by the Commission, or requiring that any claimant or plaintiff  
15 prove its claims. JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP,  
16 LLC will undertake steps necessary to assure that all of their agents and employees understand and  
17 comply with this agreement.

18           7.       While this Order settles this administrative matter between JOSEPH MACK,  
19 HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC and the Commission, they  
20 understand that this Order does not preclude the Commission from instituting other administrative  
21 or civil proceedings based on violations that are not addressed by this Order.

22           8.       JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
23 understand that this Order does not preclude the Commission from referring this matter to any  
24 governmental agency for administrative, civil, or criminal proceedings that may be related to the  
25 matters addressed by this Order.  
26

1           9.     JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
2 understand that this Order does not preclude any other agency or officer of the state of Arizona or  
3 its subdivisions from instituting administrative, civil, or criminal proceedings that may be related to  
4 matters addressed by this Order.

5           10.    JOSEPH MACK and MACK FINANCIAL GROUP, LLC agree that they will not  
6 apply to the state of Arizona for registration as securities dealers or salesmen or for licensure as  
7 investment advisers or investment adviser representatives until such time as all restitution and  
8 penalties under this Order are paid in full.

9           11.    JOSEPH MACK and MACK FINANCIAL GROUP, LLC agree that they will not  
10 exercise any control over any entity that offers or sells securities or provides investment advisory  
11 services within or from Arizona until such time as all restitution and penalties under this Order are  
12 paid in full.

13           12.    JOSEPH MACK and MACK FINANCIAL GROUP, LLC agree that they will  
14 continue to cooperate with the Securities Division including, but not limited to, providing complete  
15 and accurate testimony at any hearing in this matter and cooperating with the state of Arizona in  
16 any related investigation or any other matters arising from the activities described in this Order.

17           13.    JOSEPH MACK and HELEN MARIE MACK acknowledge that any restitution or  
18 penalties imposed by this Order are obligations of JOSEPH MACK as well as the marital  
19 community.

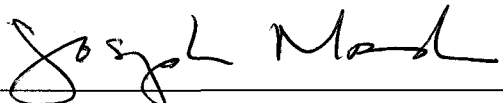
20           14.    JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
21 consent to the entry of this Order and agree to be fully bound by its terms and conditions.

22           15.    JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC  
23 acknowledge and understand that if they fail to comply with the provisions of the order and this  
24 consent, the Commission may bring further legal proceedings against them, including application to  
25 the superior court for an order of contempt.  
26

16. JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC understand that default shall render them liable to the Commission for its costs of collection and interest at the maximum legal rate.

17. JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC agree and understand that if they fail to make any payment as required in the Order, any outstanding balance shall be in default and shall be immediately due and payable without notice or demand. JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL GROUP, LLC agree and understand that acceptance of any partial or late payment by the Commission is not a waiver of default by the Commission.

18. JOSEPH MACK represents that he is a member of MACK FINANCIAL GROUP, LLC and has been authorized by MACK FINANCIAL GROUP, LLC to enter into this Order for and on behalf of it.

  
JOSEPH MACK

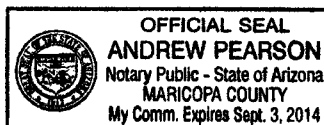
STATE OF ARIZONA       )  
  ) ss  
County of                    )

SUBSCRIBED AND SWORN TO BEFORE me this 13<sup>th</sup> day of APRIL, 2011.

  
NOTARY PUBLIC

My commission expires:

SEPT 3 2010



...

...

...

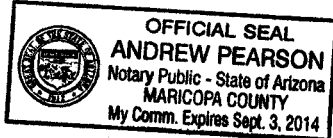
...

Helen Marie Mack

HELEN MARIE MACK

STATE OF ARIZONA )  
 ) ss  
County of )

SUBSCRIBED AND SWORN TO BEFORE me this 13<sup>th</sup> day of April, 2011.



[Signature]

NOTARY PUBLIC

My commission expires:

SEPT 3 2014

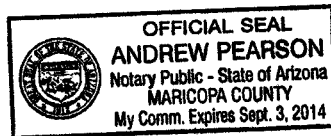
MACK FINANCIAL GROUP, LLC

[Signature]

By JOSEPH MACK  
Its Member

STATE OF ARIZONA )  
 ) ss  
County of )

SUBSCRIBED AND SWORN TO BEFORE me this 14<sup>th</sup> day of April, 2011.



[Signature]

NOTARY PUBLIC

My commission expires:

SEPT 3 2014



**CONSENT TO ENTRY OF ORDER**

1           1.     DARIN WHITTINGTON and GINA WHITTINGTON, admit the jurisdiction of the  
2 Commission over the subject matter of this proceeding. DARIN WHITTINGTON and GINA  
3 WHITTINGTON acknowledge that they have been fully advised of their right to a hearing to  
4 present evidence and call witnesses and they knowingly and voluntarily waive any and all rights to  
5 a hearing before the Commission and all other rights otherwise available under Article 11 of the  
6 Securities Act and Title 14 of the Arizona Administrative Code. DARIN WHITTINGTON and  
7 GINA WHITTINGTON acknowledge that this Order To Cease and Desist, Order For Restitution,  
8 Order Of Revocation and Denial, Order For Administrative Penalties and Consent To Same  
9 ("Order") constitutes a valid final order of the Commission.

10           2.     DARIN WHITTINGTON and GINA WHITTINGTON knowingly and voluntarily  
11 waive any right under Article 12 of the Securities Act to judicial review by any court by way of  
12 suit, appeal, or extraordinary relief resulting from the entry of this Order.

13           3.     DARIN WHITTINGTON and GINA WHITTINGTON acknowledge and agree that  
14 this Order is entered into freely and voluntarily and that no promise was made or coercion used to  
15 induce such entry.

16           4.     DARIN WHITTINGTON and GINA WHITTINGTON have been represented by  
17 attorneys in this matter. DARIN WHITTINGTON and GINA WHITTINGTON have reviewed this  
18 order with their attorneys, James Brophy, William B. McManus and Kevin R. Heaphy of Ryley  
19 Carlock & Applewhite, P.C., and understand all terms it contains. DARIN WHITTINGTON and  
20 GINA WHITTINGTON acknowledge that their attorneys have apprised them of their rights  
21 regarding any conflicts of interest arising from dual representation. DARIN WHITTINGTON and  
22 GINA WHITTINGTON acknowledge that they have each given their informed consent to such  
23 representation.

24     ...

25     ...

1           5.       DARIN WHITTINGTON and GINA WHITTINGTON admit only for purposes of  
2 this proceeding and any other proceeding in which the Commission is a party the Findings of Fact  
3 and Conclusions of Law contained in this Order.   DARIN WHITTINGTON and GINA  
4 WHITTINGTON agree that they shall not contest the validity of the Findings of Fact and  
5 Conclusions of Law contained in this Order in any present or future proceeding before the  
6 Commission.

7           6.       By consenting to the entry of this Order, DARIN WHITTINGTON and GINA  
8 WHITTINGTON agree not to take any action or to make, or permit to be made, any public  
9 statement denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order or  
10 creating the impression that this Order is without factual basis, provided however, that nothing in  
11 this Consent to Entry of Order shall be construed to prohibit DARIN WHITTINGTON and GINA  
12 WHITTINGTON, from defending themselves, or from disputing any of the facts alleged in any  
13 civil or criminal action brought against them, other than any action by the Commission, or  
14 requiring that any claimant or plaintiff prove its claims.   DARIN WHITTINGTON and GINA  
15 WHITTINGTON will undertake steps necessary to assure that all of their agents and employees  
16 understand and comply with this agreement.

17           7.       While this Order settles this administrative matter between DARIN  
18 WHITTINGTON and GINA WHITTINGTON and the Commission, they understand that this  
19 Order does not preclude the Commission from instituting other administrative or civil proceedings  
20 based on violations that are not addressed by this Order.

21           8.       DARIN WHITTINGTON and GINA WHITTINGTON understand that this Order  
22 does not preclude the Commission from referring this matter to any governmental agency for  
23 administrative, civil, or criminal proceedings that may be related to the matters addressed by this  
24 Order.

25           9.       DARIN WHITTINGTON and GINA WHITTINGTON understand that this Order  
26 does not preclude any other agency or officer of the state of Arizona or its subdivisions from

1 instituting administrative, civil, or criminal proceedings that may be related to matters addressed by  
2 this Order.

3 10. DARIN WHITTINGTON agrees that he will not apply to the state of Arizona for  
4 registration as a securities dealer or salesman or for licensure as an investment adviser or  
5 investment adviser representative until such time as all restitution and penalties under this Order are  
6 paid in full.

7 11. DARIN WHITTINGTON agrees that he will not exercise any control over any  
8 entity that offers or sells securities or provides investment advisory services within or from Arizona  
9 until such time as all restitution and penalties under this Order are paid in full.

10 12. DARIN WHITTINGTON agrees that he will continue to cooperate with the  
11 Securities Division including, but not limited to, providing complete and accurate testimony at any  
12 hearing in this matter and cooperating with the state of Arizona in any related investigation or any  
13 other matters arising from the activities described in this Order.


14 13. DARIN WHITTINGTON and GINA WHITTINGTON acknowledge that any  
15 restitution or penalties imposed by this Order are obligations of DARIN WHITTINGTON as well  
16 as the marital community.

17 14. DARIN WHITTINGTON and GINA WHITTINGTON consent to the entry of this  
18 Order and agree to be fully bound by its terms and conditions.

19 15. DARIN WHITTINGTON and GINA WHITTINGTON acknowledge and  
20 understand that if they fail to comply with the provisions of the order and this consent, the  
21 Commission may bring further legal proceedings against them, including application to the superior  
22 court for an order of contempt.

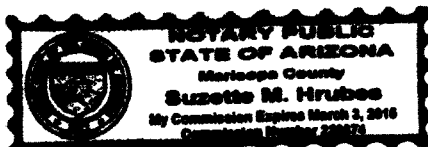
23 16. DARIN WHITTINGTON and GINA WHITTINGTON understand that default shall  
24 render them liable to the Commission for its costs of collection and interest at the maximum legal  
25 rate.  
26

17. DARIN WHITTINGTON and GINA WHITTINGTON agree and understand that if they fail to make any payment as required in the Order, any outstanding balance shall be in default and shall be immediately due and payable without notice or demand. DARIN WHITTINGTON and GINA WHITTINGTON agree and understand that acceptance of any partial or late payment by the Commission is not a waiver of default by the Commission.

  
DARIN WHITTINGTON

STATE OF ARIZONA )  
 ) ss  
County of )

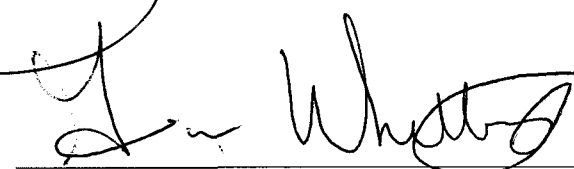
SUBSCRIBED AND SWORN TO BEFORE me this 11<sup>th</sup> day of April, 2011.



My commission expires:

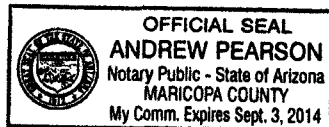
March 3, 2015

  
NOTARY PUBLIC

  
GINA WHITTINGTON

STATE OF ARIZONA )  
 ) ss  
County of )

SUBSCRIBED AND SWORN TO BEFORE me this 11<sup>th</sup> day of April, 2011.



My commission expires:

SEPT 3 2014

  
NOTARY PUBLIC

SERVICE LIST FOR: JOSEPH MACK, HELEN MARIE MACK and MACK FINANCIAL  
GROUP, LLC

NAME & ADDRESS

James Brophy  
William B. McManus  
Kevin R. Heaphy  
RYLEY CARLOCK & APPLEWHITE, P.C.  
One North Central Ave., Ste. 1200  
Phoenix, Arizona 85004  
Attorneys for Joseph and Helen Marie Mack,  
Mack Financial Group, LLC, and  
Darin and Gina Whittington