

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

In the matter of:

GIFFIN MORTGAGE COMPANY, INC.
Unregistered

Complaint No. 325957

Respondent.

Issued and entered
this 2nd day of March, 2017

**CONSENT ORDER RESOLVING RENEWED
NOTICE AND ORDER TO CEASE AND DESIST**

- A. Relevant information and statutory provisions, under the Michigan Uniform Securities Act (2002) ("the Act"), 2008 PA 551, MCL 451.2101 *et seq.*:
1. On January 13, 2017, the State of Michigan, Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau ("the Bureau") and the Director of the Bureau who serves as the Administrator of the Act ("the Administrator") issued a Renewed Notice and Order to Cease and Desist ("cease and desist order") to Giffin Mortgage Company, Inc. ("GMC").
 2. The cease and desist order accused GMC of violating the Act, specifically MCL 451.2501(b).
 3. GMC requested an administrative hearing, under MCL 451.2604(2) & (3), and subsequently cooperated with the Bureau in an attempt to resolve this matter by exchanging relevant documents and discussing outstanding issues, resulting in the Administrator ordering a settlement of this matter based on the terms and conditions set forth in the Stipulation below.
 4. GMC is not registered in Michigan under the Act.
 5. GMC was represented by, and had the advice of, legal counsel throughout the process of resolving the cease and desist order in Michigan.

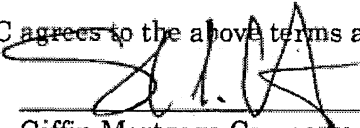
B. STIPULATION

GMC and the Administrator ("the Parties") agree that the January 13, 2017, cease and desist order and all previously issued orders under Complaint Nos. 325957 and 325960 will be resolved, superseded, and replaced with the following conditions:

1. GMC neither admits nor denies any allegations in the cease and desist order and GMC agrees that it will comply with the Act at all times going forward.
2. GMC will not issue any new promissory notes after the date hereof and has begun a process of orderly wind down of its affairs and has retained an independent third party to manage such wind down process.
3. GMC agrees to comply with any reasonable investigative demands made by the Bureau in the future for purposes of ensuring compliance with this Consent Order.
4. The Parties acknowledge and agree that the Administrator retains the right to pursue any action or proceeding permitted by law to enforce compliance with the provisions of this Consent Order.
5. The Parties further agree that this matter 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, 1976 PA 442, as amended, MCL 15.241. The Administrator currently publishes copies of orders issued under the Act to the Bureau's website and includes a summary of order content in monthly disciplinary action reports separately published on the Bureau's website.
6. GMC understands and intends that by signing this Consent Order, it is waiving the right, pursuant to the Act, the rules promulgated under that Act and the predecessor Act, and the Administrative Procedures Act, 1969 PA 306, MCL 24.201 *et seq.*, to prior notice and a hearing before an administrative law judge, at which the Bureau would be required to defend any disciplinary action taken under Section 604 of the Act, MCL 451.2604, by presentation of evidence and legal authority and at which they would be entitled to appear with or without an attorney to cross-examine all witnesses presented by the Bureau and to present such testimony or other evidence or legal authority deemed appropriate.
7. This Consent Order supersedes and replaces, in its entirety, the cease and desist order and the Consent Order Resolving Notice and Order to Ceased and Desist dated September 9, 2016.

Through their signatures, GMC agrees to the above terms and conditions.

Dated: February __, 2017


Signed: 

Giffin Mortgage Company, Inc. Respondent

Approved by:

SHELDON L. STONE
CHIEF RESTRUCTURING OFFICER

Dated: February 28, 2017

Signed: 


Timothy L. Teague

Bureau Securities & Audit Division Director

C. ORDER

The Administrator NOW, THEREFORE, ORDERS:

**THE TERMS AND CONDITIONS IN THIS CONSENT ORDER ARE BINDING
AND EFFECTIVE PURSUANT TO THE FULLY EXECUTED STIPULATION
ABOVE.**



**Julia Dale, Bureau Director
(Administrator)**

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