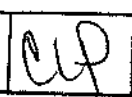


1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2 WILLIAM A. MUNDELL
3 Chairman
4 JIM IRVIN
5 Commissioner
6 MARC SPITZER
7 Commissioner

Arizona Corporation Commission
DOCKETED

NOV 08 2001

DOCKETED BY 

8 In the matter of:)

9 CREATIVE FINANCIAL FUNDING, L.L.C.)
10 125 S. 52nd Street)
11 Tempe, AZ 85281)

12 AMERICAN MONEY POWER, INC.)
13 dba MONEY POWER)
14 125 S. 52nd Street)
15 Tempe, AZ 85281)

16 FEDERAL CAPITAL, L.L.C.)
17 6870 E. Horned Owl Trail)
18 Cave Creek, AZ 85331)

19 CORPORATE FIDUCIAL SERVICES, INC.)
20 6120 N. 16th Street)
21 Phoenix, AZ 85016)

22 U.S. FEDERAL FINANCIAL CORPORATION)
23 125 S. 52nd Street, Suite 100)
24 Tempe, AZ 85281)

25 PAUL J. MEKA)
26 10038 North 58th Place)
Scottsdale, AZ 85253)

LARRY DUNNING)
5635 E. Lincoln Dr. #23)
Paradise Valley, AZ 85253)

ROBERT K. REHM)
6870 E. Horned Owl Trail)
Cave Creek, AZ 85331)

TOM GAFFNEY)
125 S. 52nd Street, Suite 100)
Tempe, AZ 85281)

DOCKET NO. S-03469A-01-0000

DECISION NO. 64205

**ORDER TO CEASE AND DESIST,
ORDER OF RESTITUTION, ORDER
FOR ADMINISTRATIVE PENALTIES
AND CONSENT TO SAME
BY: U.S. FEDERAL FINANCIAL
CORPORATION, TOM GAFFNEY and
DERRECK MANTEAU**

1 DERRECK MANTEAU)
 2 125 S. 52nd Street, Suite 100)
 3 Tempe, AZ 85281)
 4 Respondents.)

5 U.S. FEDERAL FINANCIAL CORPORATION ("US FEDERAL"), TOM
 6 GAFFNEY ("GAFFNEY") and DERRECK MANTEAU ("MANTEAU"), collectively referred to
 7 as RESPONDENTS, elect to permanently waive their right to a hearing and appeal under Articles
 8 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801, *et seq.* ("Securities Act") with
 9 respect to this Order To Cease And Desist, Order Of Restitution, Order For Administrative
 10 Penalties And Consent To Same ("Order"). RESPONDENTS admit the jurisdiction of the Arizona
 11 Corporation Commission ("Commission"); admit the Findings of Fact and Conclusions of Law
 12 contained in this Order; and consent to the entry of this Order by the Commission.

I.

FINDINGS OF FACT

15 1. On October 4, 2001, Creative Financial Funding, L.L.C. ("Creative") placed an
 16 advertisement in the *Arizona Republic*. The advertisement for Creative offered a free informational
 17 seminar with the statement "learn how to earn." In addition, the Creative advertisement offered
 18 rates of 15% or more "secured" and a fixed monthly income. Two seminars were held on October
 19 4, 2001.

20 2. A Division investigator, in an undercover capacity, attended the morning free
 21 seminar. Larry Dunning ("Dunning"), GAFFNEY and MANTEAU were all in attendance. The
 22 offering documents provided to the investigator were for corporate bonds offered by US FEDERAL.
 23 GAFFNEY made the presentation at the seminar. GAFFNEY stated that Dunning owned Creative
 24 and that he, GAFFNEY, was the chairman and CEO of US FEDERAL. GAFFNEY stated to the
 25 seminar attendees that Creative and Dunning were not structured to raise money for investment
 26 purposes. Creative and Dunning hired US FEDERAL because US FEDERAL was structured to

1 "deal with" the securities offering. Once US FEDERAL raised the investment funds, the funds
2 would then be transferred to Creative who would operate a mortgage bank and provide funds to
3 borrowers secured by real estate. Creative would conduct due diligence on the borrowers before
4 lending the funds.

5 3. Also on October 4, 2001, US FEDERAL placed an advertisement in the *Arizona*
6 *Republic* offering fixed rates on corporate bonds. The advertisement stated a \$1,000.00 minimum
7 investment in a two-year or four-year corporate bond. Although US FEDERAL claims in its
8 offering documents that it is exempt from registering its securities pursuant to A.A.C. R 14-4-140,
9 the advertisement placed by US FEDERAL fails to meet the requirements of the rule.

10 4. US FEDERAL represents in its offering documents that US FEDERAL is seeking to
11 raise \$1 million through an offering which includes 500 units of two-year corporate bonds paying
12 interest at 15.2% and 500 units of four-year corporate bonds paying interest at 18.1%. US
13 FEDERAL "purchases promissory notes that are secured by first or second position deeds of trust or
14 mortgages on real property located primarily in the state of Arizona."

15 5. According to US FEDERAL's offering documents, mortgage borrowers will pay
16 Creative mortgage banking fees. The borrowers will also pay Corporate Fiducial Services, Inc.
17 ("Corporate") a mortgage servicing fee. The offering documents failed to disclose that Creative is
18 not a mortgage bank. Nor, is Corporate licensed with the Arizona Banking Department to collect
19 mortgage servicing fees.

20 6. A letter from US FEDERAL, signed by GAFFNEY, states that Creative is a
21 mortgage banker licensed by the state of Arizona Department of Banking. Creative is a mortgage
22 broker, not banker. Therefore, Creative is prohibited from funding mortgages.

23 7. One investor invested \$1,000.00 with RESPONDENTS during one of the seminars
24 given by RESPONDENTS. RESPONDENTS did not cash the investment check and it was
25 returned to the investor shortly after the seminar.

26

1 8. RESPONDENTS severed ties with the other named parties in this action.
2 RESPONDENTS will no longer be raising investment money from investors to fund mortgages
3 unless RESPONDENTS register the offering with the Commission's Securities Division
4 ("Division") or are able to claim an exemption from registration. RESPONDENTS will not offer or
5 sell securities unless RESPONDENTS are registered as a securities salesperson or dealer.

6 II.

7 CONCLUSIONS OF LAW

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

10 2. RESPONDENTS offered or sold securities within or from Arizona, within the meaning
11 of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

12 3. RESPONDENTS violated A.R.S. § 44-1841 by offering or selling securities that were
13 neither registered nor exempt from registration.

14 4. RESPONDENTS violated A.R.S. § 44-1842 by offering or selling securities while
15 neither registered as dealers or salesmen nor exempt from registration.

16 5. RESPONDENTS' conduct is grounds for a cease and desist order pursuant to A.R.S. §
17 44-2032.

18 6. RESPONDENTS' conduct is grounds for an order of restitution pursuant to A.R.S. §
19 44-2032.

20 7. RESPONDENTS' conduct is grounds for administrative penalties under A.R.S. § 44-
21 2036.

22 III.

23 ORDER

24 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and the
25 RESPONDENTS' consent to the entry of this Order, the Commission finds that the following
26 relief is appropriate, in the public interest, and necessary for the protection of investors:

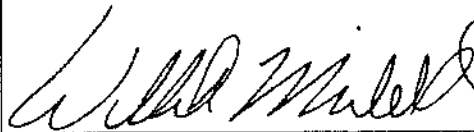
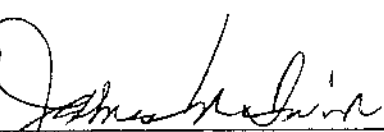
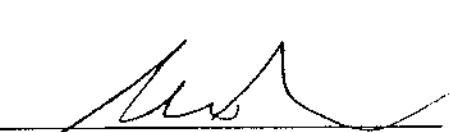
1 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS, their agents,
2 employees, successors and assigns, permanently cease and desist from violating the Securities Act.

3 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS shall,
4 jointly and severally, pay restitution to the investor shown on the records of the Commission in the
5 amount of \$1,000.00. The investors' check will be returned by certified mail. RESPONDENTS
6 will provide copies of the certified mailing to the Division upon entry of this Order.

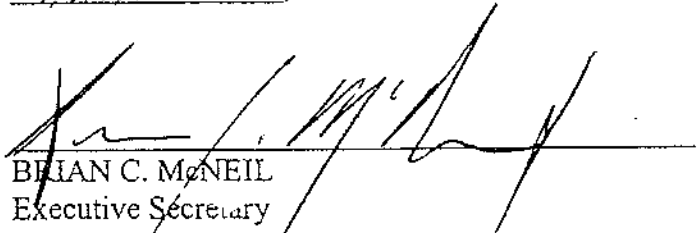
7 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that RESPONDENTS shall
8 jointly and severally pay an administrative penalty in the amount of \$2,500.00, payable to the
9 "State of Arizona." Payment shall be made in full by cashier's check or money order on the date of
10 this Order. If RESPONDENTS do not comply with this order for administrative penalties, any
11 outstanding balance may be deemed in default and shall be immediately due and payable.

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

13 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

14 
15 
16 
CHAIRMAN COMMISSIONER COMMISSIONER

17 IN WITNESS WHEREOF, I, BRIAN C. McNEIL,
18 Executive Secretary of the Arizona Corporation
19 Commission, have hereunto set my hand and caused the
20 official seal of the Commission to be affixed at the
21 Capitol, in the City of Phoenix, this 8th day of
November, 2001.

22 
BRIAN C. McNEIL
Executive Secretary

23
24 DISSENT

25 This document is available in alternative formats by contacting Shelly M. Hood, ADA Coordinator,
26 voice phone number 602-542-3931, E-mail shood@cc.state.az.us.

(wlc)

CONSENT TO ENTRY OF ORDER

1
2 1. U.S. FEDERAL FINANCIAL CORPORATION admits the jurisdiction of the
3 Commission over the subject matter of this proceeding. U.S. FEDERAL FINANCIAL
4 CORPORATION acknowledges that it has been fully advised of its right to a hearing to present
5 evidence and call witnesses and U.S. FEDERAL FINANCIAL CORPORATION knowingly and
6 voluntarily waives any and all rights to a hearing before the Commission and all other rights
7 otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona
8 Administrative Code. U.S. FEDERAL FINANCIAL CORPORATION acknowledges that this
9 Order To Cease And Desist, Order Of Restitution, Order For Administrative Penalties And
10 Consent To Same ("Order") constitutes a valid final order of the Commission.

11 2. U.S. FEDERAL FINANCIAL CORPORATION knowingly and voluntarily waives any
12 right it may have under Article 12 of the Securities Act to judicial review by any court by way of
13 suit, appeal, or extraordinary relief resulting from the entry of this Order.

14 3. U.S. FEDERAL FINANCIAL CORPORATION acknowledges and agrees that this
15 Order is entered into freely and voluntarily and that no promise was made or coercion used to
16 induce such entry.

17 4. U.S. FEDERAL FINANCIAL CORPORATION acknowledges that it has chosen not to
18 be represented by counsel in this matter, it has reviewed this Order and understands all terms it
19 contains.

20 5. U.S. FEDERAL FINANCIAL CORPORATION admits the Findings of Fact and
21 Conclusions of Law contained in this Order.

22 6. By consenting to the entry of this Order, U.S. FEDERAL FINANCIAL
23 CORPORATION agrees not to take any action or to make, or permit to be made, any public
24 statement denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order
25 or creating the impression that this Order is without factual basis. U.S. FEDERAL FINANCIAL
26

1 CORPORATION will undertake steps necessary to assure that all of its agents and employees
2 understand and comply with this agreement.

3 7. While this Order settles this administrative matter between U.S. FEDERAL
4 FINANCIAL CORPORATION and the Commission, U.S. FEDERAL FINANCIAL
5 CORPORATION understands that this Order does not preclude the Commission from instituting
6 other administrative proceedings based on violations that are not addressed by this Order.

7 8. U.S. FEDERAL FINANCIAL CORPORATION understands that this Order does not
8 preclude the Commission from referring this matter to any governmental agency for
9 administrative, civil, or criminal proceedings that may be related to the matters addressed by this
10 Order.

11 9. U.S. FEDERAL FINANCIAL CORPORATION understands that this Order does not
12 preclude any other agency or officer of the state of Arizona or its subdivisions from instituting
13 administrative, civil or criminal proceedings that may be related to matters addressed by this
14 Order.

15 10. U.S. FEDERAL FINANCIAL CORPORATION agrees that it will not apply to the
16 state of Arizona for registration as a securities dealer or salesman or for licensure as an investment
17 adviser or investment adviser representative until such time as all restitution and penalties under
18 this Order are paid in full.

19 11. U.S. FEDERAL FINANCIAL CORPORATION agrees that it will not exercise any
20 control over any entity that offers or sells securities or provides investment advisory services,
21 within or from Arizona.

22 12. U.S. FEDERAL FINANCIAL CORPORATION agrees that until restitution and
23 penalties are paid in full, U.S. FEDERAL FINANCIAL CORPORATION will notify the Director
24 of the Securities Division within 30 days of any change in address or any change in U.S.
25 FEDERAL FINANCIAL CORPORATION's ability to pay amounts due under this Order.

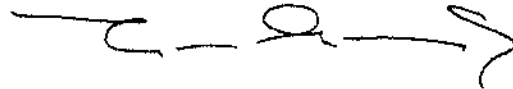
26

1 13. U.S. FEDERAL FINANCIAL CORPORATION understands that default shall render it
2 liable to the Commission for its costs of collection and interest at the maximum legal rate.

3 14. U.S. FEDERAL FINANCIAL CORPORATION agrees that it will continue to
4 cooperate with the Securities Division including, but not limited to, providing complete and
5 accurate testimony, through its principals, at any hearing in this matter and cooperating with the
6 state of Arizona in any related investigation or any other matters arising from the activities
7 described in this Order.

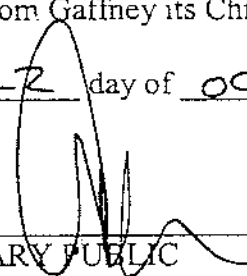
8 15. U.S. FEDERAL FINANCIAL CORPORATION consents to the entry of this Order and
9 agrees to be fully bound by its terms and conditions. If U.S. FEDERAL FINANCIAL
10 CORPORATION breaches any provision of this Order, the Commission may vacate this Order and
11 restore this case to its active docket.

12 U.S. FEDERAL FINANCIAL
CORPORATION

13 

14 By: Tom Gaffney its Chief Executive Officer

15 SUBSCRIBED AND SWORN TO BEFORE me this 22 day of OCTOBER, 2001.

16 
17
18 NOTARY PUBLIC

19 My Commission Expires:



22 Notary Public State of Arizona
Maricopa County
Alan C Walker
Expires September 10 2004

CONSENT TO ENTRY OF ORDER

1
2 1. TOM GAFFNEY, admits the jurisdiction of the Commission over the subject matter of
3 this proceeding. TOM GAFFNEY acknowledges that he has been fully advised of his right to a
4 hearing to present evidence and call witnesses and he knowingly and voluntarily waives any and
5 all rights to a hearing before the Commission and all other rights otherwise available under Article
6 11 of the Securities Act and Title 14 of the Arizona Administrative Code. TOM GAFFNEY
7 acknowledges that this Order To Cease And Desist, Order Of Restitution, Order For
8 Administrative Penalties And Consent To Same ("Order") constitutes a valid final order of the
9 Commission.

10 2. TOM GAFFNEY knowingly and voluntarily waives any right he may have under
11 Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or
12 extraordinary relief resulting from the entry of this Order.

13 3. TOM GAFFNEY acknowledges and agrees that this Order is entered into freely and
14 voluntarily and that no promise was made or coercion used to induce such entry.

15 4. TOM GAFFNEY acknowledges that he has chosen not to be represented by counsel in
16 this matter, he has reviewed this Order and understands all terms it contains.

17 5. TOM GAFFNEY admits the Findings of Fact and Conclusions of Law contained in this
18 Order.

19 6. By consenting to the entry of this Order, TOM GAFFNEY agrees not to take any action
20 or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding
21 of Fact or Conclusion of Law in this Order or creating the impression that this Order is without
22 factual basis. TOM GAFFNEY will undertake steps necessary to assure that all of his agents and
23 employees understand and comply with this agreement.

24 7. While this Order settles this administrative matter between TOM GAFFNEY and the
25 Commission, TOM GAFFNEY understands that this Order does not preclude the Commission
26

1 from instituting other administrative proceedings based on violations that are not addressed by this
2 Order.

3 8. TOM GAFFNEY understands that this Order does not preclude the Commission from
4 referring this matter to any governmental agency for administrative, civil, or criminal proceedings
5 that may be related to the matters addressed by this Order.

6 9. TOM GAFFNEY understands that this Order does not preclude any other agency or
7 officer of the state of Arizona or its subdivisions from instituting administrative, civil or criminal
8 proceedings that may be related to matters addressed by this Order.

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

12 11. TOM GAFFNEY agrees that he will not exercise any control over any entity that offers
13 or sells securities or provides investment advisory services, within or from Arizona unless properly
14 registered or eligible for an exemption.

15 12. TOM GAFFNEY agrees that until restitution and penalties are paid in full, he will
16 notify the Director of the Securities Division within 30 days of any change in home address or any
17 change in his ability to pay amounts due under this Order.

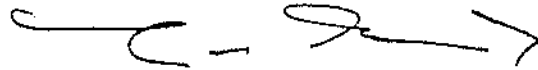
18 13. TOM GAFFNEY understands that default shall render him liable to the Commission
19 for its costs of collection and interest at the maximum legal rate.

20 14. TOM GAFFNEY agrees that he will continue to cooperate with the Securities Division
21 including, but not limited to, providing complete and accurate testimony at any hearing in this
22 matter and cooperating with the state of Arizona in any related investigation or any other matters
23 arising from the activities described in this Order.

24 ...

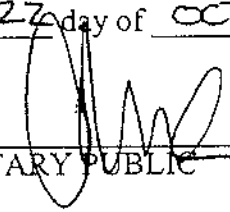
25 ...

1 15. TOM GAFFNEY consents to the entry of this Order and agrees to be fully bound by its
2 terms and conditions. If TOM GAFFNEY breaches any provision of this Order, the Commission
3 may vacate this Order and restore this case to its active docket.

4 

5 _____
6 TOM GAFFNEY

7 SUBSCRIBED AND SWORN TO BEFORE me this 27 day of OCTOBER, 2001.

8 
9 _____
10 NOTARY PUBLIC

11 My Commission Expires:



13 Notary Public State of Arizona
14 Maricopa County
15 Alan C Walker
16 Expires September 10 2004

CONSENT TO ENTRY OF ORDER

1
2 1. DERRECK MANTEAU admits the jurisdiction of the Commission over the subject
3 matter of this proceeding. DERRECK MANTEAU acknowledges that he has been fully advised
4 of his right to a hearing to present evidence and call witnesses and he knowingly and voluntarily
5 waives any and all rights to a hearing before the Commission and all other rights otherwise
6 available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code.
7 DERRECK MANTEAU acknowledges that this Order To Cease And Desist, Order Of Restitution,
8 Order For Administrative Penalties And Consent To Same ("Order") constitutes a valid final order
9 of the Commission.

10 2. DERRECK MANTEAU knowingly and voluntarily waives any right he may have
11 under Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or
12 extraordinary relief resulting from the entry of this Order.

13 3. DERRECK MANTEAU acknowledges and agrees that this Order is entered into freely
14 and voluntarily and that no promise was made or coercion used to induce such entry.

15 4. DERRECK MANTEAU acknowledges that he has chosen not to be represented by
16 counsel in this matter, he has reviewed this Order and understands all terms it contains.

17 5. DERRECK MANTEAU admits the Findings of Fact and Conclusions of Law contained
18 in this Order.

19 6. By consenting to the entry of this Order, DERRECK MANTEAU agrees not to take
20 any action or to make, or permit to be made, any public statement denying, directly or indirectly,
21 any Finding of Fact or Conclusion of Law in this Order or creating the impression that this Order
22 is without factual basis. DERRECK MANTEAU will undertake steps necessary to assure that all
23 of his agents and employees understand and comply with this agreement.

24 7. While this Order settles this administrative matter between DERRECK MANTEAU
25 and the Commission, DERRECK MANTEAU understands that this Order does not preclude the
26

1 Commission from instituting other administrative proceedings based on violations that are not
2 addressed by this Order.

3 8. DERRECK MANTEAU understands that this Order does not preclude the Commission
4 from referring this matter to any governmental agency for administrative, civil, or criminal
5 proceedings that may be related to the matters addressed by this Order.

6 9. DERRECK MANTEAU understands that this Order does not preclude any other
7 agency or officer of the state of Arizona or its subdivisions from instituting administrative, civil or
8 criminal proceedings that may be related to matters addressed by this Order.

9 10. DERRECK MANTEAU agrees that he will not apply to the state of Arizona for
10 registration as a securities dealer or salesman or for licensure as an investment adviser or
11 investment adviser representative until such time as all restitution and penalties under this Order
12 are paid in full.

13 11. DERRECK MANTEAU agrees that he will not exercise any control over any entity
14 that offers or sells securities or provides investment advisory services, within or from Arizona
15 unless properly registered or eligible for an exemption.

16 12. DERRECK MANTEAU agrees that until restitution and penalties are paid in full, he
17 will notify the Director of the Securities Division within 30 days of any change in address or any
18 change in his ability to pay amounts due under this Order.

19 13. DERRECK MANTEAU understands that default shall render him liable to the
20 Commission for its costs of collection and interest at the maximum legal rate.

21 14. DERRECK MANTEAU agrees that he will continue to cooperate with the Securities
22 Division including, but not limited to, providing complete and accurate testimony at any hearing in
23 this matter and cooperating with the state of Arizona in any related investigation or any other
24 matters arising from the activities described in this Order.

1 15. DERRECK MANTEAU consents to the entry of this Order and agrees to be fully
2 bound by its terms and conditions. If DERRECK MANTEAU breaches any provision of this
3 Order, the Commission may vacate this Order and restore this case to its active docket.

4
5
6 DERRECK MANTEAU

SUBSCRIBED AND SWORN TO BEFORE me this 22 day of October, 2001.

7
8
9 NOTARY PUBLIC

10 My Commission Expires:



Notary Public State of Arizona
Maricopa County
Alan C. Walker
Expires September 10 2004

11
12 N:\ENFORCE\HO\Creative Financial Funding LLC\Consent usffgaffncymanteau.doc