

DENISE VOIGT CRAWFORD  
SECURITIES COMMISSIONER

JOHN R MORGAN  
DEPUTY SECURITIES COMMISSIONER

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## Texas State Securities Board

208 E. 10th Street, 5th Floor  
Austin, Texas 78701-2407  
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IN THE MATTER OF  
FIRST DIVERSIFIED FINANCIAL  
SERVICES, INC" AND  
MICHAEL LEWIS CLARK

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§  
§  
§

Order No. ENF-08-CDO-1658

TO: First Diversified Financial Services, Inc.  
14090 Southwest Freeway, Suite 300,  
Sugar Land, TX 77478

Michael Lewis Clark  
11911 Sendera Ln.  
Richmond, TX 77469

### AGREED CEASE AND DESIST ORDER

Be it remembered that First Diversified Financial Services, inc. ("Respondent FDFS"), by and through its Director, Michael Lewis Clark ("Respondent Clark"); Michael Lewis Clark, individually; and collectively "Respondents", appeared before the Securities Commissioner of Texas ("Securities Commissioner") and consented to the entry of this Order ("Order") and the Findings of Fact and Conclusions of Law contained herein.

### FINDINGS OF FACT

1. Respondents have waived (a) Respondents' right to notice and a hearing in this matter; (b) Respondents' right to appear and present evidence in this matter; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to Respondents by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2007) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon Supp. 2007) ("Administrative Procedure Act").

2. Respondent FDFS is a Texas corporation that maintains a last known business address of 14090 Southwest Freeway, Suite 300, Sugar Land, TX 77478.
3. Respondent Clark is a Director of Respondent FDFS and he maintains a last known address of 11911 Sendera Ln., Richmond, TX 77469.
4. Respondents, by and through agents, have offered for sale in Texas securities in the form of Class A 8% Preferred Member Limited Liability Company Interests, hereinafter ("Units").
5. Respondents were not registered with the Securities Commissioner as dealers or agents at any time material hereto.

#### CONCLUSIONS OF LAW

1. The above-described Units are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents have violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
3. The foregoing violations constitute bases for the issuance of a Cease and Desist Order pursuant to Section 23.A of the Securities Act.

#### ORDER

1. It is further ORDERED that Respondents immediately CEASE AND DESIST from the offer for sale of securities in Texas until Respondents are registered with the Securities Commissioner as dealers or an available exemption from registration is utilized.

SIGNED AND ENTERED by the Securities Commissioner this 27<sup>th</sup> day of

August '2008.

  
DENISE VOIGT CRAWFORD  
Securities Commissioner

Respondents:

First Diversified Financial ~~services~~ Inc.



Michael Lewis Clark, Director



Michael Lewis Clark, Individually

Approved as to Form:

  
\_\_\_\_\_  
Joseph R. Rotunda  
Director  
Enforcement Division

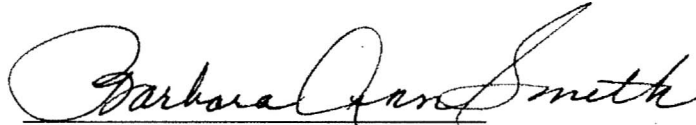
*Mogey Lovelle by P. Rogers*  
\_\_\_\_\_  
Mogey Lovelle  
Assistant Director  
Enforcement Division

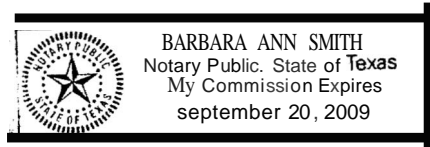
*P. Rogers*  
\_\_\_\_\_  
~~Assistant Director~~  
Enforcement Division

ACKNOWLEDGMENT

On the 22 day of August, 2008, First Diversified Financial Services, Inc. ("Respondent"), by and through its Director, Michael Lewis Clark, personally appeared before me, executed the foregoing Order and acknowledged that:

1. Michael Lewis Clark is duly authorized to enter into the foregoing Order on behalf of Respondent;
2. Michael Lewis Clark has read the foregoing Order;
3. Respondent has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and,
5. Respondent, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.

  
\_\_\_\_\_  
Notary Public in and for  
the State of Texas  
My commission expires on: 9-20-09



ACKNOWLEDGEMENT

On the 22 day of August 2008, Michael Lewis Clark ("Respondent"), personally appeared before me, executed the foregoing Order and acknowledged that:

1. Respondent has read the foregoing Order;
2. Respondent has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and,
4. Respondent, by consenting to the entry of the foregoing Order, h knowingly and voluntarily waived his rights as et forth therein.

*Barbara Ann Smith*

Notary Public in and for

the State of Texas

My commission expires on: 9-20-09

