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MIGUEL ROMANO, JR.
MEMBER

IN THE MATTER OF
BP FINANCIAL & TAX DESIGN GROUP
AND BRETT PITTSENBARGAR

§
§
§

Order No. ENF-17-CDO-1750

TO: BP Financial & Tax Design Group
12117 FM 2244, Suite 3-270
Bee Cave, Texas 78738

Brett Pittsenbargar
12117 FM 2244, Suite 3-270
Bee Cave, Texas 78738

AGREED ORDER SETTING ASIDE ORDER NO. ENF-15-CDO-1740

Be it remembered that BP Financial & Tax Design Group, by and through its control person, Brett Pittsenbargar, and Brett Pittsenbargar, individually (collectively "Respondents"), appeared before the Securities Commissioner of the State of Texas ("Securities Commissioner") and consented to the entry of this 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 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 to 581-44 (West 2010 & Supp. 2016) ("Texas Securities Act"), and the Administrative Procedure Act, Tex. Gov't Code Ann. §2001.001 to 2001.902 (West 2008 & Supp. 2016) ("Administrative Procedure Act").
2. Respondent BP Financial maintains a last known address at 12117 FM 2244, Suite 3-270, Bee Cave, Texas 78738.
3. Respondent Pittsenbargar is the control person of Respondent BP Financial and maintains a last known address at 12117 FM 2244, Suite 3-270, Bee Cave, Texas 78738.

4. Respondents have offered for sale and sold, in Texas, investments in the First Position Commercial Mortgage Notes Program ("Note Program") issued by Woodbridge Mortgage Investment Fund 3, LLC.
5. The Note Program was not registered by qualification, notification or coordination and no permit has been granted for its sale in Texas.
6. Respondents were not registered with the Securities Commissioner as dealers or agents.
7. On July 17, 2015, The Securities Commissioner entered Emergency Cease and Desist Order No. ENF-15-CDO-1740 ("the Emergency Order") against Respondents and other parties. The Emergency Order has remained in full force and effect against Respondents from July 17, 2015 through the date of the entry of this Order.
8. On or about August 20, 2015, Respondents filed a request for a hearing to modify or set aside the Emergency Order.
9. By executing this Order, and upon entry of this Order by the Securities Commissioner, Respondents agree that their request for a hearing on the Emergency Order is withdrawn and not subject to appeal.

CONCLUSIONS OF LAW

1. The Note Program investment is a "security" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents violated Section 7 of the Texas Securities Act by offering a security for sale in Texas at a time when the securities were not registered with the Securities Commissioner.
3. Respondents 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.
4. The foregoing violations constitute bases for the issuance of an Agreed Order pursuant to Section 23.A of the Texas Securities Act.

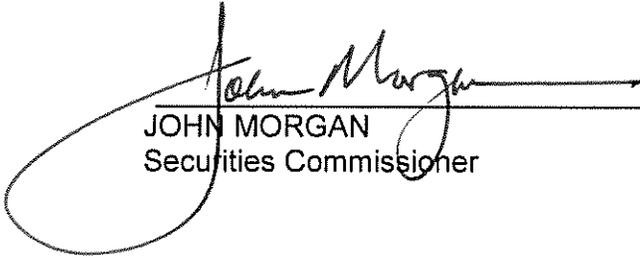
ORDER

1. It is therefore ORDERED that the Emergency Cease and Desist Order, Order No. ENF-15-CDO-1740, is set aside by this Agreed Order solely and exclusively as to Respondents BP Financial & Tax Design Group and Brett Pittsenbargar.
2. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from the offer for sale and sale of any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an

exemption from registration under the Texas Securities Act.

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

SIGNED AND ENTERED by the Securities Commissioner this 5th day of January, 2017.

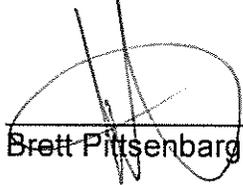

JOHN MORGAN
Securities Commissioner

Respondents:

BP Financial & Tax Design Group



Brett Pittsenbargar, Control Person



Brett Pittsenbargar, Individually

Approved as to Form:



Joseph J. Rotunda
Director, Enforcement Division

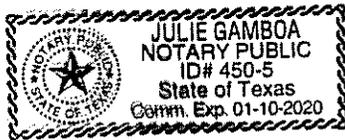


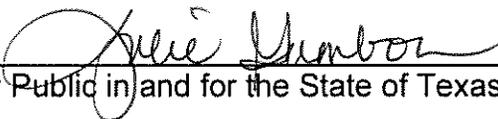
Lee Polson, Esq.
Attorney for Respondents
Texas Bar No. 16106300

ACKNOWLEDGMENT

On the 13th day of December, 2016, BP Financial and Tax Design Group ("Respondent BP"), by and through its control person, Brett Pittsenbargar, personally appeared before me, executed the foregoing Order and acknowledged that:

1. Brett Pittsenbargar is authorized to enter into the foregoing Order on behalf of Respondent BP;
2. Brett Pittsenbargar has read the foregoing Order;
3. Respondent BP has been fully advised of its rights under the Texas Securities Act and the Administrative Procedures Act;
4. Respondent BP 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 BP, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth herein.





Notary Public in and for the State of Texas

[affix notary seal here]

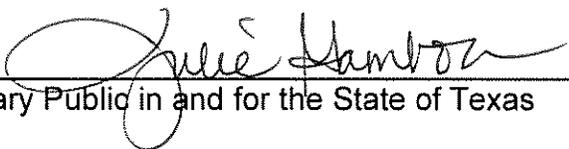
My commission expires: _____

ACKNOWLEDGMENT

On the 13th day of December, 2016, Brett Pittsenbargar ("Respondent Pittsenbargar") personally appeared before me, executed the foregoing Order and acknowledged that:

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





Notary Public in and for the State of Texas

[affix notary seal here]

My commission expires: _____