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SECURITIES COMMISSIONER



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IN THE MATTER OF
MARK GINSBERG

§
§

Order No. ENF-07-CDO-1640

TO: Mark Ginsberg
2425 N. Central Expressway, Suite 359
Richardson, TX 75080

AGREED CEASE AND DESIST ORDER AND ORDER MODIFYING ORDER NO. ENF-07-CDO-1629

Be it remembered that Mark Ginsberg ("Respondent") appeared before the Securities Commissioner of the State of Texas ("Securities Commissioner") and consented to the entry of this order ("Order") and undertaking ("Undertaking") and the Findings of Fact and Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondent has waived (a) Respondent's right to notice and hearing in this matter; (b) Respondent's right to appear and present evidence in this matter; (c) Respondent's right to appeal this Order; and (d) all other procedural rights granted to Respondent by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2006) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon 2000 & Supp. 2006) ("Administrative Procedure Act").
2. Respondent maintains a last known address at 2425 N. Central Expressway, Suite 359, Richardson, Texas 75080.
3. Respondent offered for sale and sold in Texas the National Foundation of America Tax Deductible Installment Plan ("NFOA Installment Plan"). Respondent represented that investors could purchase the NFOA Installment Plan either with cash or by transferring title to their annuities, real estate or securities to National Foundation of America. Respondent further represented that National Foundation of America would pay investors guaranteed, fixed

returns over a fixed term and further represented that the investment would entitle investors to tax savings pursuant to Sections 501(c)(3) and 453 of the Internal Revenue Code ("IRC").

4. Respondent received commissions valued at \$81,815.23 for his sales of the NFOA Installment Plan to Texas residents.
5. The NFOA Installment Plan was not registered by qualification, notification or coordination and no permit was granted for its sale in Texas.
6. Respondent was not registered with the Securities Commissioner as a dealer or agent at any time material hereto.
7. On or about May 18, 2007, the Securities Commissioner entered Emergency Cease and Desist Order No. ENF-07-CDO-1629 ("the Emergency Order") against Respondent and other parties. The Emergency Order has remained in full force and effect against Respondent from May 18, 2007, through the date of the entry of this Order.
8. On June 22, 2007, the Chancery Court of the State of Tennessee, Twentieth Judicial District, Davidson County appointed the Tennessee Department of Commerce and Insurance as Rehabilitator for National Foundation of America.
9. On or about June 15, 2007, Respondent filed a request for a hearing to modify or set aside the Emergency Order.
10. By executing this Order, and upon the entry of this Order by the Securities Commissioner, Respondent agrees that his request for a hearing on the Emergency Order is withdrawn and not subject to appeal.

CONCLUSIONS OF LAW

1. The above-described NFOA Installment Plan is a "security" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondent violated Section 7 of the Texas Securities Act by offering for sale and selling securities in Texas at a time when the securities were not registered with the Securities Commissioner.
3. Respondent violated Section 12 of the Texas Securities Act by offering for sale and selling securities 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 Cease and Desist Order pursuant to Section 23.A of the Texas Securities Act.

UNDERTAKING

1. Respondent undertakes and agrees that, for the benefit of investors, he will refund commissions received for sales of the NFOA Installment Plan, the amount being \$81,815.23, to the Rehabilitator of National Foundation of America within 30 days of the entry of this Order.
2. In connection therewith, Respondent represents that he has already deposited \$81,815.23 in his counsel's escrow account and agreed with counsel to use these funds to refund the commissions.

ORDER

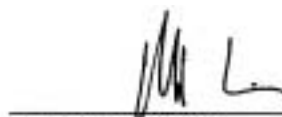
1. It is therefore ORDERED that Respondent immediately CEASE AND DESIST from offering for sale and selling any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondent immediately CEASE AND DESIST from acting as a securities dealer or agent in Texas until Respondent is registered with the Securities Commissioner or is acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that the Emergency Order is modified by this Order solely and exclusively as the Emergency Order relates to Respondent.

SIGNED AND ENTERED by the Securities Commissioner this 18th day of ^{September}~~August~~, 2007.



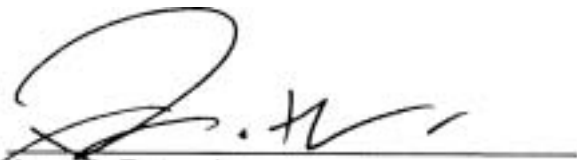
DENISE VOIGT CRAWFORD
Securities Commissioner

Respondent:



Mark Ginsberg

Approved as to Form:



Joseph Rotunda
Director
Enforcement Division



Dan Waller
Four Forest
12222 Merit Drive, Suite 1350
Dallas, Texas 75251
Attorney for Respondent



Stephanie Tourk
Enforcement Attorney
Enforcement Division

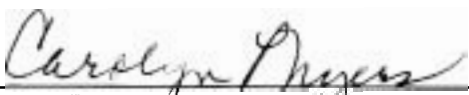
ACKNOWLEDGMENT

On the 30th day of August, 2007, Mark Ginsberg ("Respondent") 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, has knowingly and voluntarily waived his rights as set forth therein.



[affix notary seal here]



Notary Public in and for the
State of Texas
My commission expires on: _____