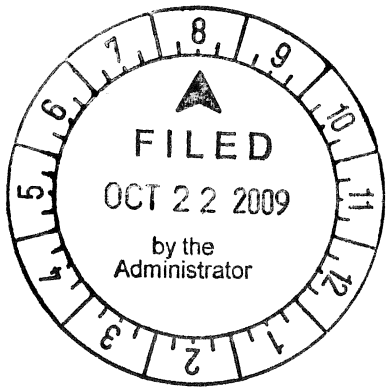
STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Midwest Credit Solutions, Inc.,
Ultimate Financial Concepts, LLC,
Vernon D. Coleman, and
Janet K. Chastain,

Respondents. ODS File No. 08-025

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (Department).

2. That the attached copy of the *Order to Cease and Desist and Notice of Opportunity for Hearing* (Order) was delivered to Affiant in the office of the Administrator of the Department (Administrator) pursuant to Section 1-611 of the Oklahoma Uniform Securities Act (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

3. That the Administrator has received service of process on behalf of Ultimate Financial Concepts, LLC (Ultimate Financial) and Vernon D. Coleman (Coleman) (collectively, "Respondents") pursuant to Section 1-611 of the Act.

4. That a copy of the Order, and a copy of this *Notice of Service on the Administrator and Affidavit of Compliance,* are being sent this 22nd day of October, 2009, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondents, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 22nd day of October, 2009.

(SEAL)

Irving L. Faught, Administrator

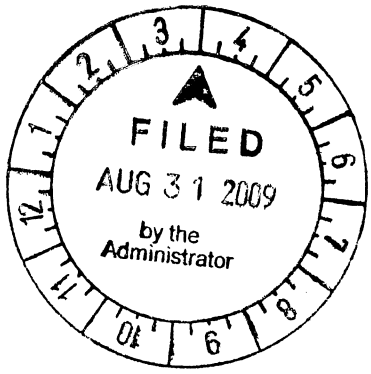
Subscribed and sworn to before me this 22nd day of October, 2009.

Notary Public

SEAL

BRENDA LONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/13

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Midwest Credit Solutions, Inc.,
Ultimate Financial Concepts, LLC,
Vernon D. Coleman, and
Janet K. Chastain,

Respondents.

ODS File No. 08-025

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

Order to Cease and Desist

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of Midwest Credit Solutions, Inc. (Midwest Credit), Ultimate Financial Concepts, LLC (Ultimate Financial), Vernon D. Coleman (Coleman), and Janet K. Chastain (Chastain) (collectively, "Respondents"), in connection with the offer, sale and/or purchase of securities in and/or from Oklahoma. Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department (Administrator) in support of sanction(s) against Respondents.

Findings of Fact

1. Midwest Credit is an Oklahoma corporation with its principal place of business in Tulsa, Oklahoma.

2. Ultimate Financial is a Nevada limited liability company with its principal place of business in Tulsa, Oklahoma.

3. Coleman, an Oklahoma resident, is a principal of Midwest Credit and a managing member of Ultimate Financial. Coleman is not, and at all times material hereto was not, registered as an agent or investment adviser representative under the Act or the Predecessor Act.

4. Chastain, an Oklahoma resident, is a principal of Midwest Credit and a managing member of Ultimate Financial. Chastain is not, and at all times material hereto was not, registered as an agent or investment adviser representative under the Act or the Predecessor Act.

Midwest Credit Solutions, Inc.

5. Midwest Credit, Coleman and Chastain (the "Midwest Credit Defendants") offered and/or sold to at least one Oklahoma resident (Oklahoma Investor) a so-called "private lease paper program" (Program) in or about June 2004.

6. The Program was offered by the Midwest Credit Defendants as a way for the Oklahoma Investor to receive a fixed rate of return on the lease of his real property to a third party, thereby enabling the Oklahoma Investor to pay off his mortgage and receive a residual interest payment after the mortgage is paid in full.

7. The Oklahoma Investor was required to pay $3,000 to the Midwest Credit Defendants to participate in the Program and receive a fixed rate of return of fifteen percent (15%). Midwest Credit pooled investors' monies and purportedly invested the funds.

8. After the Oklahoma Investor paid Midwest Credit the $3,000 to participate in the Program, he learned that he would not be paid the promised returns. The Midwest Credit Defendants then placed the Oklahoma Investor into a so-called "property asset leveraging system" (Leveraging System) to allow the Oklahoma Investor to pay off his home mortgage early.

9. The Leveraging System was sold by the Midwest Credit Defendants on behalf of Global Trust Services, LLC.

10. The Oklahoma Investor did not receive promised investment returns from the Program, the Leveraging System, or the Midwest Credit Defendants.

11. Midwest Credit is not, and at all times material hereto was not, registered as a broker-dealer or investment adviser under the Act.

12. A portion of investor funds received by Midwest Credit was used by Coleman and Chastain for personal expenses.

Ultimate Financial Concepts, LLC

13. Ultimate Financial, Coleman, and Chastain (the "Ultimate Financial Defendants") offered and/or sold to at least one Oklahoma resident a so-called "investment pool opportunity" (Opportunity) in or about April 2006.

14. The Ultimate Financial Defendants claimed to have knowledge of and relationships with persons having the ability to generate unusual profits through projects, including "high-yield private placement trading," that would purportedly result in substantial returns with zero risk to the investor.

15. Ultimate Financial, Coleman, and Chastain made the following representation in connection with the Opportunity:

> "Fourteen (14) days after invested funds have entered into the trading account, investor shall receive a return of the principle [sic] invested. In an additional fourteen (14) days the investor shall receive a subsequent final payout amount of the original investment, thus resulting in 100% profit return in 30 days."

16. The Ultimate Financial Defendants represented to at least one Oklahoma investor that the Opportunity would allow the investor to invest funds and receive a one-hundred and fifty (150%) monthly payout from profits generated in connection with the trading of gold.

17. The Ultimate Financial Defendants required that an investor pay between $2,000 and $25,000 to participate in the Opportunity. The Ultimate Financial Defendants would then pool the money and transfer the money to a purported specialist that traded in gold. The returns from the investment would all go directly to Ultimate Financial for distribution.

18. The Opportunity was marketed by the Ultimate Financial Defendants as a private "members only" club that specialized in financial solutions through various international leveraging programs to create "world-wide wealth opportunities."

19. The Ultimate Financial Defendants represented that the Opportunity would create returns to investors and there was "ZERO RISK of principle[sic]."

20. Investors in the Opportunity did not receive any part of the promised investment returns.

21. Ultimate Financial is not, and at all times material hereto was not, registered as a broker-dealer or investment adviser under the Act.

22. A portion of investor funds received by Ultimate Financial was used by Coleman and Chastain for personal expenses.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Section 1-701(A) of the Act provides:

> The predecessor act exclusively governs all actions or proceedings that are pending on the effective date of this act or may be instituted on the basis of conduct occurring before the effective date of this act, but civil action may not be maintained to enforce any liability under the predecessor act unless instituted within any period of limitation that applied when the cause of action accrued or within five (5) years after the effective date of this act, whichever is earlier.

2. Section 2 of the Predecessor Act provides in pertinent part:

> * * *
>
> (d) "Agent" means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities.
>
> * * *
>
> (e) "Broker-dealer" means any person engaged in the business of effecting transactions in securities for the account of others or for his or her own account.
>
> * * *
>
> (v) "Security means any:
>
> * * *
>
> (11) investment contract[.]

3. Section 1-102 of the Act provides in pertinent part:

> 2. "Agent" means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities. A partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term.
>
> * * *

4. "Broker-dealer" means a person engaged in the business of effecting transactions in securities for the account of others or for the person's own account.

* * *

32. "Security" means a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or, in general, an interest or instrument commonly known as a "security," or a certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. The term:

* * *

d. includes as an "investment contract" an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor and a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors[.]

4. Section 201 of the Predecessor Act provides in pertinent part:

(a)(1) It is unlawful for any person to transact business in this state as a broker-dealer or agent unless the person is so registered under this act or unless the person is exempt from registration as provided in paragraph (2) or (3) of this subsection.

* * *

(b) It is unlawful for any broker-dealer or issuer to employ an agent unless the agent is registered or is exempt from registration.

* * *

(c)(1) It is unlawful for any person to transact business in this state as an investment adviser unless registered under this act or unless exempt from registration as provided in paragraph (2) of this subsection.

* * *

(d)(1) It is unlawful for any person to transact business in this state as an investment adviser representative unless registered under this act or unless he is exempt from registration as provided in paragraph (3) of this subsection. It is unlawful for any person required to be registered as an investment adviser under this act, or any person exempt from registration as an investment adviser under this act, to employ, supervise, be represented by or be associated with an investment adviser representative unless the investment adviser representative is registered under this act or unless the investment adviser representative is exempt from registration as provided in paragraph (3) of this subsection.

5. Section 1-401 of the Act provides in pertinent part:

A. It is unlawful for a person to transact business in this state as a broker-dealer, unless the person is registered under this act as a broker-dealer or is exempt from registration as a broker-dealer under subsection B or D of this section.

6. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

7. Section 1-403 of the Act provides in pertinent part:

A. It is unlawful for a person to transact business in this state as an investment adviser unless the person is registered under this act as an investment adviser or is exempt from registration as an investment adviser under subsection B of this section.

* * *

D. It is unlawful for an investment adviser to employ or associate with an individual required to be registered under this act as an investment adviser representative who transacts business in this state on behalf of the investment adviser unless the individual is registered under subsection A of Section 21 of this act [Section 1-404 of this title] or is exempt from registration under subsection B of section 21 of this act [Section 1-404 of this title].

8. Section 1-404 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an investment adviser representative unless the individual is registered under this act as an investment adviser representative or is exempt from registration as an investment adviser representative under subsection B of this section.

9. Section 301 of the Predecessor Act provides in part:

It is unlawful for any person to offer or sell any security in this state unless:

(1) it is registered under this act or the security or transaction is exempted under Section 401 of this title[.]

10. Section 1-301 of the Act provides in part:

It is unlawful for a person to offer or sell a security in this state unless:

* * *

2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Section 1-201 through 1-203 of this title]; or

3. The security is registered under this act.

11. Section 101 of the Predecessor Act provides in pertinent part:

It is unlawful for any person, in connection with the offer, sale, or purchase of any security, directly or indirectly

(1) to employ any device, scheme, or artifice to defraud,

(2) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements

made, in the light of the circumstances under which they are made, not misleading,

(3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

12. Section 1-501 of the Act provides in pertinent part:

It is unlawful for a person, in connection with the offer, sale or purchase of a security, directly or indirectly:

1. To employ a device, scheme, or artifice to defraud;

2. To make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or

3. To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

13. Section 405 of the Predecessor Act provides in part:

(a) The Administrator in his discretion:

(1) may make such public or private investigations within or outside of this state as he deems necessary to determine whether any person has violated or is about to violate any provision of this act or any rule or other hereunder, or to aid in the enforcement of this act or in the prescribing of rules and forms hereunder[.]

14. Section 1-602 of the Act provides in part:

A. The Administrator may:

1. Conduct public or private investigations within or outside of this state which the Administrator considers necessary or appropriate to determine whether a person has violated, is violating, or is about to violate this act or a rule adopted or order issued under this act, or to aid in the enforcement of this act or in the adoption of rules and forms under this act[.]

15. Section 406 of the Predecessor Act provides in part:

(a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a

person has violated the Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator, in addition to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:

> (1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof;
>
> * * *
>
> (5) issue an order against a person who willfully violates the Oklahoma Securities Act or a rule or order of the Administrator under the Oklahoma Securities Act, imposing a civil penalty up to a maximum of Five Thousand Dollars ($5,000.00) for a single violation or transaction or of Fifty Thousand Dollars ($50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

16. Section 1-604 of the Act provides in pertinent part:

> A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:
>
> > 1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]
> >
> > * * *
>
> D. In a final order under subsection C of this section, the Administrator may impose a civil penalty up to a maximum of Five Thousand Dollars ($5,000.00) for a single violation or up to Two Hundred Fifty Thousand Dollars ($250,000.00) for multiple violations in a single proceeding or a series of related proceedings.

E. In a final order, the Administrator may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act.

Conclusions of Law

1. The Program and the Opportunity are securities as defined by the Predecessor Act and the Act, respectively.

2. Midwest Credit, Ultimate Financial, Coleman and Chastain offered and/or sold securities in the state of Oklahoma.

3. Midwest Credit, Ultimate Financial, Coleman and Chastain offered and/or sold unregistered securities in this state, in violation of Section 1-301 of the Act and Section 301 of the Predecessor Act.

4. Coleman and Chastain transacted business in this state as unregistered agents, in violation of Section 1-402 of the Act and Section 201 of the Predecessor Act.

5. Coleman and Chastain transacted business in this state as unregistered investment advisers and/or investment adviser representatives, in violation of Sections 1-403 and 1-404 of the Act and Section 201 of the Predecessor Act.

6. Midwest Credit transacted business in this state as an unregistered broker-dealer and/or unregistered investment adviser in violation of Sections 1-401 and 1-403 of the Act and Section 201 of the Predecessor Act.

7. Midwest Credit employed unregistered agents and/or unregistered investment adviser representatives in violation of Sections 1-401 and 1-403 of the Act and Section 201 of the Predecessor Act.

8. Ultimate Financial transacted business in this state as an unregistered broker-dealer and/or unregistered investment adviser in violation of Sections 1-401 and/or 1-403 of the Act and Section 201 of the Predecessor Act.

9. Ultimate Financial employed unregistered agents and/or unregistered investment adviser representatives in violation of Sections 1-401 and/or 1-403 of the Act and Section 201 of the Predecessor Act.

10. Defendants made untrue statements of material fact and/or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer and/or sale of securities in the state of Oklahoma in violation of Section 1-501 of the Act and Section 101 of the Predecessor Act.

11. The Administrator has the authority to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of of the Act.

12. It is in the public interest to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Order

Based on Section 1-604 of the Act and the Findings of Fact, Authorities, and Conclusions of Law set forth above, IT IS HEREBY ORDERED that Respondents cease and desist from engaging in any act, practice or course of business constituting a violation of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st of August, 2009.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

Notice of Opportunity for Hearing

Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist (Order). The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation that is contained in the Order.

Within fifteen (15) days after receipt of a request for hearing from Midwest Credit Solutions, Inc., Ultimate Financial Concepts, LLC, Vernon D. Coleman, and/or Janet K. Chastain, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested, the Administrator, after notice of and opportunity for hearing, may modify or vacate the Order or extend it until final determination.

If Respondents do not request a hearing within thirty (30) days after the date of service of the Order and none is ordered by the Administrator, the Order becomes final by operation of law as to Midwest Credit Solutions, Inc., Ultimate Financial Concepts, LLC, Vernon D. Coleman, and/or Janet K. Chastain.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st day of August, 2009.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 31st day of August, 2009, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Midwest Credit Solutions Inc.
6218 S. Lewis Ave. Ste. 200
Tulsa, OK 74136

Ultimate Financial Concepts, LLC
6218 S. Lewis Ave. Ste. 200
Tulsa, OK 74136

Vernon D. Coleman
1929 N. Desert Palm Ave.
Broken Arrow, OK 74012

Janet K Chastain
711 S. Elm St. Trlr 82
Jenks, OK 74037

Brenda London
Paralegal