

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
SECURITIES AND CHARITIES DIVISION**

In The Matter Of:)
)
VICTORIA PARKER and) **Administrative Proceeding**
SENIOR BENEFIT SERVICES OF) **Number: S-07-0859**
GREATER MISSISSIPPI, LLC)
)
RESPONDENTS)

CONSENT AGREEMENT

THIS AGREEMENT is hereby entered into between the State of Mississippi, Secretary of State’s Office, Securities and Charities Division (“Division”), by and through Jeffrey Lee, Senior Attorney, and Respondents VICTORIA PARKER (“Parker”) and SENIOR BENEFIT SERVICES OF GREATER MISSISSIPPI, LLC (“SBS”). The same do hereby enter into this Consent Agreement in resolution of the allegations of violations of the Mississippi Securities Act (2000) (“the Act”) and Securities Act Rules (“Rules”) by the Respondents as set out in Section II:

I. JURISDICTION

The Division has the power to administer and regulate securities under the Act codified at Miss. Code Ann. Section 75-71-101, et.seq. Respondents admit to the jurisdiction of the Division as to all matters contained herein under the authority of the Act.

II. ALLEGATIONS

A. Parker is neither a federally covered, nor a state registered investment adviser or investment adviser representative.

B. SBS is neither a federally covered, nor a state registered investment adviser or investment adviser representative.

C. Parker has not taken and passed any of the examinations which qualify securities professionals to offer investment advice or sell securities.

D. Based on consumer complaints, the Division initiated an investigation into the conduct of Parker and SBS. During the course of that investigation, the following violations of the Act and Rules were discovered:

1. Parker, conducting business through SBS, promoted herself as someone with superior knowledge about investments and other financial products when she had not taken the examinations necessary for registration as an investment adviser. On multiple occasions, Parker gave investment advice for compensation while not registered.

a. On at least one (1) occasion, Parker sold an equity indexed annuity and advised potential purchaser to sell her securities in order to fund the purchase of the annuity in violation of Miss. Code Ann. Section 75-71-303.

b. On seven (7) occasions, Parker sold unregistered securities in the form of promissory notes to Mississippi investors in violation of Miss. Code Ann. Section 75-71-301.

c. On at least three (3) of the seven (7) occasions in which Parker sold unregistered securities, Parker also gave investment advice, advising the purchasers that it was in their best interest to pay surrender fees in

liquidating annuities in order to purchase the unregistered securities she was selling.

c. Parker, through SBS, conducted estate and retirement planning workshops for which she advertised as follows:

The "KNOWLEDGE IS POWER" workshop is designed to help you make informed, intelligent decisions about your retirement. You will learn proven techniques and strategies to enable you to preserve your principal, generate more spendable income with tax efficiency, reduce the risk within your portfolio, protect your income and assets from long term care and transfer your estate to your children and grandchildren income tax free.

The materials provided to workshop attendees also included a "Knowledge is Power" workbook. The book includes worksheets which allow Parker to compare the stock market with the annuity product she sells. In this comparison, she is giving investment advice in violation of Miss. Code Ann. Section 75-71-303.

2. Parker held herself out as knowledgeable about securities and capable of advising attendees on their investment portfolios in the following ways:

a. By identifying herself as a "Certified Senior Advisor" ("CSA") and a Certified Estate Planner ("CEP"). These designations are not financial designations. However, the designations combined with the nature of the investment products discussed, implied an expertise in financial planning in violation of Miss. Code Section 75-71-503(a) and Mississippi Securities Act Rule 623(J).

b. In the materials she distributed, Parker provided to potential purchasers educational information about the stock

market and mutual funds and the risks associated with these investments.

3. In seven (7) instances, Parker sold unregistered securities in violation of Miss. Code Ann. Section 75-71-401. These securities were the promissory notes of Audience Alliance, an investment styled "AAPL I."

III. STIPULATIONS

NOW, THEREFORE, it is hereby agreed as follows:

E. Respondents admit to the jurisdiction of the Division as to all matters herein.

F. Respondents neither admit, nor deny that their conduct was in violation of the Act.

G. Respondents consent to the payment of Two Thousand Five Hundred Dollars (\$2,500.00) jointly and severally to be paid upon the execution of this Consent Agreement. Payment shall be remitted to the "Mississippi Secretary of State" and must be received by the Division within ninety (90) days of the execution of this Agreement.

H. Respondent Parker hereby voluntarily relinquishes her right to register and act as a broker-dealer or broker-dealer agent in Mississippi. Respondent Parker consents to never seek to register with the state as a broker-dealer or broker-dealer agent or sell securities as a broker-dealer or broker-dealer agent in Mississippi.

I. Respondent Parker hereby voluntarily relinquishes her right to register and act as an investment advisor or investment advisor agent in Mississippi. Respondent

Parker consents to never seek to register with the state as an investment advisor or investment advisor agent or to give investment advice in Mississippi.

J. Respondent Parker hereby voluntarily relinquishes her right to seek licensure and act as an insurance agent or insurance broker in Mississippi. Respondent Parker consents to never seek to renew her license with the state as an insurance agent or broker, or sell insurance products in Mississippi.

K. Respondents consent to file with the Business Services Division of the Mississippi Secretary of State a Certificate of Dissolution and to thus voluntarily dissolve SBS.

L. Respondent Parker consents to assist the Division in its investigation of Audience Alliance Motion Picture Services, LLC, KCM Partners, Limited, Gaylor Inc., and/or Capital Asset Management Fund, L.P. by providing the Division emails, recordings and certain other documents and things within her control.

M. Respondent Parker consents to provide to the Division certain letters and/or emails in which family members and friends who were investors in the insurance products or securities sold by Parker either exonerate Parker or acknowledge that Parker was not directly to blame for their losses.

N. Respondent Parker consents to provide to the Division evidence of financial hardship including tax returns for years 2009 and 2010 and evidence of earnings in 2011.

O. Respondents agree to cooperate fully with the Division in any future investigations relating to either one or both the offer and/or sale of any securities or the rendering of any investment advice.

P. This Consent Agreement contains the entire understanding between the parties. Furthermore, the parties herein represent that they have read each provision, understand each provision, and agree to each provision herein.

Q. A willful failure to comply with any of the terms, conditions or obligations of this Agreement will result in Respondents being deemed to be in violation of a lawful order made pursuant to the Act and, therefore, subject to the penalties available under the Act.

R. Respondents are aware of their right to a hearing on those matters set forth in the Order, at which they may be represented by counsel, present evidence and cross-examine witnesses. Respondents hereby irrevocably waive their right to such a hearing.

S. The entry of this Agreement represents the settlement of regulatory claims by the Division against Respondents only and does not, in any way, restrict or affect the rights or causes of action, if any, of any individual or entity.

T. This Agreement pertains only to those matters set forth in the Order, referred to above, and only to Respondents' involvement therein.

U. Respondents acknowledge that they have read this Consent Agreement in its entirety and fully understand the rights, terms, and obligations contained therein.

IV. OTHER MATTERS

V. In the event that Parker and/or SBS fail to comply with the provisions of this Order, including but not limited to any matters specified or described in Section II of this Consent Order, the Division may, without notice to the Respondents, unilaterally rescind this Order and institute any legal or administrative proceedings it deems

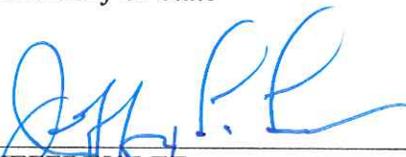
appropriate including, but not limited to, proceedings to address the matters set forth herein.

WHEREFORE, the undersigned hereby acknowledge and agree to the terms and conditions of the foregoing Agreement by written consent.

THIS, the 7th day of July, 2011.

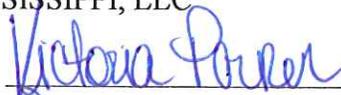
C. DELBERT HOSEMANN, JR.
Secretary of State

By:



JEFFREY LEE
Senior Attorney
Securities and Charities Division

SENIOR BENEFIT SERVICES OF GREATER
MISSISSIPPI, LLC

By: 

Title: President-Owner

Date: 7-7-11

VICTORIA PARKER



Date: 7-7-11

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