

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

_____)
IN THE MATTER OF: VIRGINIA COMMERCIAL CAPITAL)
CORPORATION,)
ITS OFFICERS, DIRECTORS,) File No. 1100342
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS,)
AND SCOTT MATTINGLEY)
_____)

CONSENT ORDER

TO THE RESPONDENTS: Virginia Commercial Capital Corporation
Scott Mattingley
1785 Fox Ridge Road
Forest, Virginia 24551

c/o Carl R. Draper
Feldman, Wasser, Draper and Cox
1307 S. Seventh St
Springfield, IL 62705

WHEREAS, the Respondents on May 15, 2012 executed a certain Stipulation To Entry Of Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondents have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondents have consented to the entry of this Consent Order.

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

WHEREAS, the Respondents have acknowledged and agreed that the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

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1. That Respondent, Virginia Commercial Capital Corporation, is a purported business entity with last known addresses of 100 Northwynd Circle, Lynchburg, Virginia 24502 and 1785 Fox Ridge Road, Forest, Virginia 24551;
2. That at all times relevant, the Respondent Scott Mattingley was President of Virginia Commercial Capital Corporation;
3. That on or about August 10, 2010, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley, offered and sold to GM, an Illinois resident, an investment plan in which GM would invest \$16,000 with Respondents who would then use said investment funds to secure a line of credit for a purported client of Respondent, and in return, Respondents represented to GM that GM would receive a return of his original principal as well as an additional return in the amount of \$24,000, and that GM would receive said return within two days;
4. That the aforesaid investment plan is an investment contract and, therefore, is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
6. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;
7. That Section 12.C of the Act provides, inter alia, that it shall be a violation of the Act for any

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person to act as a dealer or salesperson unless registered as such, where such registration is required;

8. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provisions of the Act;
9. That at all times relevant hereto, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
10. That at all times relevant hereto, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley, failed to file an application for registration as a dealer or salesperson for the sales of securities in the State of Illinois;
11. That by virtue of the foregoing, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley, have violated Sections 12.A, 12.C and 12.D of the Act;
12. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection C and/or D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
13. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities

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as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;

14. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as an order of public censure and the costs of investigation and reasonable expenses;

15. That by virtue of the foregoing, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley are subject to a fine of up to \$10,000.00 per violation, costs of investigation, reasonable expenses, an order of censure, and an order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois.

WHEREAS, the Respondents have acknowledged and agreed that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:

1. That by virtue of the foregoing, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley violated Sections 12.A, C, and D of the Act; and
2. That by virtue of the foregoing, Respondents Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley are subject to an order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois and

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revokes his salesperson registration and to a fine of up to \$10,000 per violation.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. The allegations contained in paragraphs seven (7) and eight (8) of the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law;
2. The Respondents shall be permanently prohibited from offering and selling securities in the State of Illinois;
3. The Respondents, Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley, will pay restitution to GM totaling \$18,500 as follows: \$3,250 to be paid within thirty days of the date of entry of the consent order and another \$3,250 to be paid with sixty days of the consent order and thereafter payments of \$1,000 per month due on the first business day of each month after the initial two payments for a period of twelve months.
4. The Respondents, Virginia Commercial Capital Corporation, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Scott Mattingley, shall upon the execution of this Consent Order sign and provide a confession of judgment to GM as set forth in exhibit B to the Stipulation.
5. The formal hearing scheduled on this matter is hereby dismissed without further proceeding.

ENTERED: This 25th day of May, 2012.

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JESSE WHITE
Secretary of State

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

Attorney for the Secretary of State:
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