

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING AND SECURITIES

FILED

APR 11 2012 4:01 PM

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING AND  
SECURITIES, BUREAU OF SECURITIES  
LICENSING, COMPLIANCE AND  
EXAMINATIONS

v.

REBATE TV AFFILIATE PARTNERS  
NATIONAL MEDIA FUNDING CORP.  
MELVYN B. MOSKOE  
MARK BRANNIGAN<sup>1</sup>

PA DEPARTMENT OF  
BANKING AND SECURITIES

DOCKET No. 160010 (SEC-CAO)

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Pennsylvania Securities Commission (“PSC”)<sup>2</sup>, issued a Summary Order to Cease and Desist (“Summary Order”) against Rebate TV Affiliate Partners, National Media Funding Corporation, Melvyn B. Moskoe, and Mark Brannigan for the offer for sale of securities in the Commonwealth of Pennsylvania in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 et. seq. (“1972 Act”). Respondent Mark Brannigan (“Respondent Brannigan”), in lieu of litigation, and without admitting or denying any allegations or implications of fact or any violation of laws or regulations governing the conduct and operations of Respondents, and intending to be legally bound, hereby agrees to the terms of this Consent Agreement and Order (“Order”).

**BACKGROUND**

1. The Department is the Commonwealth of Pennsylvania’s administrative agency authorized and empowered to administer and enforce the 1972 Act.

<sup>1</sup> This Consent Agreement and Order applies only to Mark Brannigan.

<sup>2</sup> The PSC was merged with the Department of Banking on October 1, 2012, creating the Department of Banking and Securities (“Department”).

2. The Bureau of Securities Licensing, Compliance and Examinations (“Bureau”) is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. Rebate TV Affiliate Partners (“Rebate Partners”) was at all times material herein a Nevada general partnership with its principal place of business located at 7345 South Pierce Street, 2<sup>nd</sup> Floor, Suite 204, Littleton, CO 80123. Rebate Partners was purportedly formed to acquire licensing rights to programming owned by Rebate TV Network (“Network”), become an affiliate of the Network, and to provide new programming to television markets.

4. National Media Funding Corporation (“National”) was at all times material herein a Nevada corporation located at 7345 South Pierce Street, 2<sup>nd</sup> Floor, Suite 204, Littleton, CO 80123. National was formed to act as interim manager for Rebate Partners and to sell general partnership interests (“Interests”) in Rebate Partners.

5. Melvyn B. Moskoe was at all times material herein the president and a director of National.

6. Respondent Brannigan was at all times material herein a sales manager for National.

7. In December 1996, in the Commonwealth of Pennsylvania, Respondent Brannigan, on behalf of National and for compensation, offered for sale Interests to at least two (2) Pennsylvania residents.

8. Offering material mailed by National to at least two (2) Pennsylvania residents provided that sixty (60) Interests were available at \$10,000 per Interest, for a total capitalization of \$600,000.

9. The written materials also provided that 15% of the proceeds from the offering would be paid as commissions to National.

10. Respondent Brannigan orally stated to at least one (1) Pennsylvania resident that he would receive 5% of the proceeds of each Interest he sold as commission.

11. On January 15, 1997, the PSC issued the Summary Order to the Respondents, finding violations of Sections 201 and 301 of the 1972 Act.

12. The Interests described above are "securities" within the meaning of Section 102(t) of the 1972 Act, 70 P.S. § 1-102(t).

13. Respondent Brannigan acted as an "agent" of National within the meaning of Section 102(c) of the 1972 Act, 70 P.S. § 1-102(c).

14. The records of the Department disclose that no broker-dealer or agent registration for Respondent Brannigan was filed or in effect under Section 301 of the 1972 Act, 70 P.S. § 1-301, and no exemptions from registration were applicable.

15. The records of the Department disclose that the Interests are (a) not registered under Section 201 of the 1972 Act, 70 P.S. § 1-201; (b) not exempt from registration under Section 202 of the 1972 Act, 70 P.S. § 1-202; and (c) not federally covered securities; and, further, the securities transactions relating to the Interests are not exempt under Section 203 of the 1972 Act, 70 P.S. § 1-203.

### **VIOLATION**

16. By engaging in the acts and conduct set forth in paragraphs 3 through 15 above, Respondent Brannigan offered for sale Interests in Pennsylvania in violation of Section 201 of the 1972 Act, 70 P.S. § 1-201.

17. By engaging in the acts and conduct set forth in paragraphs 3 through 15 above, Respondent Brannigan offered for sale the Interests in Pennsylvania in violation of Section 301 of the 1972 Act, 70 P.S. § 1-301.

## **RELIEF**

18. Within 30 days of the Effective Date of this Order, as defined in Paragraph 26, the Respondent Brannigan shall pay the Department investigative and legal costs in the amount of \$500. Payment shall be made by certified check or money order made payable to the "Department of Banking and Securities" and shall be mailed or delivered, in person, to the Bureau of Securities Licensing, Compliance and Examinations located at 17 N. Second Street, Suite 1300, Harrisburg, PA 17101.

19. The Summary Order is hereby RESCINDED prospectively as against Respondent Brannigan.

20. Respondent Brannigan is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Sections 201 and 301, 70 P.S. §§ 1-201, 301.

21. Should Respondent Brannigan fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to the Respondent's right to a hearing pursuant to the 1972 Act.

## **FURTHER PROVISIONS**

22. Consent. Respondent Brannigan hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that he understands all of the terms and conditions contained herein. Respondent Brannigan, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

23. Entire Agreement. This Order contains the entire agreement between the Department and Respondent Brannigan. There are no other terms, obligations, covenants,

representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and the Respondent Brannigan.

24. Binding Nature. The Department, Respondent Brannigan, and all officers, owners, directors, employees, heirs and assigns of Respondent intend to be and are legally bound by the terms of this Order.

25. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

26. Effectiveness. Respondent Brannigan hereby stipulates and agrees that the Order shall become effective on the date that the Bureau executes the Order ("Effective Date").

27. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Respondent Brannigan in the future regarding all matters not resolved by this Order.

(b) Respondent Brannigan acknowledges and agrees that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

28. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

29. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

30. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

31. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

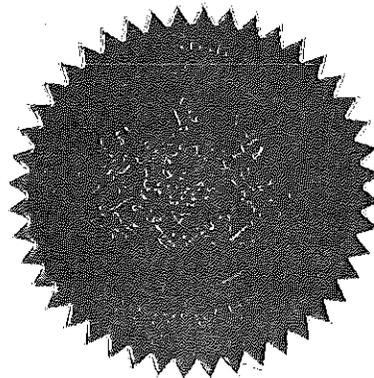
**WHEREFORE**, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Licensing, Compliance and Examinations, and Respondent Brannigan, intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING AND SECURITIES  
BUREAU OF SECURITIES LICENSING, COMPLIANCE AND EXAMINATIONS**

Redacted

James Klutinoty  
Chief, Western Region

Date: 2/1/16



**FOR MARK BRANNIGAN**

Redacted

Mark Brannigan  
(Signature)

Mark Brannigan  
(Print Name)

Date: 12/18/2015