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Attorneys for Utah Division of Securities

BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF: **EQUITY SOURCE, LLC, and ROBERT L. HARRINGTON,** **Respondents.**	**STIPULATION AND CONSENT ORDER** **Docket No. SD-07-0013** **Docket No. SD-07-0014**

The Utah Division of Securities (Division), by and through its Director of Corporate Finance, Benjamin Johnson, and Respondents Equity Source, LLC (Equity Source or company), and its manager Robert L. Harrington (Harrington), hereby stipulate and agree as follows:

1. In June 2006, the Division commenced an investigation of Equity Source and allegations that the company may have violated certain provisions of the Utah Uniform Securities Act (the Act), Utah Code Ann. § 61-1-1, et seq.

2. Equity Source and its manager partner Robert L. Harrington have agreed to resolve the investigation into this matter by way of this Stipulation and Consent Order (Order) without the commencement of a formal adjudicative proceeding.

3. Equity Source and Harrington admit the jurisdiction of the Division over them and the subject matter of this action.

4. By entering into this Stipulation and Consent Order, Equity Source and Harrington waive any right to challenge the Division's investigation and present evidence on their behalf at a hearing.

5. Equity Source and Harrington waive any right to seek agency review or an appeal of this matter, administrative or judicial.

6. Equity Source and Harrington have read this Order, understand its contents, and enter into this Order voluntarily. No promises or threats have been made by the Division, nor by any representative of the Division, to induce Equity Source and Harrington to enter into this Order other than as described herein.

I. FINDINGS OF FACT

The Parties

7. Equity Source, LLC is a Nevada limited liability company, registered as a foreign limited liability company with the Utah Division of Corporations and Commercial Code on June 25, 2002. The primary business address of Equity Source is 2046 E. Murray Holladay Rd., Suite 108, Salt Lake City, UT 84117.

8. Robert L. Harrington (Harrington) is the manager and registered agent of Equity Source. Harrington is a resident of Utah.

The Division's Investigation

9. On and before June 19, 2006, Equity Source operated a website, www.equitysourcellc.com. The website offered securities by means of a general solicitation or announcement and offered investors 14% returns on notes claimed to be backed by additional securities in the form of personal guarantees.

10. On June 20, 2006, Equity Source discontinued the website after being told of the violation.

11. On September 15, 2006, Equity Source mailed a Rule 506, Form D, Notice of Private Placement Offering of federal covered securities for its Series B-1, B-2, B-3, B-4, B-5, B-6, B-7 "Units of Membership Interest by Equity Source" offerings. The notice were received by the Division on September 21, 2006.

12. On October 31, 2006, Equity Source made Rule 506 notice filings for its Series B-66 and Series 66 B-68 offerings. On January 5th, 2007, Equity Source made Rule 506 notice filings for its Series B-69 and Series B-70 offerings.

II. CONCLUSIONS OF LAW

Sale of Unregistered Securities

13. The interests offered by Respondents were securities under Utah Code Ann. § 61-1-13(x).

14. The securities were offered without registration.

15. No notice filings were made prior to June 2006 when Equity Source's website came to the

attention of the Division. The Securities Act of 1933 gives the Division authority to require the filing of a notice of sale based on Section 18(c)(2)(A) of the 1933 Securities Act. "Nothing in this section prohibits the securities commission (or any agency or office performing like functions) from requiring the filing of any document filed with the Commission pursuant to this subchapter together with annual or periodic reports of the value of securities sold or offered to be sold to persons located in the State (if such sales data is not included in documents filed with the Commission), solely for notice purposes and the assessment of any fee, together with a consent to service of process and any required fee." 15 U.S.C.A. § 77r(c)(2)(A). The Securities Act of 1933 also gives the Division power to suspend the sale of securities for failure to file. "[N]othing shall prohibit the securities commission (or any agency or office performing like functions) of any State from suspending the offer or sale of securities within such State as a result of the failure to submit any filing or fee required under law and permitted under this section." 15 U.S.C.A. § 77r(c)(3).

16. Utah Code Ann. § 61-1-15.5 and Utah Admin. Code R164-15-2 require that an issuer offering a security that is a federal covered security under 18(b)(4)(D) of the 1933 Act must submit to the Division, a manually signed notice on SEC Form D; a manually signed NASAA Form U-2; and a fee; no later than 15 days after the first sale of such federal covered security in Utah.

17. Because Respondents Equity Source and Harrington offered securities by general solicitation

or announcement without registration, and failed to file the proper notices first, they violated Utah Code Ann. § 61-1-7.

III. AGREEMENT

18. Respondents Equity Source and Robert L. Harrington neither admit nor deny the Division's investigative Findings of Fact and Conclusions of Law, but consent to the entry of an Order:

a. Preventing Respondents from selling or offering for sale securities in any form in or from the State of Utah until such time as the securities have been registered with the Utah Division of Securities in accordance with Title 61, Chapter 1, UTAH CODE ANN., unless such securities and/or such offers are exempt from such registration requirement (1) under section 61-14 of the Utah Uniform Securities Act, (2) under Blue Sky Regulation R164-14-2n of the Utah Administrative Code, (3) as a federal covered security for which Respondents make the proper notice filings, or (4) otherwise as permitted under Utah law;

b. Requiring that while engaged in or in connection with the offer, sale or purchase of any security that Respondents be prohibited from:

1. Employing any device, scheme, or artifice to defraud,

2. Making any untrue statement of material fact, or omitting 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. Engaging in any act, practice or course of business which operates or would

operate as a fraud or deceit upon any person;

4. Engaging in any form of general solicitation or general advertising contrary to the provisions of applicable law.

c. Prohibiting Respondents from failing to disclose the existence of this Stipulation when engaged in or in connection with the offer, sale or purchase of any security.

d. Preventing Respondents from aiding, abetting, counseling, inducing, or causing any other person to engage in any of the types of conduct described in the preceding paragraphs.

e. Requiring Respondents to pay, jointly and severally, a fine of $7,500 to the Division.

IV.FINAL RESOLUTION

19. Equity Source and Harrington acknowledge that this Order, upon approval by the Division Director, will be the final compromise and settlement of this matter. Equity Source and Harrington further acknowledge that, if the Division Director does not accept the terms of the Order, it will be deemed null and void, and without any force or effect whatsoever.

20. This Stipulation constitutes the entire agreement between the parties herein and supersedes and cancels any and all prior negotiations, representations, understandings, or agreements between the parties. There are no verbal agreements which modify, interpret, construe, or otherwise affect this Stipulation in any way.

21. Respondents acknowledge that the Order does not affect any civil or arbitration causes of action that third parties may have against it arising in whole or in part from its actions, and

that the Order does not affect any criminal causes of action that a prosecutor might bring.

22. This Order constitutes the entire agreement between the parties herein, and supersedes and cancels any and all prior negotiations, representations, understandings, or agreements between the parties. There are no verbal agreements that modify, interpret, construe, or otherwise affect this Order in any way.

23. A willful, material violation of this Stipulation (if and as proven in a criminal proceeding) is a third degree felony pursuant to § 61-1-21(1) of the Act.

Utah Division of Securities

Date: 1-17-07

By: _____
Benjamin Johnson
Director of Corporate Finance

Equity Source, LLC
Robert L. Harrington

Date: 1/16/09

By: _____
Robert L. Harrington, personally and as managing partner of Equity Source LLC

Approved:

_____
Jeffrey Buckner
Assistant Attorney General

ORDER

Pursuant to the terms of the Stipulation and Consent Order above, the Director of the Utah Division of Securities hereby enters the following orders:

1. The Division has made a sufficient showing of Findings of Fact and Conclusions of Law to form a basis for this settlement.

2. Respondents Equity Source, LLC and Robert L. Harrington are hereby Ordered to cease and desist from:

   a. engaging in any further conduct in violation of the Utah Uniform Securities Act;

   b. selling or offering for sale non-exempt securities in any form in or from the State of Utah until such time as the securities have been registered with the Utah Division of Securities in accordance with Title 61, Chapter 1, UTAH CODE ANN., unless such securities and/or offers are exempt from such registration requirement (1) under Section 61-14 of the Utah Uniform Securities Act, (2) under Blue Sky Regulation R164-14-2n of the Utah Administrative Code, (3) as a federal covered security for which Respondents make the proper notice filings, or (4) otherwise as permitted under Utah law;

   c. employing any device, scheme, or artifice to defraud;

   d. making any untrue statement of material fact, or omitting 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;

e. engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person;

f. engaging in any form of general solicitation or general advertising;

g. failing to disclose the existence of this Stipulation when engaged in or in connection with the offer, sale or purchase of any security;

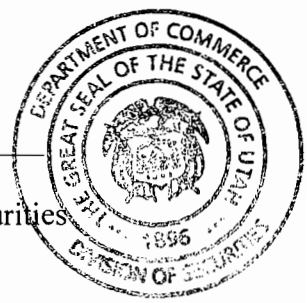
h. aiding, abetting, counseling, inducing, or causing any other person to engage in any of the types of conduct described in the preceding paragraphs; and

3. Respondents are also Ordered to pay a fine, jointly and severally, of $7,500 to the Division.

DATED this 14th day of February, 2007.

Wayne Klein

WAYNE KLEIN
Director, Utah Division of Securities



CERTIFICATE OF MAILING

I hereby certify that on the 14th day of February, 2007, I mailed by certified mail, a true and correct copy of the foregoing **Stipulation and Consent Order** to Respondent to:

Robert Harrington
2046 E. Murray Holladay Road, Suite 108
Holladay, UT 84117

CERTIFIED MAIL: 7005 1820 0003 7190 3945

Pamela Radzinski
Executive Secretary