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REGISTRATION & DISCLOSURE

**NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2005002871201**

TO: Department of Enforcement
NASD

RE: Park Financial Group, Inc., NASD Member
CRD No. 30582

Gordon Cantley, Registered Principal
CRD No. 1453986

Pursuant to Rule 9216 of NASD Code of Procedure, the above-referenced respondents (collectively, "Respondents") submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against us alleging violations based on the same factual findings.

Respondents understand that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against us; and
3. If accepted:
 - a. this AWC will become part of our permanent disciplinary records and may be considered in any future actions brought by NASD or any other regulator against us;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about our disciplinary records;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and

- d. Respondents may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. Nothing in this provision affects Respondents' testimonial obligations or rights to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

Respondents understand that our experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

Park Financial Group was admitted to NASD membership on July 17, 1992. Gordon Cantley is the firm's sole owner, CEO, President, and Financial and Operations Principal. Park operates pursuant to subparagraph (a) (2) of SEC Rule 15c3-1 (The Net Capital Rule). The firm's primary business is proprietary trading and market-making in microcap securities, specifically securities traded over the OTC Bulletin Board and Pink Sheets markets.

On April 12, 2005, pursuant to a Letter of Acceptance, Waiver and Consent ("AWC"), Park was censured and fined \$12,500 for violations of SEC Rules 15c3-1, 17a-3 and 17a-5, and for violations of NASD Rules 2110, 3011(B) and (C) and 3110 (Anti-Money Laundering procedures). \$2,500 of the fine was attributable to the net capital-related violations.

Gordon Cantley was first registered in the securities industry, as a general securities representative, in February 1986. Cantley became registered as a Series 4 Options Principal on January 25, 1994; as a Series 24 General Securities Principal on March 1, 1999; as a Series 27 Financial and Operations Principal on December 8, 1999; and as a Series 55 Equity Trader on April 13, 2000. He currently is registered with Park as an equity trader, financial and operations principal; general securities principal; general securities representative, and options principal.

I.

WAIVER OF PROCEDURAL RIGHTS

Respondents specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against us;
- B. To be notified of the Formal Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel,

to have a written record of the hearing made and to have a written decision issued; and

- D. To appeal any such decision to the NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, we specifically and voluntarily waive any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

We further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

II.

ACCEPTANCE AND CONSENT

- A. Respondents hereby accept and consent, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by NASD:
1. Park Financial, acting through Gordon Cantley, conducted a securities business on August 31, 2005, September 30, 2005 and October 10, 2005, while failing to maintain its minimum required net capital. Such acts, practices and conduct constitute violations of NASD Conduct Rule 2110 and SEC Rule 15c3-1 by Park Financial, and violations of NASD Rule 2110 by Cantley.
 2. Park Financial, acting through Gordon Cantley: (a) failed to timely file notice pursuant to SEC Rule 17a-11 that its net capital had fallen below 120% of its required net capital as of July 31, 2005; (b) failed to timely file notice pursuant to SEC Rule 17a-11 that its net capital had fallen below its required net capital as of August 31, 2005; (c) filed a materially inaccurate notice under Rule 17a-11, stating that the firm was below 120% of its required net capital as of August 31 and September 30, 2005, when in fact the firm was below its net capital requirement on both dates; and (d) failed to file notice pursuant to SEC Rule 17a-11 that its net capital had fallen below its minimum requirement as of October 10, 2005. Such acts, practices and conduct constitute violations of SEC Rule 17a-11 and NASD Conduct Rule 2110 by Park Financial, and violations of NASD Conduct Rule 2110 by Cantley.

3. Park Financial, acting through Gordon Cantley, filed materially inaccurate FOCUS Reports, Part II for the months of July, August, September and October 2005. Such acts, practices and conduct constitute violations of SEC Rule 17a-5 and NASD Conduct Rule 2110 by Park Financial and violations of NASD Conduct Rule 2110 by Respondent Cantley.
 4. Park Financial, acting through Gordon Cantley, prepared and maintained materially inaccurate net capital computations as of July 31, August 31, September 30 and October 10, 2005. Such acts, practices and conduct constitute violations of SEC Rules 17a-3 and 17a-4, and NASD Conduct Rule 2110 by Park Financial, and violations of NASD Conduct Rule 2110 by Cantley.
- B. We also consent to the imposition, at a maximum, of the following sanctions: censures and a joint and several fine of \$12,500 against Park Financial and Cantley.

The sanctions imposed herein shall be effective on a date set by NASD staff.

III.

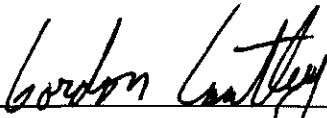
OTHER MATTERS

- A. We understand that we may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. We understand that we may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by NASD, nor does it reflect the views of NASD or its staff.
- B. We agree to pay any monetary sanctions imposed on us upon notice that this AWC has been accepted and that such payments are due and payable, and have attached an Election of Payment form showing the method by which we propose to pay any fine imposed.
- C. We specifically and voluntarily waive any right to claim that we are unable to pay, now or at any time hereafter, any monetary sanction imposed in this matter.

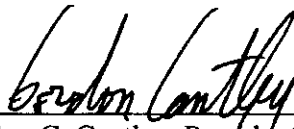
Respondents that we have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce us to submit it.

Date

5-22-07


Gordon C. Cantley, Respondent

Park Financial Group, Inc., Respondent

By: 
Gordon C. Cantley, President

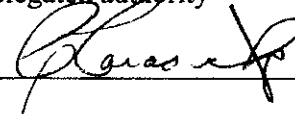
Reviewed by:


Mark Hunter
Counsel for Respondent

Accepted by NASD:

Date: 6/11/07

Signed on behalf of the Director of ODA, by
delegated authority



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