

1	5. On June 6, 2010, a complaint was filed alleging CA Gold was conducting public
2	solicitations for shareholders by using a video website, Youtube.com.
3	6. On November 17, 2010, CA Gold provided a copy of an LLC membership certificate issued
4	to purchasers evidencing the percent of ownership held by the member. The certificate did not have
5	a legend as required under AS 45.55.900(b)(5) et seq.
6	III. LEGAL STANDARDS
7	1. An issuer is required by AS 45.55.070 to register a security, file a notice as a federal
8	covered security, or receive or qualify for an exemption under AS 45.55.900.
9	2. An issuer selling securities subject to an exemption under AS $45.55.900(b)(5)(A) - (C)$ is
10	restricted from engaging in any form of public solicitation.
11	3. An issuer selling securities subject to an exemption under AS 45.55.900(b)(5) must place a
12	legend on the certificate or other document evidencing ownership of the security, stating that the
13	security is not registered under the Act and cannot be resold without registration under the Act or
14	exemption from it.
15	IV. FINDINGS
16	1. CA Gold did not file a registration or notice of exemption with the division in accordance
17	with AS 45.55.070. An issuer is in violation of AS 45.55.920, if a security is offered for sale has not
18	been properly registered under AS 45.55.070.
19	2. CA Gold did file an exemption notice with the division under AS 45.55.900(b)(5).
20	3. The distribution of videos on Youtube.com by CA Gold is considered a public solicitation.
21	4. CA Gold did not qualify for a self-executing exemption under AS 45.55.900(b)(5)(C),
22	because AS 45.55.900(b)(5)(B)(vi), which is referred to in AS 45.55.900(b)(5)(C), prohibits the use
23	of any public solicitation.
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ALASKA ORDER NO. 10-20-S

1	5. If CA Gold wanted to rely on a self-executing exemption, the certificates of shareholder
2	interest issued by CA Gold did not comply with AS 45.55.900(b)(5)(A)(ii) or (5)(B)(iv), which
3	require that "a legend is placed on the certificate or other document evidencing ownership of the
4	security, stating that the security is not registered under this chapter and cannot be resold without
5	registration under this chapter or exemption."
6	V. ORDER AND NOTICE
7	1. Pursuant to AS 45.55.920(a)(1) and (c), the Administrator finds CA Gold committed several
8	violations of the Act as specified above and further finds it is in the public interest to issue this
9	Order.
10	2. CA Gold acknowledges its violations of the Act stated in this Order.
11	3. CA Gold agrees to waive its right of appeal under AS 45.55.920(d).
12	4. In order to resolve their outstanding violations, and in the interest of conserving resources
13	and economy, the parties enter into this Order.
14	5. CA Gold agrees to issue a Notice of Rescission in compliance with AS 45.55.900(b)(19),
15	45.55.930, and 3 AAC 08.915. CA Gold will submit form 08-111 and pay appropriate fees to the
16	division no later than fifteen (15) days after the division's administrator executes this Order. CA
17	Gold will complete and submit form 08-111a to the division after completion of the rescission offer.
18	6. CA Gold agrees to submit an exemption filing under AS 45.55.900 if applicable to its
19	issuance of membership units, and to pay appropriate fees.
20	7. CA Gold agrees to pay a fine under AS 45.55.920, in the amount of \$1,500.
21	8. CA Gold and the division agree that this Consent Order shall remain in full force and effect
22	and binding until it is amended or vacated by further order of the Administrator or the mutual
23	agreement of the parties.
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