STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES

IN THE MATTER OF:

CA Gold, LLC
ALASKA ORDER NO. 10-20-S

Respondent.

CONSENT ORDER

I. INTRODUCTION

The Department of Commerce, Community, and Economic Development, Division of Banking and Securities (the division), is responsible for administration of the Alaska Securities Act (the Act) at AS 45.55 and the regulations adopted under the Act at 3 AAC 08. Having conducted an investigation pursuant to AS 45.55.910(a)(1), the division finds as follows:

II. FACTS

1. CA Gold, LLC (CA Gold) is a limited liability company organized under the laws of the state of Alaska, and received a Certificate of Organization on October 17, 2009.

2. CA Gold filed its initial report on April 16, 2010, with the Division of Corporations, Business and Professional Licensing listing Jamie Baker and Caalee A. Dilley as the members of CA Gold, with Jamie Baker designated as the manager of the CA Gold.

3. On or about November 15, 2009, CA Gold produced and distributed a video presentation that referenced its development of mining claims known as Rusty Creek. The video presentation included a solicitation for investors, which included a description of the minimum investment and the anticipated return an investor should expect to receive as a result of the operation of the mine.

4. On or about December 13, 2009, CA Gold or a person acting on behalf of CA Gold posted the videos on YouTube.com, an online public forum where posted videos can be viewed by any person visiting the website. The videos included email contact information for CA Gold.
5. On June 6, 2010, a complaint was filed alleging CA Gold was conducting public solicitations for shareholders by using a video website, Youtube.com.

6. On November 17, 2010, CA Gold provided a copy of an LLC membership certificate issued to purchasers evidencing the percent of ownership held by the member. The certificate did not have a legend as required under AS 45.55.900(b)(5) et seq.

III. LEGAL STANDARDS

1. An issuer is required by AS 45.55.070 to register a security, file a notice as a federal covered security, or receive or qualify for an exemption under AS 45.55.900.

2. An issuer selling securities subject to an exemption under AS 45.55.900(b)(5)(A) – (C) is restricted from engaging in any form of public solicitation.

3. An issuer selling securities subject to an exemption under AS 45.55.900(b)(5) must place a legend on the certificate or other document evidencing ownership of the security, stating that the security is not registered under the Act and cannot be resold without registration under the Act or exemption from it.

IV. FINDINGS

1. CA Gold did not file a registration or notice of exemption with the division in accordance with AS 45.55.070. An issuer is in violation of AS 45.55.920, if a security is offered for sale has not been properly registered under AS 45.55.070.

2. CA Gold did file an exemption notice with the division under AS 45.55.900(b)(5).

3. The distribution of videos on Youtube.com by CA Gold is considered a public solicitation.

4. CA Gold did not qualify for a self-executing exemption under AS 45.55.900(b)(5)(C), because AS 45.55.900(b)(5)(B)(vi), which is referred to in AS 45.55.900(b)(5)(C), prohibits the use of any public solicitation.
5. If CA Gold wanted to rely on a self-executing exemption, the certificates of shareholder
interest issued by CA Gold did not comply with AS 45.55.900(b)(5)(A)(ii) or (5)(B)(iv), which
require that “a legend is placed on the certificate or other document evidencing ownership of the
security, stating that the security is not registered under this chapter and cannot be resold without
registration under this chapter or exemption.”

V. ORDER AND NOTICE

1. Pursuant to AS 45.55.920(a)(1) and (c), the Administrator finds CA Gold committed several
violations of the Act as specified above and further finds it is in the public interest to issue this
Order.

2. CA Gold acknowledges its violations of the Act stated in this Order.

3. CA Gold agrees to waive its right of appeal under AS 45.55.920(d).

4. In order to resolve their outstanding violations, and in the interest of conserving resources
and economy, the parties enter into this Order.

5. CA Gold agrees to issue a Notice of Rescission in compliance with AS 45.55.900(b)(19),
45.55.930, and 3 AAC 08.915. CA Gold will submit form 08-111 and pay appropriate fees to the
division no later than fifteen (15) days after the division’s administrator executes this Order. CA
Gold will complete and submit form 08-111a to the division after completion of the rescission offer.

6. CA Gold agrees to submit an exemption filing under AS 45.55.900 if applicable to its
issuance of membership units, and to pay appropriate fees.

7. CA Gold agrees to pay a fine under AS 45.55.920, in the amount of $1,500.

8. CA Gold and the division agree that this Consent Order shall remain in full force and effect
and binding until it is amended or vacated by further order of the Administrator or the mutual
agreement of the parties.
January 4, 2011
/s/ Lorie L. Hovanec
Date
Lorie L. Hovanec, Administrator
Division of Banking and Securities

CA Gold, LLC

Dated: 12/30/10
/s/ Jamie L. Baker
Name Jamie L. Baker
Title Managing Member

SUBSCRIBED AND SWORN TO before me this 30th day of December, 2010 at Wasilla, Alaska.

/s/ Cynthia Barber
Notary Public in and for Alaska

Cynthia Barber
Notary Printed Name

My commission expires: 03/03/2014

Contact Person:
Roger W. Prince
Securities Examiner
(907) 269-8144