

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

4 IN THE MATTER OF:)
5)

6 LORRIE SAUNDERS-IRWIN)

7)
8 Respondent.)
9 _____)

ORDER NO. 11-737-S

**ORDER TO CEASE AND DESIST
ASSESSING A CIVIL PENALTY
AND
CONSENT TO ORDER**

10 The Director of the Department of Commerce, Community, and Economic
11 Development, Division of Banking and Securities (“Administrator”), has conducted an
12 investigation into certain business activities of Lorrie Saunders-Irwin (“Respondent”), and
13 has determined that Respondent violated certain provisions of the Alaska Securities Act,
14 Alaska Statute (“AS”) 45.55.

15 Respondent agrees that the Administrator has jurisdiction over Respondent and these
16 matters pursuant to the Alaska Securities Act.

17 Respondent wishes to resolve and settle this matter with the Administrator. As
18 evidenced by the authorized signature on this Order, Respondent consents to the entry of this
19 Order assessing a civil penalty based on the Conclusions of Law and Order. Respondent
20 waives her right of appeal under AS 45.55.920(d).

21 **I. FACTS**

- 22 1. Respondent is a resident of Anchorage, Alaska.
- 23 2. In 2004, Respondent offered Alaska resident B.D. an opportunity to invest \$18,000
- 24 in a company named Medical Financial Services in exchange for a promissory note for

1 \$10,000 with a guaranteed 10% rate of return and a promise of an additional promissory note.

2 3. Respondent created Medical Financial Services in order to help pre-qualified
3 Alaskans obtain secured loans to finance needed surgical procedures.

4 4. Medical Financial Services had an active business license, number 421967, in
5 Alaska from February 8, 2002 to December 31, 2003.

6 5. Medical Financial Services had a physical address at 1843 Parkside Drive,
7 Anchorage, Alaska, 99501, which is also Respondent's home address.

8 6. At the end of 2004, B.D. sent three separate wire transfers totaling \$18,000 to a
9 bank account at the First National Bank of Alaska, account number 26000, in the name of
10 Medical Financial Services.

11 7. The promissory note offered and sold to B.D. was not registered with the
12 Administrator, federally covered in compliance with Alaska law, or exempt from registration.

13 8. Respondent paid the full \$18,000 back to B.D. as part of a settlement in a separate
14 legal matter.

15 9. Respondent has fully cooperated with the Division in this case.

16 II. CONCLUSIONS OF LAW

17 1. The promissory note that Respondent offered and sold to B.D. was a "security" as
18 that term is defined in AS 45.55.990(32).

19 2. Respondent violated AS 45.55.070 because the security offered and sold to B.D. was
20 not registered with the Administrator, federally covered in compliance with Alaska law, or
21 exempt from registration.

22 3. Respondent is subject to a civil penalty pursuant to AS 45.55.920(b) because
23 Respondent knowingly offered and sold a security to B.D. that was not registered with the
24 Administrator, federally covered in compliance with Alaska law, or exempt from registration.

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III. ORDER

The Administrator, pursuant to AS 45.55.920, hereby ORDERS Respondent to:

1. CEASE AND DESIST from offering and selling securities without being registered with the Administrator, federally covered in compliance with Alaska law, or exempt from registration.

2. Comply with all provisions of the Alaska Securities Act, including associated Regulations.

3. Pay a civil penalty in the amount of five thousand dollars (\$5,000.00), with four thousand five hundred dollars (\$4,500.00) suspended for a period of five (5) years. If Respondent fails to comply with any term or condition of this Order, or if Respondent commits any future violation of the Alaska Securities Act, the suspended portion of the civil penalty will be immediately due.

IT IS SO ORDERED.

SUSAN BELL, Commissioner
Department of Commerce, Community and
Economic Development

DATED: May 8, 2014

/s/ Kevin Anselm
BY: Kevin Anselm, Director
Division of Banking and Securities

Consent to Entry of Order

I, Lorrie Saunders-Irwin, state that I have read the foregoing Order and that I know and fully understand the Order contents; that I acknowledge violation of the Alaska Securities Act; that I have been advised of the right to a hearing; that I voluntarily and without any force or duress,

1 consent to the entry of this Order, expressly waiving any right to a hearing in this matter; that I
2 understand that the Administrator reserves the right to take further actions to enforce this Order
3 or to take appropriate action upon discovery of other violations of the Alaska Securities Act,
4 and that I will fully comply with the terms and conditions stated herein.

5 I understand that this Order is a public document.

6
7 DATED: 05/07/2014 /s/ Lorrie Saunders-Irwin
Lorrie Saunders-Irwin

8
9 SUBSCRIBED AND SWORN TO before me this 7th day of May, 2014 at Anchorage,
Alaska.

10
11 /s/ Nadine F. Sene
Notary Public in and for Alaska
12 Nadine Sene
Notary Printed Name
13 My commission expires: 03/28/2018

14
15 Contact Person:
16 David Newman
Securities Examiner
17 (907) 269-7678

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

In the matter of:)
)
) ORDER NO: 14-100-S
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Abbey Capital Multi Manager)
Fund Ltd.) ORDER IMPOSING A CIVIL PENALTY
) AND CONSENT TO ORDER
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Respondent.)
_____)

The Director of the Department of Commerce, Community, and Economic Development, Division of Banking and Securities (the Administrator), has conducted an investigation into certain business activities of Abbey Capital Multi Manager Fund Ltd (Respondent), and has determined that the Respondent violated certain provisions of the Alaska Securities Act, Alaska Statute (AS) 45.55, by offering and selling securities in Alaska without the securities first being registered with the Administrator, federally covered in compliance with Alaska law, or exempt from registration.

The Respondent agrees that the Administrator has jurisdiction over the Respondent and these matters pursuant to the Alaska Securities Act.

The Respondent wishes to resolve and settle this matter with the Administrator. As evidenced by the authorized signature on this Order, the Respondent consents to the entry of this Order assessing a civil penalty based on the Conclusions of Law and Order. The Respondent waives its right to hearing under AS 45.55.920(d).

I. FACTS

1. Under AS 45.55.075(d) and 3 AAC 08.506, issuers of federal covered securities under 15 U.S.C. 77r(b)(4)(D) (Securities Act of 1933), that make sales of such securities in

1 Alaska must make a notice filing with the Administrator comprised of the SEC form D,
2 consent to service of process signed by the issuer, and a filing fee of \$600 for one year or
3 \$1100 for two years. The notice filing must be filed with the Administrator no later than 15
4 days from the first sale of the federal covered security in Alaska.

5 2. On July 10, 2013, Respondent filed the SEC form D with the Administrator along
6 with \$1,100 in filing fees. On the SEC form D, Respondent indicated that it was issuing
7 pooled investment fund interests as part of the offering.

8 3. In its June 9, 2013 telephone conversation with the Administrator, Respondent's
9 attorney notified the Administrator the date of first sale in Alaska was in April 2010, and that
10 Respondent had failed to file as a result of a reporting error.

11 4. Between April 2010 and July 12, 2013, respondent made eight sales totaling
12 \$734,000 to Alaska residents.

13 II. CONCLUSIONS OF LAW

14 1. The securities offered and sold by the Respondent were federal covered securities
15 under 15 U.S.C. 77r(b)(4)(D) (Securities Act of 1933) and subject to the filing requirements
16 of AS 45.55.075(d).

17 2. The Respondent sold federal covered securities in the state of Alaska from April 2010
18 to July 12, 2013 without filing the required notice filing and paying the required fees in
19 violation of AS 45.55.075.

20 3. The Respondent is subject to a civil penalty under AS 45.55.920 for failing to timely
21 file the required notice filings and pay the required fees.

22 III. ORDER

23 1. The Respondent is ordered to pay a civil penalty under AS 45.55.920(c) in the
24 amount of \$4,500.

1 2. Respondent is ordered to comply with all provisions of the Alaska Securities Act,
2 including associated regulations.

3 3. Nothing in this order affects any private right of action under AS 45.55.930.
4

5 SUSAN BELL, Commissioner
6 Department of Commerce, Community
and Economic Development

8 April 17, 2014

9 Date

/s/ Kevin Anselm

Kevin Anselm, Director

Division of Banking and Securities

10 Corporate Consent to Entry of Order

11 I, Anthony Gannon, state that I am the Director of Abbey Capital Multi Manager
12 Fund Ltd (Respondent); that I am authorized to act on its behalf; that I have read the
13 foregoing Order and that I know and fully understand the Order's contents; that Respondent
14 has been represented by counsel in this matter; that Respondent has been advised of the right
15 to a hearing; that Respondent voluntarily and without any force or duress, consents to the
16 entry of this Order, without admitting or denying the factual allegations stated herein,
17 expressly waiving any right to a hearing in this matter; that Respondent understands that the
18 Administrator reserves the right to take further actions to enforce this Order or to take
19 appropriate action upon discovery of other violations of the Alaska Securities Act, and that
20 Respondent will fully comply with the terms and conditions stated herein.

21 Respondent further assures the Administrator that Respondent and its members,
22 officers, employees and agents will only effect securities transactions in Alaska in full
23 compliance with the terms of this Order, the Alaska Securities Act (AS 45.55) and associated
24 regulations (3 AAC 08).

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Respondent understands that this Consent Order is a public document.

Date /s/ Anthony Gannon
Abbey Capital Multi Manager Fund Ltd

Name Anthony Gannon

Title Director

SUBSCRIBED AND SWORN TO before me this 2nd day of April, 2014 at Dublin City, Ireland.

/s/ David H. Christie
Notary Public in and for

David H. Christie
Notary Printed Name
My commission expires: Commissioner for Life

Approved as to form:

/s/ David M. Matteson

Attorney for respondent

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

STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES
550 WEST SEVENTH AVENUE, SUITE 1850
ANCHORAGE, ALASKA 99501
PHONE: (907) 269-8140

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

In the matter of:)
)
) ORDER NO: 12-029-S
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VirtualMetrix, Inc.) ORDER IMPOSING A CIVIL PENALTY
) AND CONSENT TO ORDER
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Respondent.)
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The Director of the Department of Commerce, Community, and Economic Development, Division of Banking and Securities (the Administrator), has conducted an investigation into certain business activities of VirtualMetrix, Inc. (VirtualMetrix or Respondent), and has determined that Respondent violated certain provisions of the Alaska Securities Act, Alaska Statute (AS) 45.55 et seq., by offering and selling securities in Alaska without the securities first being registered or with benefit of exemption from registration.

Respondent agrees that the Administrator has jurisdiction over Respondent and these matters pursuant to the Alaska Securities Act.

Respondent wishes to resolve and settle this matter with the Administrator. As evidenced by the authorized signature on this Order, Respondent consents to the entry of this Order assessing a civil penalty based on the Conclusions of Law and Order. Respondent waives its right of appeal under AS 45.55.920(d).

I. FACTS

1. VirtualMetrix (Respondent) is a corporation organized under the laws of the State of California. Respondent was formed in California on May 5, 2005 and was issued entity number C2589945 by the California Secretary of State. Respondent's primary business

1 location and mailing address is 16738 Zumaque Street, Suite A, Rancho Santa Fe, California
2 92067.

3 2. On February 11, 2011, Respondent issued a Convertible Secured Promissory Note to
4 an Alaska resident investor for the principal amount of \$10,000.

5 3. On April 22, 2011, respondent issued a Convertible Secured Promissory Note to the
6 same Alaska resident investor for the principal amount of \$15,000.

7 4. Neither the February 11, 2011 transaction nor the April 22, 2011 transaction was
8 registered with the State of Alaska, and no exemption from registration filing was made with
9 the Division of Banking and Securities.

10 II. CONCLUSIONS OF LAW

11 1. The Convertible Secured Promissory Notes offered and sold by Respondent were
12 securities under AS 45.55.990(32).

13 2. The Convertible Secured Promissory Notes offered and sold by Respondent were not
14 registered under AS 45.55; were not federal covered securities; and no exemption from
15 registration filings were made pursuant to AS 45.55.900 with the Division.

16 3. Because Respondent did not register the securities or qualify for exemptions,
17 Respondents violated AS 45.55.070 by offering and selling those securities.

18 4. Respondent is subject to a civil penalty under AS 45.55.920 for selling unregistered
19 securities.

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1 45.55.930; that VirtualMetrix expressly waives any right to a hearing in this matter; that
2 VirtualMetrix understands that the Administrator reserves the right to take further actions to
3 enforce this Order or to take appropriate action upon discovery of other violations of the
4 Alaska Securities Act; and that VirtualMetrix will fully comply with the terms and conditions
5 stated herein.

6 VirtualMetrix further assures the Administrator that VirtualMetrix and its members,
7 officers, employees and agents will only effect securities transactions in Alaska in full
8 compliance with the terms of this Order, the Alaska Securities Act (AS 45.55) and
9 regulations (AAC 03.008).

10 VirtualMetrix understands that this Consent Order is a public document.

12 February 11, 2014
Date

/s/ Val Popescu
VirtualMetrix, Inc.

Name Val Popescu

Title CEO

16 SUBSCRIBED AND SWORN TO before me this ____ day of _____, _____ at
17 _____, _____.

18 _____
Notary Public in and for

19 _____
Notary Printed Name
20 My commission expires: _____
21

See Attached Document

22 Approved as to form:

23 _____
Name
24 Attorney for respondent

STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES
550 WEST SEVENTH AVENUE, SUITE 1850
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Contact Person:
George R. Humm
Securities Examiner
(907) 269-8141

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

4 IN THE MATTER OF:)
5 FORTUNE OIL & GAS, LTD.,) **ORDER NO. 13-1095-S**
6 RUSSELL L. VERA, and) **FINAL CEASE AND DESIST ORDER**
7 R. GERALD BAILEY) **ASSESSING CIVIL PENALTIES**
8 Respondents.)
9 _____)

10 The Director of the Department of Commerce, Community, and Economic
11 Development, Division of Banking and Securities (“Administrator”), has conducted an
12 investigation into certain business activities of Fortune Oil and Gas, Ltd. (“Fortune Oil”),
13 Russell L. Vera, and R. Gerald Bailey (collectively, the “Respondents”), and has determined
14 that Respondents violated certain provisions of the Alaska Securities Act (the “Act”), Alaska
15 Statute (AS) 45.55.

16 **I. BACKGROUND**

17 On January 3, 2014, the Administrator sent a Temporary Cease and Desist Order
18 Effective Immediately, Assessing Civil Penalties, with Notice of Hearing Rights and Notice
19 of Final Cease and Desist Order (“Temporary Cease and Desist”) by certified and first class
20 mail to: Fortune Oil’s business address at 12275 FM 1097 West, Willis, Texas, 77318; Mr.
21 Vera’s last known mailing address at 28802 Saddle Oak Dr., Montgomery, Texas, 77356; and
22 Mr. Bailey’s last known mailing address at P.O. Box 273171, Houston, Texas, 77277.

23 On January 16, 2014, Mr. Bailey contacted the Administrator by telephone and stated
24 that he had received the Temporary Cease and Desist on January 15, 2014. The Administrator

1 advised Mr. Bailey that he had until January 30, 2014 to request a hearing.

2 On January 17, 2014, Mr. Vera contacted the Administrator by telephone and stated
3 that he had received the Temporary Cease and Desist on January 15, 2014. The Administrator
4 advised Mr. Vera that he had until January 30, 2014 to request a hearing.

5 Mr. Vera and Mr. Bailey made no request for a hearing by January 30, 2014.

6 II. FACTS

7 1. Fortune Oil has a mailing and physical address at 12275 FM 1097 West, Willis,
8 Texas, 77318.

9 2. Fortune Oil was formed as a Domestic Limited Partnership in the State of Texas
10 on April 4, 2008, Tax ID no. 32036693763, and is currently in good standing. Russell L. Vera
11 is the registered agent.

12 3. Mr. Vera is the President, and R. Gerald Bailey is an Officer/Board Member of
13 Fortune Oil.

14 4. Fortune Oil claims in its company brochure that it is “primarily engaged in the
15 upstream activities of acquiring, discovering, developing and operating production of oil and
16 gas.”

17 5. Mr. Vera, with Fortune Oil as managing general partner, offered units of
18 partnership interests in four oil drilling projects to Alaska residents: Fortune Edwards
19 Limited Partnership, Ltd.; Pecan Gap 2A Limited Partnership, Ltd.; Guadalupe County
20 Leasefund, Ltd.; and DG Tiller LP, Ltd. (collectively, the “partnership interests”).

21 6. As part of an effort to obtain funding for the projects, Mr. Vera and Mr. Bailey
22 solicited investors by making presentations and meeting with potential investors at conferences,
23 seminars, and money shows in numerous states. Money shows are advertised as “the pioneer of
24 investment tradeshows offering extraordinary value to passionate individual investors eager to

1 access the advice and buy-and-hold strategies of respected market experts.” Mr. Bailey and Mr.
 2 Vera made presentations and met with Alaska residents at money shows held in hotel
 3 conference rooms in Alaska. In addition, Mr. Bailey and Mr. Vera set up booths and made
 4 presentations to Alaska residents who were traveling out of state at the Freedom Fest
 5 conferences in Las Vegas, Nevada. Freedom Fest is advertised as “an annual festival where free
 6 minds meet to celebrate great books, great ideas, and great thinkers.”

7 7. At least 16 Alaska residents purchased partnership interests for a total of \$3,072,700¹
 8 with the expectation of making a profit. The Alaska residents were not active managers.

Project Name	Alaska Investor Name	Date	Amount Invested
Fortune Edwards	C.A.F.T.	10/30/2010	\$149,700.00
Fortune Edwards	M.C. & B.C.	11/26/2010	\$149,700.00
Fortune Edwards	S.C & S.C.	08/25/2010	\$224,550.00
Fortune Edwards	C.S.	01/07/2011	\$74,850.00
Fortune Edwards	G.R.	05/17/2011	\$49,000.00
Fortune Edwards	D.C. & L.C.	05/03/2011	\$149,700.00
Fortune Edwards	M.P. & J.P.	05/04/2011	\$149,700.00
Fortune Edwards	D.M.	04/05/2011	\$149,700.00
Fortune Edwards	M.A. & C.A.	04/27/2011	\$149,700.00
Fortune Edwards	K.K. & D.K.	04/22/2011	\$74,850.00
Fortune Edwards	E.T.C.	04/06/2011	\$149,700.00
Fortune Edwards	N.W. & K.W.	03/18/2011	\$149,700.00
Fortune Edwards	C.S.	05/23/2011	\$149,700.00
Fortune Edwards	P.R. & O.R.	12/08/2011	\$149,700.00
Pecan Gap	S.C. & S.C.	01/10/2012	\$25,000.00
Pecan Gap	C.S.	01/12/2012	\$50,000.00
Pecan Gap	W.G. & L.G.	01/17/2012	\$25,000.00
Pecan Gap	C.S. & C.S.	01/24/2012	\$25,000.00
Pecan Gap	C.S.	01/26/2012	\$43,750.00
Pecan Gap	C.A.F.T.	01/31/2012	\$25,000.00
Pecan Gap	L.R. & P.R.	02/08/2012	\$25,000.00
Guadalupe County	S.C.	02/27/2012	\$294,000.00
Guadalupe County	L.R.	02/08/2012	\$98,000.00
Guadalupe County	M.A. & C.A.	02/08/2012	\$98,000.00
Guadalupe County	C.S.	02/27/2012	\$98,000.00
Guadalupe County	D.C. & L.C.	02/28/2012	\$98,000.00

¹ In addition, at least 67 individuals in 23 other states invested a total of approximately \$4,300,000.

1	Guadalupe County	G.D.	02/28/2012	\$49,000.00
2	Guadalupe County	G.R.	02/28/2012	\$49,000.00
3	DG Tiller	S.C.	06/09/2012	\$49,000.00

4 8. The Administrator has not received from Fortune Oil, either prior to or after the offer
5 and sale to Alaska investors, any registration or notice filing that is required pursuant to the
6 Act. Moreover, Fortune Oil has not provided any information to the Administrator that
7 demonstrates that the partnership interests are eligible for an exemption pursuant to the Act.

8 9. Mr. Vera and Mr. Bailey are not registered with the Administrator as broker-dealers,
9 agents or investment advisers.

10 10. On October 7, 2013, the Administrator sent a letter to Mr. Vera informing him that
11 the Administrator had no record of Fortune Oil or any of its officials being registered to sell
12 securities in Alaska, and it appeared that the partnership interests being offered and sold were
13 not exempt or federally covered. Based on the Administrator's concerns, the Administrator
14 requested a written response by November 4, 2013 as to why the partnership interests were not
15 registered in Alaska, or in the alternative, what exemption applied in this case. In addition, the
16 letter requested that Fortune Oil provide the Administrator with documentation related to
17 Fortune Oil's domestic limited partnership, the partnership interests, and any investors.

18 11. The letter was signed for by Fortune Oil employee/receptionist Tracy Taylor on
19 October 10, 2013.

20 12. The Administrator did not receive a response or any of the requested information
21 by November 4, 2013.

22 13. On November 5, 2013, the Administrator left a telephone message with Ms. Taylor
23 at Fortune Oil stating that the requested information had not been received and asked that Mr.
24 Vera contact the Administrator to discuss this matter.

1 14. On November 7, 2013, the Administrator received an email from Mr. Vera's wife,
2 Melissa Vera, apologizing for the delayed response and promising that that the requested
3 information would be sent to the Administrator by November 12, 2013.

4 15. On November 12, 2013, the Administrator received another email from Ms. Vera
5 stating that 90% of the information had been gathered, and promising that all of the requested
6 information would be sent by overnight mail the next day.

7 16. On November 14, 2013, the Administrator received a package from Fortune Oil
8 that included private placement memorandums for the partnership interests, a list of Alaska
9 investors, and documentation related to Fortune Oil's domestic limited partnership; however,
10 Fortune Oil did not answer the question as to why the partnership interests were not registered
11 in Alaska or what exemption it believed applied in this matter. In addition, Fortune Oil did not
12 provide a list of investors in states other than Alaska.

13 17. On November 20, 2013, the Administrator sent a letter to Mr. Vera informing him
14 that he failed to fully respond to Administrator's previous letter. The Administrator requested a
15 complete response within seven days of the receipt of the letter.

16 18. The letter was signed for by Ms. Taylor on November 26, 2013.

17 19. The Administrator did not receive a response or any of the requested information
18 by December 3, 2013.

19 20. On December 4, 2013, the Administrator wrote Ms. Vera an email stating that the
20 Administrator did not receive the requested information within seven days. Later that day, Ms.
21 Vera responded to the email and stated that she would send the requested documents as soon as
22 copies were made. Again later that day, the Administrator responded to Ms. Vera's email and
23 stated that the requested information was due by December 9, 2013 at the latest.

24 //

1 21. The Administrator did not receive any of the requested information by December 9,
2 2013.

3 22. On December 10, 2013, the Administrator left a telephone message with Ms.
4 Taylor at Fortune Oil stating that the requested information had not been received and asked
5 that Mr. Vera or Ms. Vera contact the Administrator to discuss this matter. In addition, the
6 Administrator sent an email to Ms. Vera requesting that she call the Administrator as soon as
7 possible.

8 23. As of the date of the Temporary Cease and Desist, the Administrator did not
9 receive a response from Fortune Oil or any of the requested information.

10 **III. CONCLUSIONS OF LAW**

11 1. The partnership interests that Respondents offered and sold to Alaska residents are
12 “securities” as that term is defined in AS 45.55.990(32) of the Act.

13 2. Respondents violated AS 45.55.070 of the Act because the securities being offered
14 and sold to Alaska residents are not registered with the Administrator, federally covered in
15 compliance with Alaska law, or exempt from registration.

16 3. Respondents are subject to a civil penalty pursuant to AS 45.55.920(b) because
17 Respondents knowingly and intentionally offered and sold securities to Alaska residents that
18 are not registered with the Administrator, federally covered in compliance with Alaska law, or
19 exempt from registration.

20 **IV. ORDER and NOTICE**

21 The Administrator, pursuant to AS 45.55.920, hereby ORDERS Respondents to:

22 1. CEASE AND DESIST from offering and selling securities in Alaska without the
23 securities being registered, federally covered in compliance in with Alaska law, or exempt
24 from registration;

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- 2. Comply with all provisions of the Act, including associated regulations;
- 3. Pay a civil penalty in the amount of twenty-five thousand dollars (\$25,000).

Pursuant to AS 45.55.940(a), Respondents may obtain a review of this Final Order in the superior court by filing, in accordance with the Rules of Appellate Procedure, a notice of appeal. Pursuant to Appellate Rule 602(a)(2), the notice of appeal must be filed within 30 days from the date this Final Order is mailed or otherwise distributed to Respondents.

IT IS SO ORDERED.

SUSAN BELL, Commissioner
Department of Commerce, Community and
Economic Development

DATED: 02/03/2014

/s/ Kevin Anselm
BY: Kevin Anselm, Director
Division of Banking and Securities