

1 DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
2 DIVISION OF FINANCE AND CORPORATE SECURITIES
3 ENFORCEMENT SECTION
4 BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND
5 BUSINESS SERVICES

6 In the Matter of:

) S-07-0043-20

7 MICHAEL KELLY, YUCATAN)
8 RESORTS a/k/a AVALON RESORTS,)
9 YUCATAN RESORTS, S.A., RESORT)
10 HOLDINGS INTERNATIONAL, INC.,)
11 RESORT HOLDINGS)
12 INTERNATIONAL, S.A., WORLD)
13 PHANTASY TOURS a/k/a MAJESTY)
14 TRAVEL a/k/a VIAJES MAJESTY,)
15 GALAXY PROPERTIES)
16 MANAGEMENT, S.A., GABRIEL)
17 ESCALANTE, RUTTENBERG AND)
18 ASSOCIATES FINANCIAL)
19 MARKETING, INC., MARK)
20 RUTTENBERG, RICK GREENE,)
21 ROGER STEWART, DOUGLAS)
22 LAIRD, STEPHEN MONROE,)
23 LAWRENCE BEARD, KENNETH)
24 CHRISTENSEN, ROYAL EDWARDS,)
25 JOEL WHALEY, DALE LAUDER, and)
26 JAMES THEELER,)

) ORDER TO CEASE AND DESIST,
) DENYING EXEMPTIONS, AND
) ASSESSING CIVIL PENALTIES
) ENTERED BY CONSENT AS TO
) JAMES THEELER ONLY

17 Respondents.

18 WHEREAS, the Director of the Oregon Department of Consumer and Business
19 Services, Division of Finance and Corporate Securities (hereafter the "Director"), acting by
20 and pursuant to the authority of the Oregon Securities Law, ORS 59.005 *et. seq.*, and other
21 applicable authority, has a pending investigation into the activities of MICHAEL KELLY
22 (hereafter "Kelly"), YUCATAN RESORTS a/k/a AVALON RESORTS and YUCATAN
23 RESORTS, S.A. (hereafter "Yucatan Resorts"), RESORT HOLDINGS
24 INTERNATIONAL, INC. and RESORT HOLDINGS INTERNATIONAL, S.A.
25 (hereafter "Resort Holdings International"), WORLD PHANTASY TOURS a/k/a
26 MAJESTY TRAVEL a/k/a VIAJES MAJESTY (hereafter "World Phantasy Tours"),



Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 **GALAXY PROPERTIES MANAGEMENT, S.A.** (hereafter "Galaxy Properties
2 Management"), **GABRIEL ESCALANTE** (hereafter "Escalante"), **RUTTENBERG AND**
3 **ASSOCIATES FINANCIAL MARKETING, INC.** (hereafter "Ruttenberg and Associates
4 Financial Marketing"), **MARK RUTTENBERG** (hereafter "Ruttenberg"), **RICK GREENE**
5 (hereafter "Greene"), **ROGER STEWART** (hereafter "Stewart"), **DOUGLAS LAIRD**
6 (hereafter "Laird"), **STEPHEN MONROE** (hereafter "Monroe"), **LAWRENCE BEARD**
7 (hereafter "Beard"), **KENNETH CHRISTENSEN** (hereafter "Christensen"), **ROYAL**
8 **EDWARDS** (hereafter "Edwards"), **JOEL WHALEY** (hereafter "Whaley"), **DALE**
9 **LAUDER** (hereafter "Lauder"), and **JAMES THEELER** (hereafter "Theeler");

10 **WHEREAS, THEELER** does not desire to expend further time on this matter, and
11 seeks to obtain finality with respect to the Division's investigation without invoking his right
12 to a hearing before the Director;

13
14 **NOW THEREFORE,** the Director hereby issues the following Findings of Fact,
15 Conclusions of Law, and Order, to which **THEELER** has consented, as evidenced by his
16 signature on the Consent to Entry of Order attached hereto:

17 **FINDINGS OF FACT**

18 The Director **FINDS** that:

19 **Part One: Respondents**

20
21 1. Michael **KELLY**, at all times material herein, founded, owned, and/or directed the
22 business affairs of **YUCATAN RESORTS, RESORT HOLDINGS INTERNATIONAL,**
23 and **WORLD PHANTASY TOURS.** Kelly has a last known mailing address (prior to his
24 incarceration) of P.O. Box 2661, South Bend, Indiana, 46680. Kelly has never been licensed
25 to sell securities by the State of Oregon.



1 2. **YUCATAN RESORTS**, at all times material herein, sold investments in its
2 “universal lease” investment program through independent sales agents nationwide. Yucatan
3 Resorts, an unincorporated entity, has a last known mailing address of P.O. Box 2661, South
4 Bend, Indiana, 46680. **YUCATAN RESORTS, S.A.**, a Panamanian corporation, was the
5 Mexican affiliate of Yucatan Resorts. Yucatan Resorts, S.A. has a last known mailing address
6 of Avenida Coba #82, Lote 10, 3er. Piso, Cancun, Quintana Roo, Mexico C.P. 77500.
7 Yucatan Resorts and Yucatan Resorts, S.A. have never been licensed to sell securities by the
8 State of Oregon.

9 3. **RESORT HOLDINGS INTERNATIONAL, INC.**, at all times material herein,
10 directed the marketing of investments in the “universal lease” program on behalf of its parent
11 entity, **YUCATAN RESORTS**. Resort Holdings International, Inc., a Nevada corporation
12 (Nevada Secretary of State #C17535-1999) incorporated on July 16, 1999, has a last known
13 mailing address of P.O. Box 2661, South Bend, Indiana, 46680. **RESORT HOLDINGS**
14 **INTERNATIONAL, S.A.** a Panamanian corporation, was the Mexican affiliate of Resort
15 Holdings International, Inc. Resort Holdings International, S.A. has a last known mailing
16 address of Avenida Coba #82, Lote 10, 3er. Piso, Cancun, Quintana Roo, Mexico C.P. 77500.
17 Resort Holdings International and Resort Holdings International, S.A. have never been
18 licensed to sell securities by the State of Oregon.

19 4. **WORLD PHANTASY TOURS**, at all times material herein, acted as the self
20 described “servicing agent” for the “universal lease” investment program on behalf of its
21 parent entity, **YUCATAN RESORTS**. World Phantasy Tours, a Panamanian corporation, has
22 a last known mailing address of Calle Eusebio A. Morales, Edificio Atlántida, P. Baja,
23 APDO. 8301, Zona 7 Panama. **WORLD PHANTASY TOURS** has never been licensed to
24 sell securities by the State of Oregon.

25 5. **GALAXY PROPERTIES MANAGEMENT, S.A.**, at all times material herein,
26 purported to be the successor entity to **WORLD PHANTASY TOURS**. Galaxy Properties

1 Management, S.A., a Panamanian corporation, has a last known mailing address of Calle
2 Eusebio A. Morales, Edificio Atlántida, P. Baja, APDO. 8301, Zona 7 Panama. Galaxy
3 Properties Management has never been licensed to sell securities by the State of Oregon.

4 6. Gabriel **ESCALANTE**, at all times material herein, was the President of both
5 **WORLD PHANTASY TOURS** and **GALAXY PROPERTIES MANAGEMENT**,
6 reporting directly to **KELLY**. Escalante has a last known mailing address of Calle Eusebio A.
7 Morales, Edificio Atlántida, P. Baja, APDO. 8301, Zona 7 Panama. Escalante has never been
8 licensed to sell securities by the State of Oregon.

9 7. **RUTTENBERG AND ASSOCIATES FINANCIAL MARKETING, INC.**, at
10 all times material herein, recruited and managed the independent sales agents that sold
11 investments in the **YUCATAN RESORTS** "universal lease" program to members of the
12 public. Ruttenberg and Associates Financial Marketing, Inc., an Illinois corporation (Illinois
13 Secretary of State Corporation #60496226) incorporated on May 13, 1999, has a last known
14 mailing address of 210 Landmark Drive, Suite B, Normal, Illinois 61761. Ruttenberg and
15 Associates Financial Marketing has never been licensed to sell securities by the State of
16 Oregon.

17 8. Mark **RUTTENBERG** was, at all times material herein, the President and CEO of
18 **RUTTENBERG AND ASSOCIATES FINANCIAL MARKETING**. Ruttenberg has a last
19 known mailing address of 210 Landmark Drive, Suite B, Normal, Illinois 61761. Ruttenberg
20 has never been licensed to sell securities by the State of Oregon.

21 9. Rick **GREENE** was, at all times material herein, a Vice President of
22 **RUTTENBERG AND ASSOCIATES FINANCIAL MARKETING**. Greene has a last
23 known mailing address of 210 Landmark Drive, Suite B, Normal, Illinois 61761. Greene has
24 never been licensed to sell securities by the State of Oregon.

25 10. Roger **STEWART** was, at all times material herein, a sales agent for the
26 **YUCATAN RESORTS** "universal lease" investment program in Oregon. Stewart sold



1 “universal lease” investments directly to members of the public. Stewart has a last known
2 mailing address of P.O. Box 727, North Bend, Oregon 97459. Stewart has never been licensed
3 to sell securities by the State of Oregon.

4 11. Douglas **LAIRD** was, at all times material herein, a sales agent for the
5 **YUCATAN RESORTS** “universal lease” investment program in Oregon. Laird sold
6 “universal lease” investments directly to members of the public. Laird has a last known
7 mailing address of 625 Virginia Avenue, North Bend, Oregon 97459. Laird has never been
8 licensed to sell securities by the State of Oregon.

9 12. Stephen **MONROE** (CRD# 1016204) was, at all times material herein, a sales
10 agent for the **YUCATAN RESORTS** “universal lease” investment program in Oregon.
11 Monroe sold “universal lease” investments directly to members of the public. Monroe has a
12 last known mailing address of P.O. Box 30285, Portland, Oregon 97294. Monroe, who held a
13 limited securities license that permitted him to engage in sales of mutual funds and variable
14 annuities from March 1993 to December 2001, was not licensed to sell any other types of
15 securities by the State of Oregon.

16 13. Lawrence **BEARD** was, at all times material herein, a sales agent for the
17 **YUCATAN RESORTS** “universal lease” investment program in Oregon. Beard sold
18 “universal lease” investments directly to members of the public. Beard has a last known
19 mailing address of 597 SE Knight Street, Prineville, Oregon 97754. Beard has never been
20 licensed to sell securities by the State of Oregon.

21 14. Kenneth **CHRISTENSEN** was, at all times material herein, a sales agent for the
22 **YUCATAN RESORTS** “universal lease” investment program in Oregon. Christensen sold
23 “universal lease” investments directly to members of the public. Christensen has a last known
24 mailing address of P.O. Box 791, Bend, Oregon 97709. Christensen has never been licensed
25 to sell securities by the State of Oregon.

26





1 15. Royal **EDWARDS** was, at all times material herein, a sales agent for the
2 **YUCATAN RESORTS** “universal lease” investment program in Oregon. Edwards sold
3 “universal lease” investments directly to members of the public. Edwards has a last known
4 mailing address of P.O. Box 359, Redmond, Oregon 97756. Edwards has never been licensed
5 to sell securities by the State of Oregon.

6 16. Joel **WHALEY** was, at all times material herein, a sales agent for the **YUCATAN**
7 **RESORTS** “universal lease” investment program in Oregon. Whaley sold “universal lease”
8 investments directly to members of the public. Whaley has a last known mailing address of
9 3403 NW Brookfield Lane, Prineville, Oregon 97754. Whaley has never been licensed to sell
10 securities by the State of Oregon.

11 17. Dale **LAUDER** (CRD# #3045584) was, at all times material herein, a sales agent
12 for the **YUCATAN RESORTS** “universal lease” investment program in Oregon. Lauder sold
13 “universal lease” investments directly to members of the public. Lauder has a last known
14 mailing address of 29030 SW Town Center Loop E, Suite 202, Wilsonville, Oregon 97070.
15 Lauder, who held a limited securities license that permitted him to engage in sales of mutual
16 funds and variable annuities from April 1998 to April 1999, was not licensed to sell any other
17 types of securities by the State of Oregon.

18 18. James **THEELER** (CRD #1212191) was, at all times material herein, a sales agent
19 for the **YUCATAN RESORTS** “universal lease” investment program in Oregon. Theeler
20 sold “universal lease” investments directly to members of the public. Theeler has a last known
21 mailing address of 494 State Street #440, Salem, Oregon 97301. Theeler, who held a limited
22 securities license that permitted him to engage in sales of mutual funds and variable annuities
23 from April 1998 to January 2004, was not licensed to sell any other types of securities by the
24 State of Oregon.

25 19. Bill Boedeker a/k/a Billy Lynn Boedeker was, at all times material herein, a sales
26 agent for the **YUCATAN RESORTS** “universal lease” investment program in Oregon.

1 Boedeker sold "universal lease" investments directly to members of the public. In addition,
2 Boedeker actively recruited other sales agents on behalf of **RUTTENBERG AND**
3 **ASSOCIATES FINANCIAL MARKETING**. Boedeker has a last known mailing address of
4 2245 Broadway, North Bend, Oregon 97459. Boedeker has never been licensed to sell
5 securities by the State of Oregon. Boedeker, who is not a Respondent to this Order, has
6 previously consented to the entry of an Order to Cease and Desist involving his role in the
7 Yucatan Resorts "universal lease" program. (Division of Finance and Corporate Securities
8 Order No. S-06-0026.)

9 **Part Two: Respondents' Roles In The Universal Lease Program**

10 20. **YUCATAN RESORTS** purportedly owned and operated several vacation resorts
11 in the Caribbean. Yucatan Resorts, through its CEO, **KELLY**, began offering what it called
12 its "universal lease" in December 1999. The "universal lease" investment program involved
13 the purchase of a "timeshare" interest (the ability to use a resort room for a one week period
14 of time bi-annually) in a Yucatan or Avalon resort. However, the investor, concurrent with
15 their "timeshare" purchase, immediately assigned all rights in connection with the timeshare
16 to a "servicing agent", **WORLD PHANTASY TOURS**, in exchange for a return equal to
17 either 9% or 11% of the purchase price, per year. (World Phantasy Tours purportedly
18 generated funds to fuel such ample returns by leasing the timeshare in question to the general
19 public.) Investors were told by sales agents that at the conclusion of a 36-month period the
20 entirety of their original purchase price could be refunded.

21 21. **RESORT HOLDINGS INTERNATIONAL** directed the marketing and
22 distribution efforts of **YUCATAN RESORTS**, its parent. Resort Holdings International
23 touted investments in properties purportedly owned by Yucatan Resorts. Resort Holdings
24 International's name appeared in the brochures, purchase contracts, and glossy magazines it
25 distributed to members of the public. In addition, Resort Holdings International hired
26





1 **RUTTENBERG AND ASSOCIATES FINANCIAL MARKETING** to recruit and manage
2 sales agents for the Yucatan Resorts “universal lease” investment program.

3 22. **WORLD PHANTASY TOURS**, which also did business under the Majesty
4 Travel and Viejas Majesty names, was purportedly a resort management and travel agency.
5 World Phantasy Tours was the “servicing agent” for the **YUCATAN RESORTS** “universal
6 lease” program, whose responsibilities included renting out investors’ timeshares, remitting
7 promised returns to investors, and, re-purchasing timeshares from investors. **GALAXY**
8 **PROPERTIES MANAGEMENT**, the alleged successor entity to World Phantasy Tours,
9 performed similar services. **KELLY** owned both World Phantasy Tours and Galaxy
10 Properties Management.

11 23. **RUTTENBERG AND ASSOCIATES FINANCIAL MARKETING**, through
12 its President, Mark **RUTTENBERG**, and its Vice President, Rick **GREENE**, recruited
13 independent insurance agents across the United States, including Oregon, to sell the
14 **YUCATAN RESORTS** “universal lease” investment to their existing clientele in exchange
15 for sales commissions of between 10-15%.

16 24. **STEWART, LAIRD, MONROE, BEARD, CHRISTENSEN, EDWARDS,**
17 **WHALEY, LAUDER, and THEELER** sold investments in the **YUCATAN RESORTS**
18 “universal lease” investment program to insurance clients to whom they had previously sold
19 traditional insurance products. The agents heavily emphasized the high returns offered by
20 Yucatan Resorts (9% or 11% per year for a 25 year period) while entirely ignoring the many
21 hazards associated with this risky investment.

22 **Part Three: Components Of The Yucatan Resorts “Universal Lease”**

23 25. The **YUCATAN RESORTS** “universal lease” investment program’s terms were
24 contained in three documents investors executed concurrently: first, the Yucatan Resorts
25 “Universal Lease Application, Disclosure, and Agreement”; second, the “Viajes Majesty
26 Universal Lease Servicing Agreement”; third, the World Phantasy Tours “Compensation

1 Addendum.” (The title and contents of each document changed slightly throughout the life of
2 the “universal lease” program.)

3 26. The **YUCATAN RESORTS** “universal lease” agreement purported to be valid for
4 a 25 year period, with each party having an option to renew the agreement for an additional
5 20 year period. In exchange for a minimum investment of \$5,000 (the agreement referenced
6 no maximum investment amount), investors received the right to lodging at an unspecified
7 Yucatan resort for one 7 day stay every 2 years.

8 27. Investors were required to choose one of three putative options when completing
9 the **YUCATAN RESORTS** “universal lease” agreement. First, investors could, ostensibly,
10 choose to utilize their timeshare rights themselves. Second, investors could, ostensibly,
11 choose to rent out their timeshare rights on their own. Third, investors could retain a
12 “servicing agent” to rent their timeshare on their behalf, in which case they would receive a
13 specified investment return. All Oregon investors chose the third option.

14 28. Under the first **YUCATAN RESORTS** “universal lease” agreement option, the
15 investor renounced any financial return from the Yucatan entities in order to use the timeshare
16 unit for their own vacation purposes. However, an investor that chose option one would not be
17 able to select the date of their usage, the resort they would stay at, or the attributes of their
18 lodging, all of which would be randomly assigned to them. Furthermore, each option one
19 investor was required to pay an assessment of between \$380-\$645 per year to Yucatan
20 Resorts to cover taxes, insurance, and common area maintenance. As a matter of economic
21 reality this option was entirely illusory, as the Oregon investors, who entered into the
22 “universal lease” program solely for the attractive financial returns, did not invest tens of
23 thousands of dollars with insurance agents in order to make vacation arrangements.

24 29. Under the second **YUCATAN RESORTS** “universal leave” agreement option, the
25 investor renounced any financial return from the Yucatan entities in order to rent out their
26 assigned timeshare interest themselves. However, an investor that chose option two would not

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 be able to select the date they would be entitled to usage, the resort they would be entitled to
2 stay at, or the attributes of their lodging – all key to an investor’s ability to successfully rent
3 their unit at a financially attractive price. Additionally, each option two investor was required
4 to pay an assessment of between \$380-\$645 per year to Yucatan Resorts to cover taxes,
5 insurance, and common area maintenance. As a matter of economic reality this option was
6 entirely illusory, as the Oregon investors, who entered into the “universal lease” solely for the
7 attractive financial returns, did not invest tens of thousands of dollars with insurance agents in
8 order to purchase the right to sublet an uncertain property interest in a foreign country whose
9 language is not English, left entirely to their own devices. In fact, the offering materials
10 expressly convey the impracticality of this option by warning investors that “self-renting” will
11 bring in less revenue than would use of a professional third party “servicing agent.”

12 30. The third **YUCATAN RESORTS** “universal leave” agreement option constituted,
13 as a matter of economic reality, the true Yucatan Resorts “universal lease” investment
14 program. This was the option that **RESORT HOLDINGS INTERNATIONAL** sales
15 literature highlighted and Oregon sales agents emphasized. Under this option, the investor
16 selected a professional “servicing agent” to rent out their timeshare interest in exchange for
17 pre-determined financial returns, tendered to them regardless of whether the timeshare was
18 actually sub-leased. Investors prior to 2002 were promised returns of 11% per year, while
19 later investors were told they would receive a 9% return each year. **KELLY** created the
20 “universal lease” investment program with the intent that all investors select option 3.

21 31. Although **YUCATAN RESORTS** “universal lease” investors could theoretically
22 choose any so-called “servicing company”, investors were advised that they would only
23 receive the 9% or 11% annual returns if they selected **WORLD PHANTASY TOURS**.
24 World Phantasy Tours was heavily touted in **RESORT HOLDINGS INTERNATIONAL**
25 sales materials and by Oregon sales agents, who did not present information about any other
26 “servicing company” to prospective investors. Investors selected World Phantasy Tours by



1 executing the Viajes Majesty Universal Lease Servicing Agreement and the World Phantasy
2 Tours Compensation Addendum.

3 32. The **WORLD PHANTASY TOURS** Compensation Addendum required
4 **YUCATAN RESORTS** investors to select one of three different formulas for the purpose of
5 calculating their investment returns. First, investors could opt to receive 60% of [80% of the
6 resort's "rack rate" (an unspecified figure)] as rental compensation for their timeshare.
7 Second, investors could choose to receive a flat 4% of their purchase price as rental
8 compensation for their timeshare. The third choice, universally adopted by Oregon investors,
9 deemed 4% of the investor's purchase price to be annual rental compensation (6% prior to
10 2002), with an additional 5% per year "premium" if investors gave World Phantasy Tours the
11 option to re-purchase their timeshare unit at the original purchase price 36 months (or later)
12 after commencement of the Viajes Majesty Universal Lease Servicing Agreement.

13 33. **WORLD PHANTASY TOURS** offered **YUCATAN RESORTS** "universal
14 lease" investors four choices with respect to the timing of payment of their investment returns.
15 They could receive interest payments on a monthly, quarterly, or annual basis. In addition,
16 investors were given the option of having their interest payments "accumulate", much in the
17 way a stock or bond fund allows dividends to be reinvested. As an incentive to "accumulate",
18 investors were told that interest would be added to the "value" of their universal lease, and
19 future returns would then be computed on this compounded amount.

20 34. The final component of the **YUCATAN RESORTS** "universal lease" investment
21 program consisted of Yucatan's offer to refund surrender or liquidation penalties incurred by
22 those investors that transferred funds from other holdings, including Individual Retirement
23 Accounts, to invest in the Yucatan Resorts "universal lease" program. Yucatan promised to
24 tender 100% of any surrender charges up to an amount equivalent to 5% of an individual's
25 "universal lease" investment. (By way of example, an investor that was assessed a \$7,000
26



1 surrender charge as a result of withdrawing \$100,000 from an annuity to make a “universal
2 lease” investment would receive \$5,000 back from Yucatan.)

3 35. The **YUCATAN RESORTS** “universal lease” program was designed to be, and
4 was touted as, an entirely passive investment. Once the investor executed the bundled
5 purchase related documents and tendered a check to the sales agent, they had no additional
6 responsibilities, decisions, or tasks in connection with the “universal lease” investment.

7 **Part Four: The Universal Lease Sales Process**

8 36. Immediately prior to the commencement of the **YUCATAN RESORTS**
9 “universal lease” investment program **KELLY** sold interests in nine-month promissory notes
10 issued by “Yucatan Investments, Inc.”, an entity he owned and controlled. Kelly used
11 independent insurance agents to sell the notes because, according to him, they had access to
12 clients with substantial annuity policies and IRA accounts that could be rapidly liquidated. To
13 replicate this model on a broader scale, Kelly, through **RESORT HOLDINGS**
14 **INTERNATIONAL**, retained **RUTTENBERG AND ASSOCIATES FINANCIAL**
15 **MARKETING**.

16 37. **RUTTENBERG AND ASSOCIATES FINANCIAL MARKETING** had
17 previously recruited independent insurance agents to sell unregistered securities (see Division
18 of Finance and Corporate Securities Order No. S-05-0040). The firm lured insurance agents
19 by advertising in direct marketing publications, offering sales commissions more generous
20 than agents could garner from the sale of traditional insurance products. Agents retained by
21 Ruttenberg and Associates Financial Marketing sometimes sold interests in different
22 unregistered securities concurrently. Mark **RUTTENBERG** and Rick **GREENE** recruited
23 independent insurance agents to be **YUCATAN RESORTS** sales agents in Oregon.

24 38. In December 1999 **RUTTENBERG AND ASSOCIATES FINANCIAL**
25 **MARKETING** contacted insurance agents the company had established a successful working
26 relationship with in the past to avail them of the chance to act as a “Managing General Agent”



1 for the **YUCATAN RESORTS** “universal lease” program. The Managing General Agent,
2 though free to sell the investment to his or her clients, was also charged with recruiting other
3 insurance agents in that state to solicit investments in the “universal lease” program. Bill
4 Boedeker, who signed a Yucatan Resorts “Managing General Agent Agreement” on
5 December 16, 1999, served in this capacity for the Oregon market. (This was not an
6 “exclusive” agreement, as Ruttenberg and Associates Financial Marketing remained free to,
7 and did, recruit additional Oregon agents on its own.)

8 **39. RESORT HOLDINGS INTERNATIONAL** paid **RUTTENBERG AND**
9 **ASSOCIATES FINANCIAL MARKETING** 18% of every “universal lease” sold as its
10 compensation. Ruttenberg and Associates Financial Marketing, in turn, paid sales agents
11 between 10%-15% of every “universal lease” they sold as compensation, and pocketed the
12 difference. (After paying sales agents, Ruttenberg and Associates Financial Marketing earned
13 a net amount of \$6,400,000 in commissions nationwide during the course of the **YUCATAN**
14 **RESORTS** “universal lease” program.)

15 **40. KELLY**, through **RESORT HOLDINGS INTERNATIONAL**, required
16 prospective “universal lease” sales agents to travel to Cancun, Mexico – at **YUCATAN**
17 **RESORTS**’ expense – to receive sales training. All of the Oregon based “universal lease”
18 salespersons traveled to Cancun for this purpose. Kelly personally conducted the training
19 sessions, which were held in groups of between 8-12, from 1999 to 2003. In addition, Kelly
20 met with prospective sales agents individually on an informal basis during their stay.

21 **41. KELLY** provided prospective sales agents with an explanation of the **YUCATAN**
22 **RESORTS** “universal lease” program, placing emphasis on those aspects of the investment
23 that clients would likely find to be most attractive. Areas of coverage included the high rates
24 of return, the long period of time (25 years) over which such returns could be garnered, and
25 the company’s refund of surrender penalties incurred when garnering funds from other assets.
26 Kelly made no mention of scenarios in which investors were to use the timeshare themselves



1 (option one) or rent the timeshare out on their own (option two), explicitly asserting that sales
2 agents should emphasize the selection of **WORLD PHANTASY TOURS** (option three, the
3 only choice for which sales agents would be paid a commission). When quizzed by
4 prospective Oregon agents on how they should respond to queries regarding the company's
5 use of their funds, Kelly stated that members of the public should merely be told that their
6 funds would be generally used to allow Yucatan Resorts to expand.

7 42. Once sales agents completed their training and signed the **YUCATAN RESORTS**
8 General Agent contract, **RUTTENBERG AND ASSOCIATES FINANCIAL**
9 **MARKETING** supplied them with promotional materials and brochures for use in their sales
10 efforts with prospective investors, as well as copies of contracts and forms necessary to
11 process transactions. No further training was otherwise given to sales agents.

12 43. Generally, **YUCATAN RESORTS** sales agents only solicited individuals that
13 they had previously sold traditional insurance products to in the past. However, two sales
14 agents, Boedeker and **STEWART**, placed newspaper advertisements in local periodicals
15 soliciting members of the public without specific mention of Yucatan Resorts. The text of one
16 ad ("You could be earning 9% interest! No Market Risk, Secure, Immediate Interest Income.
17 Excellent Alternative for CDs, Money Markets, IRAs, etc.") concisely summarizes the
18 essence of agents' overall sales pitch to prospective Yucatan Resorts "universal lease"
19 investors.

20 44. **YUCATAN RESORTS** sales agents typically contacted their insurance clients by
21 telephone and asked to meet with them, usually at their residence, to discuss an unspecified
22 investment bearing high rates of return. Once face to face, sales agents described an
23 opportunity to invest in timeshares offered by a company with a group of Caribbean vacation
24 resorts. Sales agents hammered on three specific themes during their sales pitch. First, agents
25 concentrated on the investor's ability to earn a very high rate of interest (either 9% or 11%), a
26 return that would remain constant over 25 years at a point in time when bank savings accounts



1 and certificates of deposit were generating sparse yields. Second, sales agents emphasized the
2 safety and security of the “universal lease”, noting that the resorts owned by Yucatan Resorts
3 were debt-free and unencumbered, with the properties amply insured and investors retaining
4 “first liens.” Third, agents accentuated the purported liquidity of the “universal lease”: interest
5 payments could be made as frequently as monthly, and after three years investors could get
6 their funds back at any point in time.

7 45. Oral presentations given by Oregon based **YUCATAN RESORTS** sales agents
8 were uniformly positive; prospective investors were not given information about any of the
9 many risks entering into the Yucatan Resorts “universal lease” arrangement entailed. Sales
10 agents did not discuss company finances, the difficulties **WORLD PHANTASY TOURS**
11 could encounter when attempting to generate sufficient rental income to make interest
12 payments to investors, or the disciplinary history **KELLY** had accrued with regulatory
13 authorities.

14 46. Oregon based **YUCATAN RESORTS** sales agents differed in the manner and
15 extent to which they utilized written documents, brochures, and charts as part of the
16 “universal lease” sales process. Some agents highlighted particular text as part of their face to
17 face communication, while others merely left brochures for prospective investors to review at
18 their convenience. The nature of sales literature ranged from glossy magazine length
19 portfolios to single sheet summaries. By way of example, **MONROE** utilized a chart with
20 “talking points” for clients describing the soundness of the **YUCATAN RESORTS**
21 investment. It states “*Universal Lease: Why Is This Investment Safe?*” 1. *investment is fully*
22 *collateralized – investor/leaseholder has a 1st lien against highly sought after vacation*
23 *property which is 100% DEBT FREE... something tangible insures the return of your*
24 *investment plus profit! 2. Location, location, location. 3. The Mexican Government wants*
25 *Tourism!*”

26





1 47. Oregon based **YUCATAN RESORTS** sales agents did not conduct an
2 individualized assessment of whether the Yucatan Resorts “universal lease” investment was
3 appropriate for each prospective investor’s financial needs. To the contrary, they convinced
4 many investors to invest the entirety of their savings in the “universal lease” investment
5 program. In one instance, **MONROE** convinced a client to secure a reverse mortgage on her
6 home and invest all proceeds with Yucatan Resorts.

7 48. Some individuals invested at the conclusion of the initial sales presentation, while
8 others forwarded the required contracts along with a check made payable, depending on the
9 date of the investment, to either **YUCATAN RESORTS** or **RESORT HOLDINGS**
10 **INTERNATIONAL**, to their sales agent by mail. Sales agents forwarded the documents to
11 Resort Holdings International; within two weeks they received their commission and investors
12 received a “welcome” letter from Yucatan Resorts.

13 **Part Five: Oregon Based Yucatan Resorts Sales Agents**

14 49. Bill Boedeker was a “Managing General Agent” for the **YUCATAN RESORTS**
15 “universal lease” investment program. Based in North Bend, Boedeker was recruited as a
16 sales agent by **MARK RUTTENBERG** on behalf of **RUTTENBERG AND ASSOCIATES**
17 **FINANCIAL MARKETING**. Boedeker sold “universal lease” investments to 12 Oregon
18 residents, who invested a total of \$290,740.77 through him. He received 15% of this sum as a
19 sales commission.

20 50. Roger **STEWART** was a sales agent for the **YUCATAN RESORTS** “universal
21 lease” investment program. Based in North Bend, Stewart was recruited to be a sales agent by
22 Bill Boedeker. Stewart sold “universal lease” investments to 11 Oregon residents, who
23 invested a total of \$441,688.77 through him. He received 13% of this sum as a sales
24 commission.

25 51. Douglas **LAIRD** was a sales agent for the **YUCATAN RESORTS** “universal
26 lease” investment program. Based in North Bend, Laird was recruited to be a sales agent by

1 Bill Boedeker. Laird sold "universal lease" investments to 17 Oregon residents, who invested
2 a total of \$831,175.10 through him. He received 12% of this sum as a sales commission.

3 52. Stephen **MONROE** was a sales agent for the **YUCATAN RESORTS** "universal
4 lease" investment program. Based in the Portland area, Monroe was recruited to be a sales
5 agent by Rick **GREENE** on behalf of **RUTTENBERG AND ASSOCIATES FINANCIAL**
6 **MARKETING**. Monroe sold "universal lease" investments to 41 Oregon residents, who
7 invested a total of \$1,051,215.20 through him. He received 13% of this sum as a sales
8 commission.

9 53. **MONROE** employed two aliases when acting as a sales agent for the **YUCATAN**
10 **RESORTS** "universal lease" program. Although he personally interacted with his clients
11 without the assistance of other individuals, Stephen Monroe instructed his brother, Bradley
12 Monroe, to open a bank account at Portland Teachers Credit Union. Stephen Monroe arranged
13 for his brother, an occasional clerical employee of his, to register as a Yucatan Resorts
14 "universal lease" sales agent, and submitted approximately one-third of new "universal lease"
15 business to **RESORT HOLDINGS INTERNATIONAL** under Bradley Monroe's name. In
16 response, Resort Holdings International issued commission checks to Bradley, which Stephen
17 Monroe endorsed, deposited in Bradley's Portland Teachers Credit Union account, and
18 withdrew for his personal use. On information and belief, Monroe engaged in this conduct to
19 hide income from his soon to be ex-wife.

20 54. Lawrence **BEARD** was a sales agent for the **YUCATAN RESORTS** "universal
21 lease" investment program. Based in Prineville, Beard was recruited to be a sales agent by
22 Joel **WHALEY**. Beard sold "universal lease" investments to 47 Oregon residents, who
23 invested a total of \$1,355,294.60 through him. At the commencement of his sales efforts
24 Beard received a 10% commission, but his heightened production yielded an increase in his
25 compensation to 13%.

26



Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street, NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 55. Kenneth **CHRISTENSEN** was a sales agent for the **YUCATAN RESORTS**
2 “universal lease” investment program. Based in Bend, Christensen was recruited to be a sales
3 agent by Larry **BEARD**. Christensen sold “universal lease” investments to 2 Oregon
4 residents, who invested a total of \$95,000 through him. He received 10% of this sum as a
5 sales commission.

6 56. Royal **EDWARDS** was a sales agent for the **YUCATAN RESORTS** “universal
7 lease” investment program. Based in Redmond, Edwards was recruited to be a sales agent by
8 Larry **BEARD**. Edwards sold “universal lease” investments to 7 Oregon residents, who
9 invested \$104,477.05. He received 10% of this sum as a sales commission.

10 57. Joel **WHALEY** was a sales agent for the **YUCATAN RESORTS** “universal
11 lease” investment program. Based in Prineville, Whaley sold “universal lease” investments to
12 at least one Oregon resident. Whaley sold “universal lease” investment to 19 Oregon
13 residents, who invested a total of \$898,005.60.

14 58. Dale **LAUDER** was a sales agent for the **YUCATAN RESORTS** “universal
15 lease” investment program. Based in Wilsonville, Lauder sold “universal lease” investments
16 to at least one Oregon resident.

17 59. James **THEELER** was a sales agent for the **YUCATAN RESORTS** “universal
18 lease” investment program. Theeler sold “universal lease” investments to 5 Oregon residents,
19 who invested a total of \$400,491.37 through him. He received 12% of this sum as a sales
20 commission.

21 **Part Six: Misrepresentations and Omissions in the Sales Process**

22 60. Respondents failed to disclose information about the true financial condition of
23 **YUCATAN RESORTS, RESORT HOLDINGS INTERNATIONAL, WORLD**
24 **PHANTASY TOURS, and KELLY**. Prospective investors were not given audited or
25 unaudited financial statements, or any other documents by which they could have
26 independently gauged the fiscal health of the businesses they were investing in and of the

1 individual managing those entities.

2 61. Respondents failed to disclose accurate information about the use to which
3 investor funds would be put by **YUCATAN RESORTS**. Investors were told that funds would
4 go toward the expansion of the Yucatan resort system. In point of fact, the majority of funds
5 tendered to Yucatan Resorts and/or **RESORT HOLDINGS INTERNATIONAL** by new
6 investors were used to make outstanding interest payments to existing investors, to pay
7 commissions to those in the Yucatan Resorts sales chain, to make payments to investors in
8 **KELLY**'s previous undertaking (the nine-month promissory notes issued by "Yucatan
9 Investments, Inc."), to fund an automotive company (Avanti U.S.) Kelly owned, to fund an
10 industrial leasing company (DMK U.S.) Kelly owned, and to fund the lavish lifestyle of Kelly
11 and his relatives.

12 62. Respondents failed to disclose accurate information about the relationship between
13 **YUCATAN RESORTS, RESORT HOLDINGS INTERNATIONAL, and WORLD**
14 **PHANTASY TOURS**. Investors were specifically told that these three companies were
15 entirely independent of each other. In point of fact, all three were owned and controlled by a
16 single individual, **KELLY**, for his own business purposes.

17 63. Respondents failed to disclose accurate information about **KELLY**'s managerial
18 experience in the travel and leisure industry. Prospective investors were not advised that Kelly
19 had no prior experience running hotels or resorts before founding Yucatan Resorts.
20 Furthermore, prospective investors were not informed that Kelly's most recent venture had
21 been as promoter of "Yucatan Investment Corporation", an entity that sold \$25,000,000 in
22 unlawful nine-month promissory notes bearing 10.75% interest rates, for which he had been
23 formally sanctioned by New Mexico, South Carolina, and Connecticut securities regulators.

24 64. Respondents failed to disclose known, foreseeable risk factors in connection with
25 investments in entities operating foreign vacation resorts designed to generate rental income.
26 Prospective investors were not informed that, *inter alia*, the travel business is cyclical and



1 highly dependent on the condition of the domestic U.S. economy, the competition includes
2 resorts owned by large, well capitalized corporate entities, and the rise of the internet has
3 caused, and will continue to cause, substantial disruption to previously successful travel
4 industry business models.

5 65. Respondents specifically told prospective investors that the **YUCATAN**
6 **RESORTS** “universal lease” investment was safe when it was heavily laden with risk.
7 Respondents repeatedly informed Oregon residents that the “universal lease” program was
8 fully insured. In point of fact, although the properties may have been covered by casualty
9 insurance in the event of theft or damage, the underlying “universal lease” investments were
10 not insured. Additionally, Respondents told prospective investors that the resorts were “debt-
11 free” and that investors had a “1st lien” on properties. The fair market value of the few
12 Yucatan owned properties never came close to the \$428,000,000 Americans invested
13 nationwide.

14 66. Respondents failed to disclose that a significant portion of their investment would
15 pay for the commission earned by the sales staff. While investors undoubtedly expected that
16 **YUCATAN RESORTS** would compensate its sales staff real estate-type commissions of 5-
17 6%, investors were not informed that financial marketing firms and sales agents would
18 receive 18% of every dollar invested.

19 67. Respondents specifically told prospective investors that **WORLD PHANTASY**
20 **TOURS**, the entity that would make interest payments to investors by generating income
21 from timeshare rentals, was an “*international travel consolidator/wholesaler... with Gross*
22 *sales over 60 million annually.*” In point of fact, World Phantasy Tours and its successor,
23 **GALAXY PROPERTIES MANAGEMENT** never had more than a handful of employees
24 and generated nearly no rental income at all.

25 68. Respondents failed to disclose that the **YUCATAN RESORTS** “universal lease”
26 investment program was a security under Oregon law, that the offering was not registered



1 with the State of Oregon, and that the insurance agents that sold the investment were not
2 licensed to sell this security by the State of Oregon. As a result, investors were not availed of
3 the vital protections afforded to them by Oregon law.

4 **Part Seven: The Universal Lease Program Collapses**

5 69. On June 3, 2004 **WORLD PHANTASY TOURS** suddenly notified “universal
6 lease” investors that it had ended its relationship with the “universal lease” program, whose
7 property “servicing” functions would be assumed by **GALAXY PROPERTIES**
8 **MANAGEMENT**. In September, 2004 Galaxy Properties Management sent “universal lease”
9 investors a new “rental management agreement” for their signature. This agreement limited
10 investors’ returns to 5% per annum. Galaxy Properties Management had the same address as
11 World Phantasy Tours. **ESCALANTE** was the putative President of both entities.

12 70. In May 2005 **RESORT HOLDINGS INTERNATIONAL** informed “universal
13 lease” investors that **YUCATAN RESORTS** facilities had been damaged by a hurricane and,
14 as a result, interest payments would be “delayed.” No further interest payments were ever
15 made to investors.

16 71. **YUCATAN RESORTS** “universal lease” investors flooded **YUCATAN**
17 **RESORTS, RESORT HOLDINGS INTERNATIONAL, and GALAXY PROPERTIES**
18 **MANAGEMENT** en masse with written requests to liquidate their leases and receive their
19 principal back, as the sales agents had assured them they could after 36 months had elapsed.
20 All such requests were refused because, investors were told, they had received an extra 5%
21 premium, per year, for having given **WORLD PHANTASY TOURS** or its successor – and
22 not the investor - the option to re-purchase investors’ leases.

23 72. **YUCATAN RESORTS** and its affiliated entities raised \$428,000,000 nationwide
24 from 1999-2005. Yucatan Resorts and its affiliates raised \$5,450,867.18 from Oregon
25 residents between 2000-2004. Because most Oregon investors elected to “accumulate”
26

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 putative interest payments instead of receiving monthly, quarterly, or annual checks, nearly
2 the entirety of Oregon investors' principal has been lost.

3 73. The FBI arrested **KELLY** in January 2006. He is currently being held, pre-trial, on
4 a criminal fraud complaint filed in the U.S. District Court for the Northern District of Illinois.
5 (U.S. v Michael E. Kelly, Case No 06-CR-964).

6 CONCLUSIONS OF LAW

7 The Director Concludes:

8 74. The interests in the **YUCATAN RESORTS** "universal lease" investment program
9 Respondents sold to Oregon residents are securities, as defined by ORS 59.015 (19) (a).

10 75. Respondents sold securities that were not registered with the Oregon Division of
11 Finance and Corporate Securities in or from the State of Oregon, in violation of ORS 59.055.

12 76. Respondents sold securities in or from the State of Oregon without being licensed
13 as a broker-dealer or general license broker-dealer salesperson, in violation of ORS 59.165
14 (1).

15 77. Respondents, in connection with the sale of **YUCATAN RESORTS** "universal
16 lease" investments to Oregon residents, omitted to state a material fact, in violation of ORS
17 59.135 (2), by failing to disclose information about the true financial condition of Yucatan
18 Resorts, **RESORT HOLDINGS INTERNATIONAL**, **WORLD PHANTASY TOURS**,
19 and **KELLY**. Prospective investors were not given audited or unaudited financial statements,
20 or other documents by which they could have independently gauged the fiscal health of the
21 businesses they were investing in and of the individual managing those entities.

22 78. Respondents, in connection with the sale of **YUCATAN RESORTS** "universal
23 lease" securities to Oregon residents, made an untrue statement of a material fact, in violation
24 of ORS 59.135 (2), by falsely representing that investor funds would be used to expand the
25 Yucatan resort system. In point of fact, the majority of funds tendered to Yucatan Resorts
26 and/or **RESORT HOLDINGS INTERNATIONAL** by new investors were used to make



1 outstanding interest payments to existing investors, to pay commissions to those in the
2 Yucatan Resorts sales chain, to make payments to investors in **KELLY**'s previous
3 undertaking (the nine-month promissory notes issued by "Yucatan Investments, Inc."), to
4 fund an automotive company (Avanti U.S.) Kelly owned, to fund an industrial leasing
5 company (DMK U.S.) Kelly owned, and to fund the lavish lifestyle of Kelly and his relatives.

6 79. Respondents, in connection with the sale of **YUCATAN RESORTS** "universal
7 lease" securities to Oregon residents, omitted to state a material fact, in violation of ORS
8 59.135 (2), by failing to disclose accurate information about the relationship between Yucatan
9 Resorts, **RESORT HOLDINGS INTERNATIONAL**, and **WORLD PHANTASY**
10 **TOURS**. Investors were specifically told that these three companies were entirely
11 independent of each other. In point of fact, all three were owned and controlled by a single
12 individual, **KELLY**, for his own business purposes.

13 80. Respondents, in connection with the sale of **YUCATAN RESORTS** "universal
14 lease" securities to Oregon residents, omitted to state a material fact, in violation of ORS
15 59.135 (2), by failing to disclose information about **KELLY**'s managerial experience to
16 prospective investors. Investors were not informed that Kelly had never worked in the travel
17 and leisure industry prior to his 1999 formation of Yucatan Resorts. Furthermore, prospective
18 investors were not advised that Kelly's most recent venture had been as promoter of "Yucatan
19 Investment Corporation", an entity that sold \$25,000,000 in unlawful nine-month promissory
20 notes bearing 10.75% interest rates, for which he had been formally sanctioned by New
21 Mexico, South Carolina, and Connecticut securities regulators.

22 79. Respondents, in connection with the sale of **YUCATAN RESORTS** "universal
23 lease" securities to Oregon residents, omitted to state a material fact, in violation of ORS
24 59.135 (2), by failing to disclose known, foreseeable risk factors in connection with
25 investments in entities operating foreign vacation resorts designed to generate rental income.
26 Prospective investors were not informed that, *inter alia*, the travel business is cyclical and



1 highly dependent on the condition of the domestic U.S. economy, the competition includes
2 resorts owned by large, well capitalized corporate entities, and the rise of the internet has
3 caused, and will continue to cause, substantial disruption to previously successful industry
4 business models.

5 80. Respondents, in connection with the sale of **YUCATAN RESORTS** “universal
6 lease” securities to Oregon residents, made an untrue statement of a material fact, in violation
7 of ORS 59.135 (2), by falsely representing that the “universal lease” was a safe investment. In
8 fact, it was heavily laden with risk. Respondents repeatedly informed Oregon residents that
9 the “universal lease” program was fully insured. In point of fact, although the properties may
10 have been covered by casualty insurance in the event of theft or damage, the underlying
11 “universal lease” investments were not insured. Additionally, Respondents told prospective
12 investors that the resorts were “debt-free” and that investors had a “1st lien” on properties. The
13 fair market value of the few Yucatan owned properties never came close to the \$428,000,000
14 Americans invested nationwide.

15 81. Respondents, in connection with the sale of **YUCATAN RESORTS** “universal
16 lease” securities to Oregon residents, omitted to state a material fact, in violation of ORS
17 59.135 (2), by failing to disclose that financial marketing firms and sales agents would receive
18 18% of every dollar invested as a sales commission.

19 82. Respondents, in connection with the sale of **YUCATAN RESORTS** “universal
20 lease” securities to Oregon residents, made an untrue statement of a material fact, in violation
21 of ORS 59.135 (2), by falsely representing that **WORLD PHANTASY TOURS**, the entity
22 that was to make interest payments to investors by generating income from timeshare rentals,
23 was an “*international travel consolidator/wholesaler... with Gross sales over 60 million*
24 *annually.*” In point of fact, World Phantasy Tours and its successor, **GALAXY**
25 **PROPERTIES MANAGEMENT** never had more than a handful of employees and
26 generated nearly no rental income at all.



1 83. Respondents, in connection with the sale of **YUCATAN RESORTS** "universal
2 lease" securities to Oregon residents, omitted to state a material fact, in violation of ORS
3 59.135 (2), by failing to disclose that the Yucatan Resorts "universal lease" investment
4 program was a security under Oregon law, that the offering was not registered with the State
5 of Oregon, and that the insurance agents that sold the investment were not licensed to sell this
6 security by the State of Oregon.

7 **ORDER**

8 The Director Orders:

9 84. Pursuant to the authority granted by ORS 59.245, **STEWART** shall **CEASE AND**
10 **DESIST** from engaging in any further violations of the Oregon Securities Law, its
11 accompanying administrative rules, and this Order.

12 85. **THEELER**, pursuant to the authority contained in ORS 59.995, shall tender the
13 sum of **TWENTY THOUSAND DOLLARS** (\$20,000) for violations of ORS 59.055
14 described herein; the sum of **TWENTY THOUSAND DOLLARS** (\$20,000) for violations
15 of ORS 59.165 described herein; and the sum of **TWENTY THOUSAND DOLLARS**
16 (\$20,000) for violations of ORS 59.135 described herein, for a total civil penalty of **SIXTY**
17 **THOUSAND DOLLARS** (\$60,000). Of this amount, the sum of **THIRTY SIX**
18 **THOUSAND DOLLARS** (\$36,000) shall be **SUSPENDED** so long as **THEELER** does not
19 violate state or federal securities laws – or the terms of this Order - for a period of **SEVEN (7)**
20 **YEARS** from the date of entry of this Order. (To the extent that **THEELER** is found to have
21 committed any such violation, the entire sum of **SIXTY THOUSAND DOLLARS**
22 (\$60,000), minus amounts paid, shall become immediately due and owing). The remaining
23 **TWENTY FOUR THOUSAND DOLLARS** (\$24,000) shall be paid in monthly installments
24 of **ONE THOUSAND DOLLARS** (\$1,000), with the first such installment due at the time of
25 entry of this Order and remaining installments due on December 1, 2008, and the first
26 calendar day of each month thereafter until all amounts due have been paid (timely payment

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

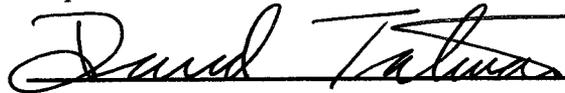


1 shall be deemed to be of the essence; failure to make payment(s) in a timely fashion will
2 constitute a violation of the terms of this Order).

3 86. **THEELER**, and any entities that employ or otherwise utilize his services for the
4 purpose of raising capital, are, pursuant to ORS 59.045, **DENIED THE USE OF ANY**
5 **EXEMPTIONS** that would otherwise be available to them under ORS 59.025 and ORS
6 59.035, to the requirement that all securities must be registered with the Director prior to sale.
7 Furthermore, **THEELER** is, for the protection of the investing public, **STRICTLY**
8 **PROHIBITED** from raising capital, formally or informally, from other individuals for use or
9 investment on their behalf.

10 Dated this 30th day of October 2008 at Salem, Oregon.

11
12 CORY STREISINGER, Director
Department of Consumer and Business Services

13 

14 David C. Tatman, Administrator
15 Division Of Finance And Corporate Securities

16
17
18
19
20
21
22
23
24
25
26
Division of Finance and Corporate Securities
Labor and Industries Building
330 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387



1 **CONSENT TO ENTRY OF ORDER**

2 Respondent **THEELER** states: that he has read the foregoing Order and fully
3 understands the contents thereof; that he has been advised of the right to a hearing and of the
4 right to be represented by counsel in this matter; that he, voluntarily, and without any force or
5 duress, consents to the entry of this Order, expressly waiving any right to a hearing in this
6 matter; that he understands that the Director reserves the right to take further actions to
7 enforce this Order or to take appropriate action upon discovery of other violations of the
8 Oregon Securities Laws; and that he will fully comply with the terms and conditions stated
9 herein.

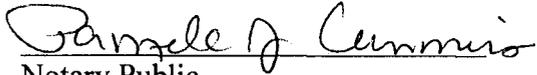
10 Respondent further assures the Director that he will not engage in securities
11 transactions in Oregon unless such activities are in full compliance with Chapter 59 of the
12 Oregon Revised Statutes.

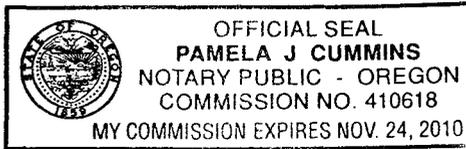
13 Respondent understands that this Consent Order is a public document.

14 Dated this 22nd day of Oct., 2008.

15
16 
17 **JAMES THEELER**

18 SUBSCRIBED AND SWORN to before me this 22nd day of October, 2008.

19 
20 Notary Public
21 for the State of: Oregon
22 My commission expires: 11/24/10



Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

