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STATE OF CALIFORNIA
BUSINESS TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: Andrew Van Slee, Manager
Richard Wagner, Vice President Sales & Marketing
IFA DOT COM LLC
468 Camden Drive, Suite 294A
Beverly Hills, CA 90210

AMENDED DESIST AND REFRAIN ORDER
(For violations of section 25110 of the Corporations Code)

The California Corporations Commissioner finds that:

1. The Desist and Refrain Order issued on February 14, 2008 against the above captioned subjects is hereby amended. IFA DOT COM LLC (the Company) is a limited liability company organized on October 10, 2006 under the laws of the State of California.
2. The Manager of the Company pursuant to an Operating Agreement executed October 10, 2006 is Andrew Van Slee, (Van Slee).
3. Richard Wagner (Wagner) is Vice President Marketing & Sales, of the Company and holder of legal and beneficial ownership of 1500 limited liability company interests in the form of shares in the Company as stated in that company's placement memorandum. Each share is to consist of one limited liability company interest.
4. Since August 2007 Wagner has been engaged in offering interests in a limited liability company in the form of shares in IFA DOT COM LLC to the public by means of unsolicited telephone calls to investors prior to determining whether the prospective purchaser was a "qualified" purchaser, also known as "cold calling".
5. In 2007 Wagner, on behalf of Van Slee and the company, made unsolicited telephone calls to a person in California stating he was offering interests in a limited liability company in the form of

1 shares in IFA DOT COM LLC. The purpose of the company was to focus on and participate in
2 internet development and the independent film production industry. When Wagner asked the person
3 if he was an accredited investor, the person replied in the negative. Thereafter, the person received a
4 Priority Mail Package containing Wagner's business card with the above described title and a
5 confidential private placement memorandum (PPM), additional marketing materials, an LLC
6 operating agreement, a confidential purchaser questionnaire and a pre-paid return DHL envelope.
7 The person receiving the information had no previous personal relationship with either Van Slee or
8 Wagner.

9 6. These securities were offered or sold in this state in an issuer transaction. The Department
10 of Corporations has not issued a permit or other form of qualification authorizing any person to offer
11 and/or sell these securities in this state.

12 7. Wagner did not at any time during the "cold call" with the person disclose that Van Slee, a
13 founding member of the LLC, had been the subject of a Cease and Desist Order in Iowa, dated April
14 27, 2004 for the offer and sale of unregistered, non-exempt securities in violation of Iowa Code
15 section 502.210 and on January 16, 2002 had been the subject of a Desist and Refrain Order issued
16 by the California Department of Corporations to refrain from the sale of unqualified non-exempt
17 securities in violation of Corporations Code section 25110.

18 8. On October 23, 2006 and December 20, 2006, Van Slee caused to be registered with the
19 Securities and Exchange Commission two Regulation D filings, one for IFA 1 LLC, and one for IFA
20 DOT COM LLC. A Form D for IFA 1 LLC was filed with the Department of Corporations on
21 October 17, 2006. This Form D was accompanied by a cover transmittal letter signed by Van Slee.

22 9. The Department received a completed Form D, as filed with the Securities and Exchange
23 Commission, for IFA DOT COM LLC on December 18, 2006. Also the Department received a
24 consent to service of process and a \$300 filing fee as required in Corporations Code sections
25 25102.1(d) (1)(2)(3)

26 10. The securities offered by Wagner on behalf of Van Slee and IFA DOT COM LLC were
27 not exempt from qualification, and no qualification to offer or sell the securities has been filed with
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1 the Department of Corporations. Therefore, the offer of the securities in this state was a violation of
2 Corporations Code section 25110.

3 Based upon the foregoing findings, the California Corporations Commissioner is of the
4 opinion that the shares in IFA DOT COM LLC offered to the public were non-exempt securities
5 subject to qualification under the California Corporate Securities Law of 1968 (California
6 Corporations Codes 25000 et seq) and have been offered or sold without being qualified in violation
7 of Corporations Code section 25110. Pursuant to section 25532 of the Corporate Securities Law of
8 1968, Andrew Van Slee, Richard Wagner and IFA DOT COM LLC are hereby ordered to desist and
9 refrain from the further offer or sale in the State of California of securities, including but not limited
10 to interests in a limited liability company in the form of shares in IFA DOT COM LLC, unless and
11 until qualification has been made under the law or unless exempt.

12 This Order is necessary, in the public interest, for the protection of investors and consistent
13 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

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15 Dated: April 2, 2008

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PRESTON DuFAUCHARD
California Corporations Commissioner

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By _____
ALAN S. WEINGER
Lead Corporations Counsel

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