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Deputy Commissioner
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3 DEPARTMENT OF CORPORATIONS
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8 BEFORE THE DEPARTMENT OF CORPORATIONS
9 OF THE STATE OF CALIFORNIA

10) OAH Case No.: 2012090731
11	In the Matter of THE CALIFORNIA)
12	CORPORATIONS COMMISSIONER,) STIPULATION TO FINAL DESIST AND
13	Complainant,) REFRAIN ORDER
14	v.) Trial Dates: March 4-5, 2013
15	ELIE MIKAEL SAKAYAN, aka) Trial Time: 9:00 a.m.
16	SHARKANIAN aka SAKARAN,) Assigned: Unassigned
17	Respondent.)
18)
19)
20)
21)

22 IT IS HEREBY STIPULATED BY AND BETWEEN RESPONDENT ELIE MIKAEL
23 SAKAYAN, aka SHARKANIAN, aka SAKARAN (“Respondent”) and THE CALIFORNIA
24 CORPORATIONS COMMISSIONER (“Commissioner”), as follows:

25 WHEREAS, on August 22, 2012, the Commissioner issued a Desist and Refrain Order
26 against Respondent for the sale of securities that were offered and sold by means of
27 misrepresentations and/or omissions of material fact in violation of Corporations Code section 25401
28 of the Corporate Securities Law of 1968 (Corp. Code, § 25000 et seq.) (“CSL”). Attached hereto as

1 **Exhibit A** and incorporated herein by reference is a true and correct copy of the Desist and Refrain
2 Order dated August 22, 2012 (“Order”).

3 WHEREAS, Respondent, without admitting or denying such charges, seeks to resolve the
4 concerns of the Commissioner by entering into this Stipulation to Final Desist and Refrain Order
5 (“Stipulation”).

6 NOW THEREFORE, the parties hereby stipulate and agree as follows:

7 1. Respondent hereby acknowledges that the Commissioner granted a hearing in relation
8 to the Order, presently set to commence on March 4-5, 2013, before the Office of Administrative
9 Hearings, which Respondent has a right to defend. Without admitting or denying such charges, and
10 solely for the purpose of compromising and resolving this matter, Respondent hereby voluntarily
11 waives his right to a hearing in relation to the Order for violations of Corporations Code section
12 25401, for selling securities by means of misrepresentations and/or omissions of material fact, and
13 withdraws his hearing request;

14 2. Respondent enters into this Stipulation voluntarily and without coercion and
15 acknowledges that no promises, threats, or assurances have been made by the Commissioner or any
16 officer, or agent thereof, about this Stipulation;

17 3. Respondent acknowledges the hearing in this matter shall go forward as scheduled in
18 the event the Commissioner does not timely receive an executed copy of this Stipulation from
19 Respondent no later than 12:00 noon, Friday, February 8, 2013;

20 4. Respondent acknowledges that nothing in this Stipulation shall preclude the
21 Commissioner, or his agents or employees, to the extent authorized by law, from assisting or
22 cooperating in any investigation and/or action brought by any other federal, state or county agency.
23 Respondent further agrees that this Stipulation shall not bind or otherwise prevent any other federal,
24 state or county agency from the performance of its duties;

25 5. Each of the parties represents, warrants, and agrees that they have received
26 independent advice from their attorney(s) and/or representatives with respect to the advisability of
27 executing this Stipulation;

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1 6. Each of the parties represents, warrants, and agrees that in executing this Stipulation
2 they have relied solely on the statements set forth herein and the advice of their own attorney(s)
3 and/or representatives. Each of the parties represents, warrants, and agrees that in executing this
4 Stipulation they have placed no reliance on any statement, representation, or promise of any other
5 party, or any other person or entity not expressly set forth herein, or upon the failure of any party or
6 any other person or entity to make any statement, representation or disclosure of anything
7 whatsoever. The parties have included this clause: (1) to preclude any claim that any party was in
8 any way fraudulently induced to execute this Stipulation; and (2) to preclude the introduction of
9 parol evidence to vary, interpret, supplement, or contradict the terms of this Stipulation;

10 7. This Stipulation is the final written expression and the complete and exclusive
11 statement of all agreements, conditions, promises, representations, and covenants between the parties
12 with respect to the subject matter hereof, and supersedes all prior or contemporaneous agreements,
13 discussions, negotiations, representations, and understandings between and among the parties, their
14 respective representatives, and any other person or entity, with respect to the subject matter covered
15 hereby;

16 8. In that the parties have had the opportunity to draft, review and edit the language of
17 this Stipulation, no presumption for or against any party arising out of drafting all or any part of this
18 Stipulation will be applied in any action relating to, connected to, or involving this Stipulation.
19 Accordingly, the parties waive the benefit of Civil Code section 1654 and any successor or amended
20 statute, providing that in cases of uncertainty, language of contract should be interpreted most
21 strongly against the party who cause the uncertainty to exist;

22 9. This Stipulation shall not become effective until signed and delivered by all parties;

23 10. This Stipulation may be executed in one or more separate counterparts, each of which
24 when so executed, shall be deemed an original but all of which, together, shall be deemed to
25 constitute a single document. This Stipulation may be executed by facsimile or scanned signature,
26 and any such facsimile or scanned signature by any party hereto shall be deemed to be an original
27 signature and shall be binding on such party to the same extent as if such facsimile or scanned
28 signature were an original signature;

1 11. Each signator hereto covenants that he or she possesses all necessary capacity
2 and authority to sign and enter into this Stipulation; and

3 12. The Commissioner shall file an executed copy of this Stipulation with the Office of
4 Administrative Hearings, Los Angeles.

5 Dated: 2/11/13

JAN LYNN OWEN
California Corporations Commissioner

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8 By: _____
9 MARY ANN SMITH
10 Deputy Commissioner
11 Enforcement Division

12
13 Dated: 2/7/13

By: _____
ELIE MIKAEL SAKAYAN

14 APPROVED AS TO FORM:
15
16 SUSAN BARILICH, P.C.

17
18 By: _____
19 SUSAN BARILICH, ESQ. Attorney for
20 RESPONDENT

21 JAN LYNN OWEN
22 California Corporations Commissioner

23
24 By: _____
25 BLAINE A. NOBLETT
26 Senior Corporations Counsel

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