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**STATE OF CALIFORNIA**  
**BUSINESS, TRANSPORTATION AND HOUSING AGENCY**  
**DEPARTMENT OF CORPORATIONS**

TO: Arif Halaby  
Total Financial Solutions, Inc.  
22700 Lyons Ave. Ste. C  
Newhall, CA 91321  
and  
www.tfswealth.com

**DESIST AND REFRAIN ORDER**  
**(For violations of sections 25110 and 25230 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. Total Financial Solutions, Inc. (“Total Financial”) is a corporation formed under the laws of California on March 23, 2004. Its principal place of business is 22700 Lyons Ave., Ste. C, Newhall, CA 91321. It maintains a website at www.tfswealth.com.

2. Arif Halaby (“Halaby”) is the president, chief executive officer, and control person of Total Financial.

3. Beginning in 2006 or earlier, Halaby and Total Financial provided investment advice to residents of California.

4. Halaby solicits clients for Total Financial by hosting a weekly radio show on KHTS AM 1220, a radio station located in Santa Clarita, California. Total Financial’s website provides a

1 link to podcasts of the weekly radio shows. During the radio shows, Halaby provides investment  
2 advice and suggests that listeners seek further advice from Total Financial.

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4 5. Halaby stated on the radio show that he and Total Financial are compensated from the  
5 “built-in fees” in the investment products that he offers and sells to clients.

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7 6. Halaby offered and sold securities in the form of common stock and promissory notes  
8 issued by Majestic Sunset Playa Azul, S.A. (“Majestic Sunset”) to at least one resident of California.  
9 Halaby advised this California resident to refinance his home in order to invest in securities  
10 recommended by Halaby, including but not limited to securities in Majestic Sunset.

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12 7. Majestic Sunset operates a resort in Costa Rica called the Sanctuary Resort & Spa. On  
13 March 25, 2009, the Department of Corporations issued a Desist and Refrain Order against Majestic  
14 Sunset and its control persons, Douglas Gould and John Calhoun, for violations of Corporations Code  
15 section 25110.

16  
17 8. At all relevant times, Halaby did not have a valid investment adviser certificate issued  
18 by the Department of Corporations or the Securities and Exchange Commission.

19  
20 9. The securities in Majestic Sunset were offered and sold in this state in issuer  
21 transactions. The Department of Corporations has not issued a permit or other form of qualification  
22 authorizing any person to offer or sell these securities in this state.

23  
24 Based on the foregoing findings, the California Corporations Commissioner is of the opinion  
25 that Arif Halaby and Total Financial Solutions, Inc. have conducted business as an investment  
26 adviser in this state without first applying for and securing from the commissioner a certificate, then  
27 in effect, authorizing them to do so, in violation of section 25230 of the California Corporate  
28 Securities Law. Arif Halaby and Total Financial Solutions, Inc. are hereby ordered to desist and

1 refrain from acting as an investment adviser in the State of California unless and until they have first  
2 applied for and secured from the Commissioner a certificate, then in effect, authorizing them to act as  
3 an investment adviser or unless exempt.

4  
5 Further, the California Corporations Commissioner is of the opinion that the common stock  
6 and promissory notes in Majestic Sunset Playa Azul, S.A. that are being or have been offered and sold  
7 by Arif Halaby and Total Financial Solutions, Inc. are securities subject to qualification under the  
8 California Corporate Securities Law of 1968 and are being or have been offered or sold without being  
9 qualified in violation of Corporations Code section 25110. Pursuant to section 25532 of the Corporate  
10 Securities Law of 1968, Arif Halaby and Total Financial Solutions, Inc. are hereby ordered to desist  
11 and refrain from the further offer or sale in the State of California of securities, including but not  
12 limited to common stock and promissory notes, unless and until qualification has been made under the  
13 law or unless exempt.

14  
15 This Order is necessary, in the public interest, for the protection of investors and consistent  
16 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

17  
18 Dated: March 17, 2011  
19 Los Angeles, California

20 PRESTON DuFAUCHARD  
21 California Corporations Commissioner

22 By: \_\_\_\_\_  
23 ALAN S. WEINGER  
24 Deputy Commissioner  
25 Enforcement Division  
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