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

**TO: Sean Andre Johnson, President**  
**Hylas Derrick Smith, Treasurer**  
**The Barclay & Nodingham Company**  
**d.b.a The Barclay & Nodingham Company, Inc. and**  
**Barclay & Nodingham Inc.**  
**5041 Inaglen Way**  
**Los Angeles, California 90043-1501,**  
**and**  
**4859 West Slauson Avenue #225**  
**Los Angeles, California 90056**  
**and**  
**711 South Carson Street, Suite 6**  
**Carson City, Nevada 89701**

**DESIST AND REFRAIN ORDER**

**(For violations of section 25110, 25210 and 25401 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. The Barclay & Nodingham Company which also does business as The Barclay & Nodingham Company, Inc. and Barclay & Nodingham Inc. is a Nevada Corporation, incorporated on December 18, 1996. Its corporate status is currently revoked. Its registered place of business with the Nevada Secretary of State is 711 South Carson Street, Suite 6, Carson City, Nevada 89701. However the principal places of business of The Barclay & Nodingham Company are 5041 Inaglen Way, Los Angeles, California 90043-1501 and 4859 West Slauson Avenue #225, Los Angeles, California 90056. The President of The Barclay & Nodingham Company is, Sean Andre Johnson whose address is also 5041 Inaglen Way, Los Angeles, California 90043-1501 and was formerly 4859 West Slauson Avenue #225, Los Angeles, California 90056. Hylas Derrick Smith is the Treasurer of The Barclay & Nodingham Company.
2. The Barclay & Nodingham Company, Sean Andre Johnson, and Hylas Derrick Smith offered and sold several types of investment opportunities to the public. These included investment contracts

1 in which The Barclay & Nodingham Company represented that it would act as a “Management &  
2 Administrative Agent” for the investor to invest in something referred to as “offshore solutions” and  
3 reportedly involved trading in the stock market based on the “Russell Index.” The investment  
4 contract guaranteed the safety of all the funds invested and represented that it would pay a 5-10 %  
5 interest payment per week until a 200 % return on the principal was generated. The weekly interest  
6 payments were not made nor was the original investment returned to the investors.

7 3. Another type of investment contract offered and sold by The Barclay & Nodingham Company,  
8 Sean Andre Johnson and Hylas Derrick Smith was referred to as the “Private Contributors  
9 Community Total Freedom Fund” and the “Mortgage Payoff Program” in which the investor was  
10 required to pay an initial fee equal to 10% of the amount owed on their mortgage in exchange for  
11 promises by The Barclay & Nodingham Company to make regular payments to the investor which  
12 would result in the full amount of the mortgage being paid off in 5 years. It was represented that this  
13 was a humanitarian program to help persons who had difficulty paying mortgages to stay in their  
14 homes. It was eventually represented to the investors that due to unspecified difficulties in their  
15 “brokerage” operations they could not make the payments as promised and they eventually failed to  
16 return even the amount of the original investment that resulted in the foreclosure of the property.

17 4. Another type of investment contract offered and sold by Sean Andre Johnson and The Barclay  
18 & Nodingham Company involved the offer and sale of “units” in a fund which would invest in “bank  
19 notes” and “world market currency” in which they claimed there was no risk of losing the money and  
20 that there would be at least a 20-50 % return on the investment within 81 banking days after the  
21 investment was made. It was also represented that the investment was guaranteed and could be fully  
22 refunded at any time because they would obtain a “certificate of investments.” This investment was  
23 also represented to involve something called “offshore solutions.” As with the other investment  
24 contracts offered and sold by Sean Andre Johnson, The Barclay & Nodingham Company and Hylas  
25 Derrick Smith, they did not invest any of the money in the manner in which they had represented to  
26 the investor and some investments such as the foreign “bank notes” do not even exist. Most or all of  
27 the money was never returned to investors.

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1       5. It was also not disclosed to prospective purchasers of the investment contracts and units  
2 offered by Sean Andre Johnson, The Barclay & Nodingham Company and Hylas Derrick Smith that  
3 a prior Desist and Refrain Order had been issued by the California Department of Corporations on  
4 July, 8 2005 to Sean Andre Johnson and his previous company "The Furlough Group" for violations  
5 of the California Corporations Code sections 25110, 25210 and 25401 for offering and selling  
6 unqualified securities, making misstatements and omissions of material fact with regard to the sale of  
7 those securities and selling securities without a securities brokers license. In that business dozens of  
8 investors lost in excess of \$800,000 in investments sold by Sean Andre Johnson which he had  
9 represented was to be invested in foreign "bank notes." The investments were in fact fictitious and  
10 were used to perpetuate a fraudulent pyramid investment scheme commonly referred to as a "prime  
11 bank note" scheme. In reality no such "prime bank notes" issued by foreign banks ever existed or  
12 were purchased. Sean Andre Johnson, The Barclay & Nodingham Company and Hylas Derrick Smith  
13 also failed to disclose that investors in prior investment contracts offered and sold by The Barclay &  
14 Nodingham Company had failed to receive most or all of their original investment back and there  
15 were no funds available to "guarantee" any of the investments made contrary to their representations  
16 to investors.

17       6. The California Department of Corporations has not issued any permit, license or other form of  
18 authorization, approval or qualification to allow any person or entity to offer and sell securities in the  
19 form of investment contracts or "units" in The Barclay & Nodingham Company in California.

20               Based upon the foregoing findings, the California Corporations Commissioner is of the  
21 opinion that the investment contracts and units offered and sold by Sean Andre Johnson, The Barclay  
22 & Nodingham Company and Hylas Derrick Smith to California residents constitute securities, which  
23 are subject to qualification under the California Corporate Securities Law of 1968, and that these  
24 securities have been and are being offered and sold without being qualified or exempt.

25               The California Corporations Commissioner is of the further opinion that securities in the form  
26 of investment contracts and units offered and sold by Sean Andre Johnson, The Barclay &  
27 Nodingham Company and Hylas Derrick Smith have been offered and sold in this State by means of  
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1 written and oral communications, which include untrue statements or omissions of material facts, in  
2 violation of section 25401 of the California Corporate Securities Law of 1968.

3 Further, the California Corporations Commissioner is of the opinion that The Barclay &  
4 Nodingham Company, Sean Andre Johnson, and Hylas Derrick Smith were engaged in the business  
5 of inducing or attempting to induce the purchase and sale of securities in this state without having  
6 first applied for and secured a license authorizing them to act in the capacity of a securities broker-  
7 dealer, in violation of section 25210 of the Corporate Securities Law of 1968.

8 Pursuant to Corporations Code section 25532, Sean Andre Johnson, The Barclay &  
9 Nodingham Company and Hylas Derrick Smith are hereby ordered to desist and refrain from the  
10 further offer or sale of securities in the State of California, including but not limited to investment  
11 contracts and “units” in The Barclay & Nodingham Company unless and until qualification has been  
12 made under the California Corporate Securities Law or unless exempt.

13 Pursuant to Corporations Code section 25532, Sean Andre Johnson, The Barclay &  
14 Nodingham Company and Hylas Derrick Smith are hereby ordered to desist and refrain from making  
15 further offers to purchase or sell securities in the State of California, including but not limited to  
16 investment contracts or “units” in The Barclay & Nodingham Company by means of any written or  
17 oral communication which includes untrue statements or omissions of material facts or omits to state  
18 a material fact necessary in order to make the statements made, in light of the circumstances under  
19 which they were made, not misleading.

20 Pursuant to Corporations Code section 25532, Sean Andre Johnson, The Barclay &  
21 Nodingham Company and Hylas Derrick Smith are also hereby ordered to desist and refrain from  
22 effecting any transaction in, or inducing the purchase or sale of, any security in this state, unless and  
23 until they have applied for and secured from the Commissioner a certificate authorizing them to act in  
24 that capacity or unless exempt.

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

Dated: April 27, 2009  
Los Angeles, California

PRESTON DuFAUCHARD  
California Corporations Commissioner

By \_\_\_\_\_  
ALAN S. WEINGER  
Acting Deputy Commissioner  
Enforcement Division