

1 PRESTON DuFAUCHARD  
California Corporations Commissioner  
2 ALAN S. WEINGER  
Deputy Commissioner  
3 AFSANEH EGHBALDARI (SBN 250107)  
Corporations Counsel  
4 1350 Front Street, Room 2034  
San Diego, California 92101  
5 Telephone: (619) 645-3166

6 Attorneys for the People of the State of California

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

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FOR THE COUNTY OF SAN DIEGO

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THE PEOPLE OF THE STATE OF  
CALIFORNIA, by and through the  
11 CALIFORNIA CORPORATIONS  
COMMISSIONER,

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Petitioner,

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vs.

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ASGAARD MEDIA,

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Respondent.

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Case No.:

EX PARTE PETITION FOR ORDER TO  
COMPEL COMPLIANCE WITH  
SUBPOENA DUCES TECUM AND  
SETTING AN ORDER TO SHOW CAUSE  
RE: SAME

(GOV. CODE, §§ 11187–11188; CORP.  
CODE, § 25531)

Hearing Date:  
Hearing Time:  
Dept:  
Judge:

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YOU ARE HEREBY NOTIFIED that on the date and time and in the Department set forth  
21 above, Petitioner, Preston DuFauchard, California Corporations Commissioner, acting in the name of  
22 the People of the State of California, will submit the following EX PARTE PETITION FOR ORDER  
23 TO COMPEL COMPLIANCE WITH SUBPOENA DUCES TECUM AND SETTING AN ORDER  
24 TO SHOW CAUSE RE: SAME, pursuant to Corporations Code section 25531 and Government  
25 Code sections 11187 and 11188, and accompanying Memorandum of Points and Authorities and  
26 evidence in support thereof:

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Petitioner, the California Corporations Commissioner, by and through his attorney,

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1 AFSANEH EGHBALDARI, Corporations Counsel, alleges:

2 1. Petitioner is the duly appointed California Corporations Commissioner  
3 (“Commissioner”).

4 2. The California Department of Corporations (“Department”) is the California agency  
5 responsible for administering and enforcing the Corporate Securities Law of 1968 (Corp. Code, §  
6 25000 et seq.) (“CSL”), which regulates the offer and sale of securities in the State of California. A  
7 common stock is a “security” under Corporations Code section 25019 and is therefore within the  
8 jurisdiction of the Commissioner. (Corp. Code, § 25019.)

9 3. Pursuant to such responsibility, the Commissioner, as the head of the Department, is  
10 expressly authorized to conduct investigations into the possible violation of the CSL, to require the  
11 production of any documents relevant or material to an inquiry, to subpoena witnesses, and to  
12 administer oaths. (Corp. Code, § 25531, subs. (a) & (c); Gov. Code, § 11180 & 11181, subs. (a) &  
13 (e).)

14 4. Petitioner is informed and believes that ASGAARD MEDIA (“RESPONDENT”), a  
15 Nevada corporation with a location at 2279 Eagle Glen Parkway, Suite 112214, Corona, CA, offered  
16 and sold shares of its common stock for cash and might be offering and selling securities in the State  
17 of California in violation of CSL.

18 5. On January 21, 2010, the Department sent a request to RESPONDENT requesting  
19 production of documents relevant to the Department’s investigation. RESPONDENT failed and  
20 refused to comply with the Department’s request.

21 6. The Department discovered that Wm. Alan Pezzuto (“Pezzuto”), listed as  
22 RESPONDENT’s registered agent for service of process, is also listed as RESPONDENT’s  
23 President, Principal Executive Officer, and Director.

24 7. On or about March 1, 2010, in response to the Department’s investigation, Pezzuto  
25 sent a letter to the Commissioner complaining about the investigation. Pezzuto directed the  
26 Commissioner to contact RESPONDENT’s corporate attorney, Davisson & Associates (“Davisson”).

27 8. The Department attempted to contact Davisson. Davisson failed to contact the  
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1 Department and failed to provide the Department with a letter of representation.

2 9. On March 16, 2010, the Commissioner issued a Subpoena Duces Tecum  
3 (“SUBPOENA”) to RESPONDENT requiring the production of certain documents related to the  
4 business activities of RESPONDENT and relevant to the Department’s investigation.

5 10. The SUBPOENA required RESPONDENT to produce documents to the San Diego  
6 office of the Department by April 15, 2010.

7 11. RESPONDENT’s registered agent for service of process is located at 4754 E.  
8 Flamingo, Suite 347, Las Vegas, NV 89121. The Department attempted to personally serve  
9 RESPONDENT at 4754 E. Flamingo, Suite 347, Las Vegas, NV 89121, and was notified that the  
10 said address does not exist.

11 12. The Department contacted RESPONDENT and was instructed to serve the  
12 SUBPOENA at 2550 E. Desert Inn Road, Suite 329, Las Vegas, NV 89121, which is a UPS store.

13 13. On March 24, 2010, and March 29, 2010, the Department sent the SUBPOENA, via  
14 certified mail return receipt requested, to RESPONDENT at 2550 E. Desert Inn Road, Suite 329, Las  
15 Vegas, NV 89121. RESPONDENT was also personally served at 2550 E. Desert Inn Road, Suite  
16 329, Las Vegas, NV 89121.

17 14. On or about April 14, 2010, Pezzuto sent a letter to the Commissioner stating that he  
18 would not be responding to “further action or a continuation of this action.” Pezzuto had carbon  
19 copied Davisson.

20 15. On April 19, 2010, and April 20, 2010, the Department again attempted to contact  
21 Davisson. Davisson failed to contact the Commissioner and failed to provide the Commissioner with  
22 a letter of representation.

23 16. RESPONDENT has failed and refused to produce the documents requested in the  
24 SUBPOENA.

25 WHEREFORE, Petitioner respectfully requests this Court:

26 1. To set an order to show cause hearing, pursuant to Government Code section 11188,  
27 as to why RESPONDENT has not complied with the Subpoena Duces Tecum; and  
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1           2.       At the hearing on the order to show cause, to order RESPONDENT to produce the  
2 documents described in the Subpoena Duces Tecum.

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4 Dated: May 3, 2010

PRESTON DuFAUCHARD  
California Corporations Commissioner

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7 By: \_\_\_\_\_  
Afsaneh Eghbaldari  
8 Corporations Counsel  
Enforcement Division

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