

1
2 **STATE OF CALIFORNIA**
3 **BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY**
4 **DEPARTMENT OF BUSINESS OVERSIGHT**

5 TO: Tyrell William Newby
6 Football Channel USA, Inc.
7 19901 Hiawatha Street
8 Chatsworth, CA 91311

9 Football Channel USA, Inc.
10 c/o Incorporating Solutions Group, Inc.
11 10120 South Eastern Avenue, #200
12 Henderson, NV 89052

13 **DESIST AND REFRAIN ORDER**
14 **(For violations of section 25401 of the California Corporations Code)**

15 The Commissioner of the Department of Business Oversight finds that:

16 1. At all relevant times, Tyrell William Newby (“Newby”) was a California resident and
17 control person of Football Channel USA, Inc. Newby’s principal place of business is Los Angeles
18 County, California.

19 2. At all relevant times, Football Channel USA, Inc. (“Football Channel”) was a Nevada
20 corporation formed on January 10, 2011, which did business in Los Angeles County, California.

21 3. Newby and Football Channel are herein collectively referred to as “Respondents.”

22 4. On June 16, 2009, the Pennsylvania Securities Commission issued a Cease and Desist
23 Order (the “Pennsylvania Order”) against Newby and Solar Energy Alternatives, LLC (“SEA”). The
24 Pennsylvania Order found that Newby had violated Pennsylvania law by offering and selling
25 unregistered shares of SEA from California by way of cold-calling Pennsylvania residents and
26 representing that investors would receive a “huge return” on their investment. The Pennsylvania
27 Order ordered Newby and SEA to cease offering and selling unregistered securities in Pennsylvania.
28

1 5. During 2011, Respondents offered and sold securities in California in the form of
2 purported shares of stock in Football Channel. Newby represented to potential investors that Football
3 Channel was a 24-hour multimedia network dedicated exclusively to youth tackle football.

4 6. As a direct result of the offers of securities by Respondents, at least one California
5 resident invested \$5,000.00 in purported stock of Football Channel on or about April 21, 2011. The
6 California investor was a passive investor whose only role was to advance funds to purchase the
7 stock as instructed by Newby. The California investor received a purported stock certificate for
8 “ONE HALF SHARE” in Football Channel USA, Inc., signed by “Terrell W. Newby” as President
9 and Treasurer. In late 2013, the California investor received correspondence and a \$500.00 U.S.
10 Postal Service Money Order from Newby stating that Football Channel was going out of business.
11 The California investor received no further correspondence or return of funds from Newby.

12 7. In connection with the offer and sale of these securities, Respondents made, or caused
13 to be made, misrepresentations of material fact and omitted to state material facts necessary in order
14 to make the statements made, in the light of the circumstances under which they were made, not
15 misleading. Respondents’ misrepresentations and omissions included, but are not limited to, failing
16 to disclose that Newby was the subject of the 2009 Cease and Desist Order by the Pennsylvania
17 Securities Commission for violating Pennsylvania securities laws.

18 Based upon the foregoing findings, the California Commissioner of Business Oversight
19 is of the opinion that the securities offered and sold by Terrell W. Newby and Football Channel USA,
20 Inc., were offered or sold in this state by means of written and oral communications which included
21 untrue statements of material facts and omitted to state material facts necessary in order to make the
22 statements made, in the light of the circumstances under which they were made, not misleading, in
23 violation of section 25401 of the California Securities Law of 1968 (“CSL”).

24 Pursuant to section 25532 of the CSL, Terrell W. Newby and Football Channel USA, Inc., are
25 hereby ordered to desist and refrain from offering or selling any security in the State of California,
26 including but not limited to securities relating to Football Channel USA, Inc., by means of any
27 written or oral communication which includes an untrue statement of a material fact or omits to state
28 a material fact necessary in order to make the statements made, in the light of the circumstances

1 under which they were made, not misleading. This Order is necessary, in the public interest, for the
2 protection of investors and consistent with the purposes, policies, and provisions of the Corporate
3 Securities Law of 1968.

4 Dated: April 27, 2015
5 Sacramento, California.

JAN LYNN OWEN
Commissioner of Business Oversight

7
8 By _____
9 MARY ANN SMITH
10 Deputy Commissioner
11 Enforcement Division
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28