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STATE OF CALIFORNIA
BUSINESS, CONSUMER SERVICES, AND HOUSING AGENCY
DEPARTMENT OF BUSINESS OVERSIGHT

TO: Joseph P. Guinan
Power of the Prayers, LLC
4014 Central Avenue Southeast, Suite 1
Albuquerque, New Mexico 87108-1159

DESIST AND REFRAIN ORDER
(For violations of section 25110 and 25401 of the Corporations Code)

The Commissioner of Business Oversight (Commissioner) finds that:

1. At all relevant times herein, Joseph P. Guinan (Guinan) was a principal of the Power of the Prayers, LLC (Power), a New Mexico limited liability company, with a principal place of business at 4014 Central Avenue Southeast, Suite 1, Albuquerque, New Mexico 87108-1159.
 2. On or about October 15, 2016, Guinan and Power, by way of an issuer transaction, offered to J.J. (Investor), a California resident, securities in the form of an interest in their proposed film project, “Power of the Prayers.” The purpose of the offering was to seek funding for the film project and generate revenue through distribution and profits resulting from the marketing of that film.
 3. Guinan and Power offered the Investor three ways to be a partner:
 - i. Partners would get 45 points of the Power profits if they invested \$1.6 million.
 - ii. Partners would get 20 points of the Power profits if they invested \$800,000.00.
 - iii. Partners would get 1 point of the Power profits if they invested \$45,000.00.
- Guinan and Power sent Investor a “Deal Memo” to this effect.
4. The investments offered by Guinan and Power are securities subject to qualification under the Corporate Securities Law of 1968 (CSL) (Corp. Code, § 25000 et seq.).
 5. Corporations Code section 25110 prohibits the offer and/or sale of non-qualified or non-exempt securities in this state.

1 6. In connection with the offer of these securities, Guinan and Power made or caused to be
2 made, misrepresentations of material facts, or omitted to state material facts, necessary in order to
3 make the statements made, in the light of the circumstances under which they were made, not
4 misleading.

5 i. Omission of 2012 Desist and Refrain Order (2012 Order)

6 Guinan and Power omitted to inform the Investor that the Commissioner issued the 2012
7 Order against Guinan and his company, White Buffalo New Media (Buffalo), on April 23, 2012,
8 prohibiting them from offering or selling securities in the State of California unless and until
9 qualification had been made under this law or unless exempt. On July 5, 2012, Guinan was personally
10 served as an individual and as principal of Buffalo.

11 ii. Omission of 2013 Desist and Refrain Order (2013 Order)

12 Guinan and Power omitted to inform the Investor that the Commissioner issued the 2013
13 Order against Guinan and his companies, Ghost Aliens, LLC (Ghost) and A1UC, LLC (A1UC), on
14 June 28, 2013, prohibiting them from offering or selling securities in the State of California unless
15 and until qualification had been made under this law or unless exempt. Guinan, Ghost, and A1UC
16 were served in accordance with section 25550 of the Corporations Code on September 18, 2013.

17 iii. Omission of 2013 Order Levying Administration Penalties Pursuant to Corporations
18 Code section 25252 (2013 Penalty Order)

19 Guinan and Power failed to disclose to the Investor that the Commissioner issued the 2013
20 Penalty Order against Guinan and his companies, Ghost and A1UC, on November 27, 2013, ordering
21 the total amount of \$3,000.00 in penalties, for violating the 2012 Order by offering securities in
22 California without first having a qualification or an exemption. Guinan, Ghost, and A1UC were
23 served in accordance with Corporations Code section 25550 on December 4, 2013.

24 7. Based on the foregoing, the Commissioner is of the opinion that the securities in the form of
25 interests in film production profits, offered by Guinan and Power, are securities subject to
26 qualification under the Corporations Code and are being or have been offered without being
27 qualified, in violation of section 25110 of the Corporations Code.

28 8. Further, the Commissioner is of the opinion that the securities offered by Guinan and Power

1 were offered in this state by means of written or oral communications that included untrue
2 statements of material fact or omitted to state material facts necessary in order to make the
3 statements made, in the light of the circumstances under which they were made, not misleading, in
4 violation of section 25401 of the Corporations Code.

5 Pursuant to section 25532 of the Corporations Code, Joseph P. Guinan and Power of the
6 Prayers, LLC are hereby ordered to desist and refrain from the further offer or sale in the State of
7 California of securities, including, but not limited to, interests in film production profits, unless and
8 until qualification has been made under this law or unless exempt.

9 Pursuant to section 25532 of the Corporations Code, Joseph P. Guinan and Power of the
10 Prayers, LLC are hereby ordered to desist and refrain from offering or selling any security in the
11 State of California, including but not limited to, interests in film production profits, by means of any
12 written or oral communication which includes an untrue statement of a material fact or omits to state
13 a material fact necessary in order to make the statements made, in the light of the circumstances
14 under which they were made, not misleading.

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 Corporations Code.

17 Dated: May 23, 2017
18 Sacramento, California

JAN LYNN OWEN
Commissioner of Business Oversight

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20 By _____
21 MARY ANN SMITH
22 Deputy Commissioner
23 Enforcement Division
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