1

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

STATE OF CALIFORNIA BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY DEPARTMENT OF BUSINESS OVERSIGHT TO: Green Central Holdings, Inc. Randall Mark Letcavage 18101 Von Karman Ave. 3rd Floor Irvine, California 92612 **DESIST AND REFRAIN ORDER** (For violations of section 25401 of the Corporations Code) The Commissioner of Business Oversight ("Commissioner") finds that: 1. At all relevant times, Green Central Holdings, Inc. ("GCH") is or was a Nevada corporation with its principal business located at 18101 Von Karman Ave, 3rd Floor, Irvine, California, 92612. 2. At all relevant times, Randall Mark Letcavage ("Letcavage") (CRD# 1040097) was the President and Chief Executive Officer of GCH. Beginning in or about March 2011 through at least May 2012, GCH and Letcavage offered 3. and sold securities in this state in the form of common stock in GCH. 4. The GCH Private Placement Memorandum (PPM) dated March 1, 2011 states that GCH "is a holding company formed to provide capital, expertise, and management" to its operating subsidiary, which would "provide end-to-end solutions for consumers seeking energy efficient systems, Clean Tech Solutions, green products, systems, and processes." The PPM stated that GCH would attempt to raise \$5 million through the offering of common stock at \$0.50 per share with a minimum purchase of \$30,000.00. 5. On or about August 8, 2011, GCH filed with the United States Securities and Exchange Commission a Notice of Exempt Offering of Securities under Rule 506. Although the exemption notice attested that the minimum investment to be accepted from any outside investor would be \$30,000.00, nearly all investors were permitted to purchase GCH shares for well below the minimum investment. 6. The common stock that was offered by GCH and Letcavage are securities as that term is

27 28 defined by California law. In connection with the offer or sale of these securities, GCH and Letcavage failed to disclose
 that on January 29, 1999, the Michigan Department of Licensing and Regulatory Affairs issued to
 Letcavage a Final Order to Revoke and Deny Exemptions, to Revoke Agent Registration, to Censure,
 and to Cease and Desist pursuant to the Michigan Uniform Securities Act.

8. The Commissioner of Business Oversight is of the opinion that the securities of Green
Central Holdings, Inc. were offered or sold in this state by means of written or oral communications
which included an untrue statement of a material fact or omitted to state a material fact necessary in
order to make the statements made, in the light of the circumstances under which they were made, not
misleading, in violation of Corporations Code section 25401, subdivision (b).

9. Pursuant to Corporations section 25532, subdivision (c), Green Central Holdings, Inc. and Randall Mark Letcavage are hereby ordered to desist and refrain from offering, selling, or purchasing any security in the State of California, including but not limited to common stock in Green Central Holdings, Inc., by means of any written or oral communication which includes an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in violation of Corporations Code section 25401, subdivision (b).

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: October 14, 2015 Sacramento, California



JAN LYNN OWEN Commissioner of Business Oversight

By MARY ANN SMITH Deputy Commissioner Enforcement Division

-2-DESIST AND REFRAIN ORDER

State of California - Department of Business Oversight

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

28