

1 STATE OF CALIFORNIA  
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY  
3 DEPARTMENT OF CORPORATIONS

4 **TO:** Jeanne M. Rowzee also known as Jeanne Marie Rowzee, Esq.  
5 Bailey Investments, LLC  
6 92 Corporate Park #C203  
7 Irvine, CA 92606

8 James R. Halstead  
9 Game Plan, Inc. doing business as Game Plan and GamePlan  
10 Game Plan JH, LLC doing business as GamePlanJH  
11 1281 La Limonar Road  
12 Santa Ana, CA 92705

13 Harvest Income, LLC  
14 30052 Aventura, Suite C  
15 Santa Margarita, California

16 **AMENDED DESIST AND REFRAIN ORDER**

17 **(For violations of sections 25110, 25210, 25230 and 25401 of the California Corporations Code)**

18 The California Corporations Commissioner issues this Amended Desist and Refrain Order to  
19 modify the Desist and Refrain Order previously issued on October 1, 2007, by excluding the name  
20 and address of Jonathon P. Reuben, CPA, an accountancy corporation that appears on page 1, lines  
21 12-13, and by excluding the name of Jonathon P. Reuben that appears on page 1 at line 19, on page 2  
22 at line 4, on page 5 at lines 24-25 and page 6, line 13 is excluded. No other modifications are made.

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

25 Dated: February 11, 2010  
26 Los Angeles, California

27 PRESTON DuFAUCHARD  
28 California Corporations Commissioner

By \_\_\_\_\_  
ALAN S. WEINGER  
Deputy Commissioner

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14 30052 Aventura, Suite C  
15 Santa Margarita, California

16 Jonathon P. Reuben, CPA, an accountancy corporation  
17 23440 Hawthorne Blvd, #200  
18 Torrance, CA 90505

19 **DESIST AND REFRAIN ORDER**

20 **(For violations of sections 25110, 25210, 25230 and 25401 of the California Corporations Code)**

21 The California Corporations Commissioner finds that:

22 1. During 2005 and thereafter subjects Jeanne Marie Rowzee, James P. Halstead, and  
23 Jonathan P. Reuben, in concert and in participation with others, violated the Corporate Securities Law  
24 (“CSL”) in California.

25 2. Jeanne Marie Rowzee (“Rowzee”) is an attorney licensed by the California State Bar (No.  
26 141784) with offices in Irvine, California. Rowzee formed Bailey Investments, LLC, a Nevada  
27 limited liability company and was its principal and managing member.

28 3. James R. Halstead (“Halstead”) is licensed by the Arizona Department of Insurance (No.  
206615) and resides in Santa Ana, California. Halstead formed and managed several entities  
including Game Plan JH, LLC, a Nevada limited liability company and Game Plan, Inc., an Arizona  
corporation. He also used several fictitious business name statements in California that include, but  
are not limited to, Game Plan, GamePlan and GamePlanJH.

1           4. Jonathon P. Reuben and his accountancy corporation (“Reuben”) are licensed as a certified  
2 public accountant (No. 35543) with his office located in Torrance, California.

3           5. In 2004, Jeanne M. Rowzee a.k.a. Jeanne Marie Rowzee, Esq., Bailey Investments, LLC,  
4 James R. Halstead, Game Plan, Inc., Game Plan JH, LLC, Jonathon P. Reuben, Harvest Income, LLC  
5 and their affiliates (hereinafter referred to as “subjects”) offered California residents the opportunity to  
6 invest in deals that were purported private investment converted into public equities, which are  
7 referred to as “PIPE” transactions. Subjects promised investors their funds would be used to provide  
8 short-term financing to smaller public companies that need capital quicker and less expensively as  
9 compared to a public securities offering. A true PIPE transaction involves a private sale of the  
10 company’s securities at a discount because the shares are not immediately tradable. After a  
11 registration statement is filed with the Securities and Exchange Commission (“SEC”) the discounted  
12 securities may subsequently be sold in the open market with an expectation of a substantial profit.

13           6. Harvest Income, LLC, a California limited liability company was formed to facilitate their  
14 PIPE investments in May 2005. During relevant times, it operated at 30052 Aventura, Suite C in  
15 Santa Margarita, California.

16           7. Subjects were affiliated with several other entities that include Harvey & Co. Inc.,  
17 TechHarvest Group, LLC, Harvest Shepard, LLC, Harvest Storage Technology Group, LLC, Harvest  
18 AirPrime, LLC and Harvest Petroleum, Inc., owned or managed by Robert Harvey aka Bob Harvey.  
19 Subjects used these entities in dealing with investors and at times transferred investors’ funds for PIPE  
20 deals into these affiliated entities. Investors were informed of the following: (1) investors’ money  
21 invested would be used as short-term bridge loans to companies in the process of obtaining equity  
22 financing for growth and that a public company already had a contract in place with a merchant bank  
23 and was awaiting completion of due diligence and loan approval which could take up to 14 weeks; (2)  
24 the bridge loans would cover several months of expenses while the public company waited final loan  
25 approval; the merchant bank and public company could access the fund on a continuing basis and pay  
26 interest of between two and four percent (2-4%) per month; (3) Rowzee had established relationships  
27 with merchant banks specializing in bridge loans for PIPES; (4) Rowzee had securities expertise and  
28 personally recommended each PIPE deal only after thorough due diligence; (5) that the loan

1 committee consisted of several individuals including, but not limited to, Rowzee and Reuben; and, (6)  
2 Reuben would audit the financial records of Harvest Income, LLC.

3 8. Subjects assured investors these PIPE investments were an excellent way to obtain a  
4 substantial profit and a predicated cash flow, with payment of interest every 14 to 16 weeks and  
5 minimal risk and “belts and suspenders” on each deal to protect investors. In exchange for their  
6 funds investors were given agreements. These agreements varied slightly but the lowest anticipated  
7 return on the investment was seventeen percent (17%). Subjects explained that they and their  
8 associates would receive a portion of the return as compensation.

9 9. Investors’ funds were also provided to Halstead for his entities Game Plan JH, LLC, a  
10 Nevada limited liability company, and Game Plan, Inc., an Arizona corporation. In exchange for  
11 investments, some investors were given a short-term (approximately 15 weeks) promissory note that  
12 was to pay five percent (5%) interest.

13 10. Subjects did not disclose to investors that Rowzee had no relationship with merchant  
14 banks specializing in PIPES financing, Reuben did not audit the records of Harvest Income, LLC  
15 and that they were violating the Corporate Securities Law. Subjects did not disclose to investors the  
16 fact that Reuben had been inspected by the Public Company Accounting Oversight Board (PCAOB)  
17 which noted a pervasive failure to plan, perform and document audits in accordance with generally  
18 accepted audit procedures. Subjects also did not disclose that some of the entities utilized by  
19 subjects were not in good standing with the California Secretary of State’s Office.

20 11. Initially investors received a return on their investments and informed others persons,  
21 who subsequently invested. Investors were encouraged to have the PIPE rolled over into another  
22 PIPE when it matured and subjects stated that investors’ funds could be withdrawn upon 30 days  
23 advance notice. In fact, no loans were made in connection with PIPE financing. Instead, later  
24 investors’ money was used to make some periodic interest and principal payments to earlier  
25 investors in order to maintain the appearance of a legitimate investment and to lure more investors  
26 into a Ponzi scheme. Some of the investors’ funds were used to purchase real estate in the State of  
27 Nevada and used by subjects to pay themselves “commissions” or diverted to the subjects’ personal  
28 use and benefit.

1           12. In early 2007 Rowzee and others disclosed to investors that their interest could not be  
2 paid and that the principal could not be repaid because investors' funds had not been placed in  
3 PIPE deals.

4           13. Rowzee is not authorized to act either as a broker-dealer or as an investment adviser in  
5 California.

6           14. At all relevant times subjects represented themselves to be experienced with  
7 investments and investment opportunities such as technology companies. Subjects sought funds  
8 directly from investors, including some unsophisticated and unaccredited individuals. Subjects  
9 directly and indirectly, with the assistance of others solicited investors at meetings and conferences  
10 or by means of a PowerPoint presentation, the Internet, telephone, and facsimile transmissions.  
11 The securities offered by subjects specifically varied over time but primarily consisted of the  
12 following: common and preferred stock, warrants, memberships or units in an incorporated or  
13 unincorporated association, evidences of indebtedness, certificates of interest, interests in limited  
14 liability companies, certificates of interest or participation in an oil, gas or mining title or lease,  
15 and investment contracts. These securities offered or sold were neither registered with the SEC  
16 nor qualified with the Commissioner.

17           15. Subjects sought access to other people's money by claiming to have securities  
18 experience or experience in taking companies public. Subjects deceived investors into believing  
19 that their activities were legal. At times investors were advised to sell their publicly traded stock  
20 or use other assets to invest their money. Subjects did not disclose to investors the extent of  
21 compensation that they or others acting in concert or participation with them would receive from  
22 the funds they invested. Compensation to subjects or others assisting them included, but was not  
23 limited to, commissions, advisory fees and at times ownership interests of the company stock  
24 involved in the transaction.

25           16. Rowzee individually or while using other names, violated Corporations Code section  
26 25210 by conducting business as a broker-dealer in California without having first obtained a  
27 certificate from the Commissioner. The Commissioner has not issued a broker-dealer certificate  
28 to her or any of the entities she used. Rowzee routinely engaged in the business of effecting

1 transactions in securities for the accounts of others or her and her associates' accounts without a  
2 certificate to do so.

3 17. The Corporations Code prohibits a "broker-dealer" from effecting any transaction in,  
4 or inducing or attempting to induce the purchase or sale of any security unless the Commissioner  
5 authorized the person to act as a broker-dealer.also engaged in unlicensed investment adviser  
6 activities directly and indirectly and through companies to act as an investment adviser.

7 18. Rowzee also engaged in unlicensed investment adviser activities directly and  
8 indirectly and through companies to act as an investment adviser. Rowzee provided advice to  
9 others and was compensated but lacked the requisite certificate to act as an investment adviser.

10 19. Corporations Code section 25230 prohibits an investment adviser from conducting  
11 business as an investment adviser in this state unless the investment adviser has first applied for  
12 and secured a certificate from the Commissioner. The requirement to obtain a certificate to  
13 conduct business as an investment adviser is found in Corporations Code section 25230.

14 20. Rowzee and her associates engaged in the business of advising others, either directly  
15 or through websites or writings, as to the value of securities or as to the advisability of investing  
16 in PIPEs, or purchasing or selling securities of companies they researched. In exchange for the  
17 services they were compensated with commissions, fees, stock and/or warrants.

18 21. Subjects failed to comply with CSL qualification provisions when they offered and  
19 sold securities in violations of Corporations Code section 25110.

20 22. Subjects made misrepresentations or omissions of material facts and violated  
21 Corporations Code section 25401.

22 23. Based upon the foregoing findings, the California Corporations Commissioner is of  
23 the opinion that the activities of subjects Jeanne M. Rowzee a.k.a. Jeanne Marie Rowzee, Esq.,  
24 Bailey Investments, LLC, James R. Halstead, Game Plan, Inc., Game Plan JH, LLC, Jonathon P.  
25 Reuben, and Harvest Income, LLC or their affiliates involve offers or sales of securities in  
26 California that are subject to qualification under the Corporate Securities Law, without such  
27 offers or sales first being qualified or exempt, in violation of Corporations Code section 25110.

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1           24. The California Corporations Commissioner is also of the opinion that such offers and  
2 sale of securities in this state were made by means of written or oral communications which  
3 included an untrue statement of a material fact or omitted to state a material fact necessary in  
4 order to make the statements made, in the light of the circumstances under which they were  
5 made, not misleading, in violation of Corporations Code section 25401.

6           25. Further, the California Corporations Commissioner is of the opinion that Jeanne M.  
7 Rowzee a.k.a. Jeanne Marie Rowzee, Esq., Harvest Income, LLC, and their affiliates conducted  
8 business as a broker-dealer and an investment adviser in California without having first obtained a  
9 certificate from the Commissioner authorizing such activities, in violation of sections 25210 and  
10 25230 of the California Corporations Code.

11           Pursuant to Corporations Code section 25532 Jeanne M. Rowzee a.k.a. Jeanne Marie  
12 Rowzee, Esq., Bailey Investments, LLC, James R. Halstead, Game Plan, Inc., Game Plan JH,  
13 LLC, Jonathon P. Reuben, Harvest Income, LLC, and their affiliates are hereby ordered to:

14                   Desist and refrain from the further offer or sale of securities including, but  
15                   not limited to, investment contracts, unless and until the offers and sales  
16                   have been duly qualified under the Corporate Securities Law or unless  
17                   exempt; and,

18                   Desist and refrain from offering or selling or buying or offering to buy  
19                   any security in the State of California by means of any written or oral  
20                   communication which includes an untrue statement of a material fact or  
21                   omits to state a material fact necessary in order to make the statements  
22                   made, in the light of the circumstances under which they were made,  
23                   not misleading.

24           Jeanne M. Rowzee a.k.a. Jeanne Marie Rowzee, Esq., Harvest Income and their affiliate  
25 entities are also ordered to:

26                   Desist and refrain from conducting business as a broker-dealer in the State  
27                   of California, unless and until granted a certificate by the California  
28                   Corporations Commissioner under said law or unless exempt; and,

                  Desist and refrain from conducting business as an investment adviser in the  
                  State of California, unless and until granted a certificate by the California  
                  Corporations Commissioner under said law or unless exempt.

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

3 Dated: October 1, 2007  
4 Los Angeles, California

5 PRESTON DuFAUCHARD  
6 California Corporations Commissioner

7  
8 By \_\_\_\_\_  
9 ALAN S. WEINGER  
10 Lead Corporations Counsel  
11 Enforcement Division  
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