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**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

TO: Steven L. Morrison
Saint Ivan Partners LLC
Saint Ivan Foundation
1540 Barton Rd. Suite 207
Redlands, CA 92373

DESIST AND REFRAIN ORDER

(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times herein, Steven L. Morrison (Morrison) & Saint Ivan Partners LLC and/or Saint Ivan Foundation were located at 1540 Barton Rd., Suite 207, Redlands, California, 92373.

2. Saint Ivan Partners LLC and Saint Ivan Foundation are business entities of unknown origin. Neither entity has filed as a foreign or domestic corporation with the California Secretary of State. Neither entity has filed as a foreign or domestic limited liability company (LLC) nor limited partnership (LP) with the California Secretary of State.

3. At all relevant times, Morrison has held himself out as the president and control person of both Saint Ivan Partners LLC and Saint Ivan Foundation.

4. Beginning in or about March 2006, Morrison, Saint Ivan Partners LLC and Saint Ivan Foundation offered securities in the form of "Mortgage-Backed Securities" and "Convertible Notes and Warrants" over the internet website located at <http://www.saintivanpartners.com>. The information on the Internet claims that the money raised from investors will be pooled, and invested by Morrison, Saint Ivan Partners LLC and Saint Ivan Foundation into non-performing residential mortgage loans. Morrison, Saint Ivan Partners LLC and Saint Ivan Foundation also claim that those investors that purchase convertible notes and warrants will be able to convert those securities into membership units in Saint Ivan Partners LLC.

1 5. Additionally the above mentioned website claims:

- 2 a) The investment includes four classes of convertible debt securities: A-1, A-2, A-3 and B; with
3 interest rates from 11% to 15.5% and a minimum investment of \$50,000 & a maximum of
4 \$4,000,000.
- 5 b) Each class of notes will mature, yearly, starting with class A-1 on May 31, 2008 and ending
6 with class B on May 31, 2011.
- 7 c) The Private Placement Memorandum provides for a median annual return of 12.4%.
- 8 d) Total investment expected is stated as \$100,000,000, with 10% going to costs & dealer
9 commissions.
- 10 e) Investments will be used to purchase discounted non-performing mortgage notes, real estate
11 purchases below fair market value through foreclosure, interests in performing notes and lease
12 options on commercial real estate.
- 13 f) Investors are also told that Saint Ivan Foundation is a non-profit organization and is the
14 majority interest holder in Saint Ivan Partners LLC.

15 6. In connection with the offer of these securities, Morrison, Saint Ivan Partners LLC and
16 Saint Ivan Foundation made, or caused to be made, misrepresentations of material fact or omitted to
17 state material facts necessary in order to make the statements made, in the light of the circumstances
18 under which they were made, not misleading. These misrepresentations and omissions included, but
19 are not limited to the following:

- 20 a) Saint Ivan Partners is registered with the California Secretary of State;
- 21 b) Saint Ivan Foundation is registered with the California Secretary of State;
- 22 c) Ward Hanigen, Esq. is an advisor to Saint Ivan Partners LLC;
- 23 d) William Bronchick, Esq. is an advisor to Saint Ivan Partners LLC;

24 Based on the foregoing findings, the California Corporations Commissioner is of the opinion
25 that the securities offered by Morrison, Saint Ivan Partners LLC and Saint Ivan Foundation in the
26 form “Mortgage-Backed Securities”, “Convertible Notes and Warrants” and membership units, are
27 securities subject to qualification under the California Corporate Securities Law of 1968 and are
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1 being or have been offered without being qualified, in violation of Section 25110 of the Corporate
2 Securities Law of 1968.

3 Pursuant to Section 25532 of the Corporate Securities Law of 1968, Steven L. Morrison, Saint
4 Ivan Partners LLC and Saint Ivan Foundation are hereby ordered to desist and refrain from the
5 further offer or sale in the State of California of securities, including, but not limited to “Mortgage-
6 Backed Securities” , “Convertible Notes and Warrants” and membership units, unless and until
7 qualification has been made under said law or unless exempt. The offer and sale of such securities is
8 subject to qualification under said law and such securities are being or have been offered for sale
9 without first being so qualified.

10 Further, the California Corporations Commissioner is of the opinion that the securities offered
11 by Steven L. Morrison, Saint Ivan Partners LLC and Saint Ivan Foundation were offered in this state
12 by means of written or oral communications that included untrue statements of material fact or
13 omitted to state material facts necessary in order to make the statements made, in the light of the
14 circumstances under which they were made, not misleading, in violation of section 25401 of the
15 Corporate Securities Law of 1968.

16 Pursuant to Section 25532 of the Corporate Securities Law of 1968, Steven L. Morrison, Saint
17 Ivan Partners LLC and Saint Ivan Foundation are hereby ordered to desist and refrain from offering
18 or selling or buying or offering to buy any security in the State of California, including, but not
19 limited to “Mortgage-Backed Securities”, “Convertible Notes and Warrants” and membership units
20 by means of any written or oral communication which includes an untrue statement of a material fact

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1 or omits to state a material fact necessary in order to make the statements made, in the light of the
2 circumstances under which they were made, not misleading.

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

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6 Dated: March 26, 2007
7 Los Angeles, California

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PRESTON DuFAUCHARD
California Corporations Commissioner

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By: _____
ALAN S. WEINGER
Lead Corporations Counsel
Enforcement Division

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