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

**TO:** Rande McRae  
United Business & Estate Planning  
5005 La Marte Dr., Suite 103  
Riverside, CA 92507

Richard Kelly  
Tri-Tech Communications, LLC  
1440 S. State College Blvd., Ste F6  
Anaheim, CA 92806

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

The California Corporations Commissioner finds that:

1. At all relevant times, Rande McRae (“McRae”) was conducting business through United Business & Estate Planning, which is located at 5005 La Marte Dr., Suite 103, in Riverside, CA 92507. The business telephone number is (909) 684-5000.
2. At all relevant times, Richard Kelly (“Kelly”) was conducting business through Tri-Tech Communications, LLC, which is located 1440 S. State College Blvd., Suite F6, in Anaheim, CA 92806. The business telephone number is (714) 491-2146.
3. In or about 2001, through the services McRae and United Business & Estate Planning, Kelly offered or sold securities in the form investment contracts.
4. The purported purpose of the offering was to raise funds to purchase, install and maintain coin-operated telephones.

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5. These securities were offered or sold in this state in issuer transactions. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer and sell these securities in this state.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the investment contract in Tri-Tech Communications, LLC is a security subject to qualification under the California Corporate Securities Law of 1968 and is being or has been offered or sold without being qualified. Pursuant to Section 25532 of the Corporate Securities Law of 1968, McRae, United Business & Estate Planning, Kelly, and Tri-Tech Communications, LLC are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities in the form of investment contracts, unless and until qualification has been made under said law. 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: July 7, 2003  
Sacramento, California

DEMETRIOS A. BOUTRIS  
California Corporations Commissioner

By \_\_\_\_\_  
VIRGINIA JO DUNLAP  
Assistant Commissioner  
Enforcement and Legal Services Division