

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

TO: WFB Management Group, LLC
World Food and Bev Group Inc.
Luis A. Cota
Steven C. Rice
Bernard G. D'Andrea
Michael R. Stephan
970 North Tustin Avenue, Suite 100
Anaheim, California 92807

DESIST AND REFRAIN ORDER

(For violations of section 25401 of the Corporations Code)

The Commissioner of Business Oversight (Commissioner) finds that:

1. WFB Management Group, LLC is or was a Nevada limited liability company formed in March 2015 with an office located at 970 North Tustin Avenue, Suite 100, Anaheim, California 92807.
2. World Food and Bev Group Inc. is or was a Nevada corporation formed in June 2011 with an office located at 970 North Tustin Avenue, Suite 100, Anaheim, California 92807.
3. At all relevant times, WFB Management Group, LLC and World Food and Bev Group Inc. (collectively, WFB) purported to sell and distribute several wine and spirits brands, including Comisario Tequila. WFB also operated under the names “World Food + Bev Group” and “World Food and Beverage Group.”
4. At all relevant times, Luis A. Cota (Cota) was the president and/or manager of WFB.
5. At all relevant times, Steven C. Rice (Rice) was the secretary, treasurer, chief operating officer, and/or manager of WFB.
6. At all relevant times, Bernard G. D'Andrea (D'Andrea) was the director, chief executive officer, and/or manager of WFB.
7. At all relevant times, Michael R. Stephan (Stephan) was an agent of WFB with the title of “Southeast Regional Manager.” Stephan’s role with WFB, among other things, was to broker investment deals between potential investors and WFB.

1 8. Beginning in or about November 2015 through October 2016, WFB, Cota, Rice, D'Andrea,
2 and Stephan offered and sold securities in the California in the form of promissory notes in the
3 amount of at least \$220,000 to an investor located in Missouri.

4 9. The purported purpose of the capital raised by the promissory notes was to fund the WFB
5 companies' inventory, advertising, and working capital for their wine and spirits distribution
6 operations.

7 10. In connection with the offer and sale of these securities, WFB, Cota, Rice, D'Andrea, and
8 Stephan made, or caused to be made, misrepresentations of material fact or omitted to state material
9 facts necessary in order to make the statements made, in the light of the circumstances under which
10 they were made, not misleading. These omissions included, but are not limited to, the following:

- 11 a. A civil judgment in the amount of \$37,711 against Cota entered on or about February
12 9, 2011;
- 13 b. A \$1,234 state tax lien filed against Cota on or about March 15, 2011;
- 14 c. A civil judgment in the amount of \$65,098 entered against Cota on or about August
15 22, 2013;
- 16 d. A \$27,434 federal tax lien filed against Cota on or about April 28, 2015;
- 17 e. A civil judgment in the amount of \$200,000 entered against Rice on or about May 1,
18 2007;
- 19 f. A civil judgment in the amount of \$100,000 entered against Rice on or about March
20 24, 2010;
- 21 g. An order from the United States Bankruptcy Court for the Central District of
22 California discharging Rice's personal debts on or about July 16, 2010.
- 23 h. A \$20,587 state tax lien filed against Stephan on or about August 2, 2005;
- 24 i. A \$14,065.87 federal tax lien filed against Stephan on or about October 19, 2010;
- 25 j. A \$269 state tax warrant filed against Stephan on or about December 7, 2011;
- 26 k. A \$16,866 federal tax lien filed against Stephan on or about February 10, 2012;
- 27 l. A \$772 state tax warrant filed against Stephan on or about May 18, 2012; and,
- 28 m. A \$1,788 state tax warrant filed against Stephan on or about June 10, 2014;

1 9. These securities were offered or sold in this state in issuer transactions.

2 The Commissioner is of the opinion that the securities offered by WFB, Cota, Rice,
3 D'Andrea, and Stephan were offered in this state by means of written or oral communications that
4 included untrue statements of material fact or omitted to state material facts necessary in order to
5 make the statements made, in the light of the circumstances under which they were made, not
6 misleading, in violation of section 25401 of the Corporate Securities Law of 1968 (Corp. Code, §
7 25000 et seq.) (CSL).

8 Pursuant to section 25532 of the CSL, WFB Management Group, LLC, World Food and Bev
9 Group Inc., Luis A. Cota, Steven C. Rice, Bernard G. D'Andrea, and Michael R. Stephan are hereby
10 ordered to desist and refrain from offering or selling any security in the State of California, including,
11 but not limited to, promissory notes by means of any written or oral communication which includes
12 an untrue statement of a material fact or omits to state a material fact necessary in order to make the
13 statements made, in the light of the circumstances under which they were made, not misleading.

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

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17 Dated: December 22, 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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