

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
27
28

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

TO: Brendan M. Flaherty, Owner
Warrior ATV Golf, LLC
15 Mason, Suite A
Irvine, CA 92618

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

The California Corporations Commissioner finds that:

1. Warrior ATV Golf, LLC (“Warrior”) is a California limited liability company (“LLC”) organized on June 22, 2005. It maintains a principal place of business at 15 Mason, Suite A, Irvine, California 92618.

2. At all relevant times, Brendan M. Flaherty (“Flaherty”) was a control person of Warrior ATV Golf, LLC. According to Warrior’s Confidential Private Placement Offering Memorandum (“PPM”) dated September 15, 2004, Flaherty is the sole owner of Warrior Development, Inc. and majority owner of Warrior Custom Golf, Inc. Warrior Development, Inc. and Warrior Custom Golf, Inc. are the managers of Warrior ATV Golf, LLC.

3. According to the PPM, Warrior was formed to create an all-terrain golf course in Southern California. This golf course would be unique, appealing to golfers as well as off-road enthusiasts.

4. The PPM offers securities in the form of “units” in the limited liability company valued at \$750 each. The minimum investment is 20 units, or \$15,000.

1
2 5. These securities were offered by general solicitation in the form of postcards mailed to
3 individuals who had no preexisting relationship with Warrior. At least one California resident, who
4 was not an accredited investor, received an unsolicited postcard advertising these securities in 2007.

5
6 6. According to Warrior's records, as of March 31, 2008, 571 investors had invested a
7 total of \$13,707,000.00 in Warrior. Of those investors, 218 are California residents who invested a
8 total of \$4,791,000.

9
10 7. These securities were offered or sold in this state in issuer transactions. The
11 Department of Corporations has not issued a permit or other form of qualification authorizing any
12 person to offer or sell these securities in this state.

13
14 8. On October 13, 2004, pursuant to California Corporations Code section 25102.1(d),
15 Warrior filed a Form D with the California Department of Corporations. The Form D claimed
16 Warrior was exempt from registration pursuant to SEC Rule 506.

17
18 9. However, the exemption under Corporations Code section 25102.1(d) is not available
19 to Warrior as the result of the general solicitations, in the form of postcard mailings, used to offer and
20 sell the LLC interests.

21
22 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion
23 that the interests in a limited liability company that are being or have been offered or sold by Brendan
24 M. Flaherty and Warrior ATV Golf, LLC are securities subject to qualification under the California
25 Corporate Securities Law of 1968 and are being or have been offered or sold without being qualified
26 in violation of Corporations Code section 25110. Pursuant to section 25532 of the Corporate
27 Securities Law of 1968, Brendan M. Flaherty and Warrior ATV Golf, LLC are hereby ordered to
28 desist and refrain from the further offer or sale in the State of California of securities, including but not

1 limited to interests in a limited liability company, unless and until qualification has been made under
2 the law or unless exempt.

3

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

6

7 Dated: May 9, 2008
8 Los Angeles, California

9

PRESTON DuFAUCHARD
California Corporations Commissioner

10

11

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

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28