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

TO: Dennis Willingham
Brenda Willingham
Sunshine Fresh Produce
Willingham Farms
6069 Cobblestone Street
Ventura, CA 93003

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

The California Corporations Commissioner finds that:

1. At all relevant times, Sunshine Fresh Produce (“SFP”) is or was a California sole proprietorship.
2. At all relevant times, Willingham Farms (“WF”) is or was a California sole proprietorship.
3. At all relevant times Dennis Willingham is or was a control person and principal of SFP and WF.
4. At all relevant times Brenda Willingham is or was a control person and principal of SFP and WF.
5. Beginning in or about January of 1997 and continuing to about November 2001, Dennis Willingham and Brenda Willingham offered or sold securities in the form of promissory notes, joint venture agreements and investment contracts in SFP and WF.
6. Through the direct solicitation of individuals, Dennis and Brenda Willingham offered and sold at least \$20,000,000 of securities in SFP and WF.

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1 7. The purported business of SFP and WF was to operate a business that brokered
2 strawberries grown in and around Ventura County, California. Later, Dennis Willingham and
3 Brenda Willingham told investors that they were also growing strawberries.

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

7 Based on the foregoing findings, the California Corporations Commissioner is of the
8 opinion that the promissory notes, joint venture agreements and investment contracts
9 offered and sold by Dennis Willingham and Brenda Willingham in SFP and WF are
10 securities subject to qualification under the California Corporate Securities Law of 1968 and
11 are being or have been offered or sold without being qualified.

12 Pursuant to Section 25532 of the Corporate Securities Law of 1968, Dennis
13 Willingham, Brenda Willingham, Sunshine Fresh Produce, and Willingham Farms are
14 hereby ordered to desist and refrain from directly or indirectly offering or selling in the State
15 of California, securities in the form of promissory notes, joint venture agreements and/or
16 investment contracts, unless and until qualification has been made under said law. The
17 sale of such securities is subject to qualification under said law and such securities are
18 being or have been offered for sale without first being so qualified.

19 This Order is necessary, in the public interest, for the protection of investors and
20 consistent with the purposes, policies, and provisions of the Corporate Securities Law of
21 1968.

22 Dated: July 28, 2003

23 Los Angeles, California

24 DEMETRIOS A. BOUTRIS
25 California Corporations Commissioner

26
27 By: _____
28 ALAN WEINGER
Supervising Counsel
Enforcement and Legal Services