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

TO: Ward Real Estate Brokerage & Foreclosure Services, Inc.  
Leesa Ward, President  
Athena Handleson  
1034 Central Avenue  
Tracy, California 95676

**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, Ward Real Estate Brokerage & Foreclosure Services, Inc. ("Ward Real Estate") is or was a California corporation with its principal place of business located at 1034 Central Avenue, Tracy, California 95676.
2. At all relevant times, Leesa Ward ("Ward") was the purported President of Ward Real Estate Brokerage & Foreclosure Services, Inc.
3. At all relevant times, Athena Handleson ("Handleson") was a "Listing/Marketing Specialist" for Ward Real Estate and was the person who, along with Leesa Ward, handled the financial part of Ward Real Estate and dealt with investors.
4. Beginning in or about August 2005, Ward Real Estate, Ward and Handleson offered and sold securities in the form unsecured interest bearing notes, entitled "Straight Interest Bearing Note" to residents of California. Ward Real Estate employed Ward and Handleson as salespeople to solicit potential investors through general solicitations.
5. Beginning in or about August 2005, Ward Real Estate, Ward and Handleson offered or sold the above described securities in the State of California to unaccredited investors who had no

1 previous relationship with Ward Real Estate, Ward or Handleson. The purported purpose of offering  
2 the interests was to raise funds for the purchase of “foreclosure properties, homes in distress  
3 situations, fixer-uppers and most any other property that meets our qualification guidelines.” The  
4 properties were to be re-sold at a profit and provide a return to the investors. More than \$1,000,000  
5 was raised from investors.

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7 6. In connection with the offer and sale of these securities, Ward Real Estate, Ward and  
8 Handleson misrepresented or omitted material facts. These misrepresentations and omissions  
9 included, but are not limited to the following:

10 a. That investors holding the interest bearing notes would receive a rate of return of 12%  
11 per annum, payable monthly, while failing to disclose that there was no way at the time of the  
12 investment to ensure that return.

13 b. That the funds would be used for investment by Ward Real Estate, while failing to  
14 disclose that a significant portion of investors’ money was going to be used for personal expenses and  
15 income benefiting Ward, Handleson and others.

16 c. That although the Ward Real Estate “profits may diminish to nothing on occasion, but  
17 as the investor, you [the investor] take none of that risk,” when, in fact, the investors lost their money  
18 and received very little by way of any return.

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20 7. These securities were offered or sold in California in non-exempt issuer transactions. The  
21 Department of Corporations has not issued a permit or other form of qualification authorizing Ward  
22 Real Estate Brokerage & Foreclosure Services, Inc., Ward or Handleson to offer and sell these  
23 securities in this state.

24  
25 Based on the foregoing findings, the California Corporations Commissioner is of the opinion  
26 that the interest bearing notes offered and/or sold by Ward Real Estate Brokerage & Foreclosure  
27 Services, Inc., Leesa Ward and Athena Handleson, are securities subject to qualification under the  
28 California Corporations Code. These securities are being or have been offered or sold without being

1 qualified or exempt, in violation of Section 25110 of the California Corporations Code. Pursuant to  
2 section 25532 of the Corporate Securities Law of 1968, Ward Real Estate Brokerage & Foreclosure  
3 Services, Inc, Leesa Ward and Athena Handleson are hereby ordered to desist and refrain from the  
4 further offer or sale in the State of California of securities, including, but not limited to promissory  
5 notes, unless and until qualification has been made under the law, or unless exempt.

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7 Further, the California Corporations Commissioner is of the opinion that the securities offered  
8 by Ward Real Estate Brokerage & Foreclosure Services, Inc., Leesa Ward and Athena Handleson  
9 were offered in this state by means of written or oral communications that included untrue statements  
10 of material fact or omitted to state material facts necessary in order to make the statements made, in  
11 the light of the circumstances under which they were made, not misleading, in violation of section  
12 25401 of the California Corporations Code. Pursuant to Section 25532 of the California Corporations  
13 Code, Ward Real Estate Brokerage & Foreclosure Services, Inc., Leesa Ward and Athena Handleson  
14 are hereby ordered to desist and refrain from offering or selling any security in the State of  
15 California, including, but not limited to promissory notes, by means of any written or oral  
16 communication which includes an untrue statement of a material fact or omits to state a material fact  
17 necessary in order to make the statements made, in the light of the circumstances under which they  
18 were made, not misleading.

19  
20 This Order is necessary, in the public interest, for the protection of investors and consistent  
21 with the purposes, policies, and provisions of the California Corporations Code.

22  
23 Dated: November 28, 2007  
24 Sacramento, California

25 PRESTON DUFAUCHARD  
26 California Corporations Commissioner

27 By \_\_\_\_\_  
28 ALAN S. WEINGER  
Lead Corporations Counsel  
Enforcement Division