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M	2	WAYNE STRUMPFER Acting California Corporations Commissioner ALAN S. WEINGER (CA BAR NO. 86717)		John A. Clarke, Ex		er/Clerk
	3	Acting Deputy Commissioner MARLOU de LUNA (BAR NO. 162259)		ByS. Ga	Jabb	Deputy
\bigcirc	4	Senior Corporations Counsel				
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suo	10	Attorneys for Plaintiff				Í
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orpe	12	SUPERIOR COURT OF TH	E STATE OF	CALIFORNIA		
of C	13	FOR THE COUNTY	(OF LOS AN	IGELES		
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artm	15	THE PEOPLE OF THE STATE OF CALIFORNIA, by and through the) CASE NO.	ちじつ	37379	
State of California – Department of Corporations	16	California Corporations Commissioner,) COMPLAINT FOR PRELIMINARY) INJUNCTION; CIVIL PENALTIES AND) ANCILLARY RELIEF			
	17	Plaintiff,)	NT KELEF		
	18	v.		CATION PROVI		- 2 - 2110
Cali	19	FIRST CALIFORNIA DIVERSIFIED FUND,	VIOLATI	ONS OF CAL. CO	ORP. COD	E § 25401
of	20	LLC, a California Limited Liability Company; TOM KELLY and DOES 1 through 200,) (ANTI-FRAUD PROVISION)			
State	21	inclusive,	Ì			
U 1	22	Defendants.	ζ.			
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THE PEOPLE OF THE STATE OF CALIFORNIA, by and through WAYNE STRUMPFER, Acting California Corporations Commissioner ("COMMISSIONER"), allege as follows on information and belief:

JURISDICTION AND VENUE

1. The COMMISSIONER brings this action to enjoin the Defendants from violating the provisions of the California Corporate Securities Law of 1968 ("CSL")(California Corporations Code §25000 et seq.) and to request necessary equitable and ancillary relief. The COMMISSIONER is authorized to administer and enforce the provisions of the CSL and the regulations thereunder at Title 10, California Code of Regulations. ("CCR").

2. The COMMISSIONER brings this action pursuant to California Corporations Code section 25530 and California Government Code section 11180 et seq. in his capacity as head of the California Department of Corporations.

3. Defendants, and each of them, have transacted and continue to transact business within Los Angeles County and other counties in California. The violations of law herein have occurred and will continue to occur, unless enjoined, within Los Angeles County and elsewhere within the State of California.

DEFENDANTS

4. Defendant FIRST CALIFORNIA DIVERSIFIED FUND, LLC ("FCDF") is or has been a California limited liability company, with its principal place of business at 12304 Santa Monica Blvd., Suite 300, Los Angeles, California 90025.

5. Defendant TOM KELLY ("KELLY") is an individual and a resident of Los Angeles County. At various times relevant to this complaint, KELLY is or was the Managing Director and 23 Managing Member of FCDF. In view of his position, KELLY was at all times relevant hereto, a 24 "control" person of FCDF, as that term is defined in California Corporations Code section 160 subdivision (a). Pursuant to section 160 subdivision (a), "control" means the possession, direct or 25 26 indirect, of the power to direct or cause the direction of the management and policies of the 27 corporation.

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COMPLAINT FOR PRELIMINARY INJUNCTION; CIVIL PENALTIES AND ANCILLARY RELIEF

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6. Defendants DOES 1 through 200 are persons, corporations, partnerships, or other entities who have done or will do acts otherwise alleged in this Complaint. Plaintiff is informed and believes, and on such information and belief alleges, that Defendants DOES 1 through 200 inclusive, at all times mentioned herein, have acted and are continuing to act in concert with the Defendants named herein, and that each of them has participated in the acts and transactions which are the subjects of this Complaint. The true names and capacities of DOES 1 through 200, whether individual, corporate, or otherwise, are unknown to Plaintiff, who therefore sues such Defendants under such fictitious names, pursuant to the provisions of California Civil Procedure Code section 474. Plaintiff asks leave of the court to amend the Complaint to allege the true names and capacities of such Defendants at such time as the same have been ascertained.

7. Plaintiff is informed and believes and on such information and belief alleges that, at all relevant times, the Defendants named as officers, directors, agents or employees, acted in such capacities in connection with the acts, practices and schemes of business set forth below.

8. Whenever any allegation is made in this Complaint to "Defendants" doing any act, the allegation shall mean the act of each individual Defendant acting individually, jointly and severally and the conspiring of these Defendants to so act. Each Defendant alleged to have committed any act did so pursuant to and in furtherance of a common plan, scheme and conspiracy and as the agent for each and every co-Defendant. Each Defendant acted in conspiracy to violate the provisions of the CSL.

9. Whenever any allegation is made in this Complaint to any business entity doing any 21 act, the allegation shall mean acts done or authorized by the officers, managers, directors, agents, 22 and employees of the Defendant while actively engaged in the management, direction, or control of 23 the affairs of the Defendant, and while acting within the course and scope of their employment.

STATEMENT OF FACTS

10. 25 Since at least March 2004 and continuing thereafter, the Defendants, their agents, 26 representatives and affiliates have engaged in and continue to engage in business in the State of 27 California in violation of the CSL. These violations consist of offering and selling unqualified, non-28 exempt securities by means of fraud to members of the public.

COMPLAINT FOR PRELIMINARY INJUNCTION; CIVIL PENALTIES AND ANCILLARY RELIEF

11. Beginning on or about March 2004, Defendants sold securities to investors totaling up to \$1.5 million to at least 25 known investors. The securities were in the form of limited liability company interests ("units" or "shares") issued by FCDF. Funds raised were purportedly to be used to assist certain Indian Tribes needing support to develop gambling resort facilities on reservation property or to acquire a better located property, closer to urban areas, as an extension of their reservations.

12. In order to sell these securities, Defendants solicited investors by means of cold calls. Defendants mailed prospectuses and offering circulars to prospective investors subsequent to the calls. The mailed documents included letters from the Fort Independence Paiute Indian Tribe, the Shasta Nation Indian Tribe and the San Fernando Band of Mission Indians ("the Tribes"). The Indian tribe representatives had initially sent these letters to KELLY in response to discussions between the Tribes and KELLY. The letters describe the use of FCDF services to fund tribal property acquisition programs and other economic developments, including that of a gaming facility, under the auspices of the Tribes, if and when an agreement was reached upon tribal vote. FCDF never had authority from the Tribes to forward the letter to potential investors or anyone.

13. The letters that FCDF sent with their offering circular did not have a date. The dates on the original letters sent by the Tribes to FCDF had been removed. The letters included phone numbers unrelated to the Tribes. When called by some of the investors, the phone number only rang to First California Diversified Fund offices. The altered letters interfered with the public's ability to directly contact the Tribes. Because the offering materials included letters from the Tribes, investors were led to believe that the Tribes and Defendants had an agreement with regards to the gaming casino investment opportunity to be located in the North Los Angeles county area of Six Flags Magic Mountain.

14. According to the FCDF bank account records, none of the funds received from the
investors were used to pay for the development and operation expenses that FCDF would have
incurred to develop a gaming casino with the Tribes.

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15. The units issued by the FCDF guaranteed a fixed rate of yearly return on investment per \$25,000 unit, ranging from 145% to 434% on a yearly basis between Year 1 and Year 7, through 2011.

16. On March 24, 2005, the COMMISSIONER issued a Desist and Refrain Order pursuant to California Corporations Code section 25532 against KELLY, and FCDF, for the offer and sale of unqualified, non-exempt securities by means of fraud in the state of California in violation of Corporations Code sections 25110 and 25401.

FIRST CAUSE OF ACTION

OFFER AND SALE OF UNQUALIFIED, NON-EXEMPT SECURITIES IN VIOLATION OF CALIFORNIA CORPORATIONS CODE SECTION 25110 (Alleged Against All Defendants)

17. Plaintiff incorporates by reference paragraphs 1 through 16 of this complaint as though fully set forth herein.

18. California Corporations Code section 25110 provides, in pertinent part, that: It is unlawful for any person to offer or sell in this state any security in an issuer transaction . . . unless such sale has been qualified under sections 25111, 25112, or 25113 . . or unless such security is exempted or not subject to qualification under Chapter 1 (commencing with section 25100) of this part.

19. Commencing at least as early as March 2004, the Defendants, and each of them, offered and sold, securities in issuer transactions in the state of California.

20. The investments offered and sold by Defendants, and each of them, are "securities"

within the meaning of California Corporations Code section 25019. The securities included, but are

not limited to, limited liability company interests issued by FCDF.

23 21. The sales referred to herein, were "issuer transactions" within the meaning of sections
24 25010 and 25011 of the California Corporations Code.

22. The Defendants "offered and sold" the securities referred to herein in the state of California within the meaning of California Corporations Code sections 25008 and 25017.

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COMPLAINT FOR PRELIMINARY INJUNCTION; CIVIL PENALTIES AND ANCILLARY RELIEF

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23. The commissioner has not issued a permit or other form of qualification authorizing the Defendants, and each of them, to offer and sell the securities referred to herein in the state of California.

24. The offer and sale of securities referred to herein are not exempt from the requirement of qualification under California Corporations Code section 25110.

25. Defendants and each of them, offered or sold, unqualified, non-exempt securities in violation of California Corporations Code section 25110. Unless enjoined by this Court, Defendants and each of them will continue to violate California Corporations Code section 25110.

SECOND CAUSE OF ACTION

MISREPRESENTATIONS OR OMISSIONS OF MATERIAL

FACTS IN VIOLATION OF CALIFORNIA CORPORATIONS CODE SECTION 25401

(Alleged Against All Defendants)

26. Plaintiff realleges and incorporates by reference paragraphs 1 through 25 of this

Complaint as though fully set forth herein.

27. California Corporations Code section 25401 provides as follows: It is unlawful for any person to offer or sell a security in this state or buy or offer to buy a security in this state by means of any written or oral communication which includes an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

28. In offering and selling the securities referred to herein, Defendants made, untrue

statements and/or misrepresentations of material facts to some or all prospective or existing

investors. The misrepresentations of material facts included, without necessarily being limited to,

the following:

- a. Misrepresenting that the Tribes "are looking to acquire better located property, closer to urban areas as an extension of the reservation";
- b. Misrepresenting that "a Native American tribe, long indigenous to the area, has agreed to participate" and that the Shasta Nation Tribe, Fort Independence Paiute Indian Tribe and San Fernando Band of Mission Indians had an agreement with Defendants to develop land in the Six Flags Magic Mountain area in North Los Angeles County for a gaming casino;

State of California - Department of Corporations

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1	c. Misrepresenting that tribes have a "state mandated, exclusive right" to develop Las Vegas style gambling casino resorts in the State of California;
2	d. Misrepresenting expected returns on investment per \$25,000 unit purchased
4	would be 145% in year 1; 174% in year 2; 209% in year 3; 251% in year 4; 302% in year 5; 362% in year 6 and 434% in year 7, when in fact none of the
5	investors' monies were used for the purposes represented;
6	e. Misrepresenting that the Tribes had jurisdiction over the land upon which the gambling activity was to be conducted; and
7 8	f. Misrepresenting the Tribes' phone numbers by altering the phone numbers on the Tribes' letterhead sent with the offering circular.
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10	29. In offering and selling the securities referred to herein, Defendants also omitted to state,
11	material facts to some or all of the prospective or existing investors. The omissions included,
12	without necessarily being limited to, the following:
13	a. Defendants failed to disclose that there are no Indian casinos or established
14	reservations in Los Angeles County, therefore none of the Tribes referred to in the offering circular could have entered into an agreement with FCDF to have a
15	casino operate on the land adjacent to Six Flags Magic Mountain;
16 17	b. Pursuant to federal law, any Indian tribe having jurisdiction over the Indian lands upon which gambling activity is being conducted, or is to be conducted, shall
	request the State in which such lands are located to enter into negotiations for the purpose of entering into a Tribal-State compact governing the conduct of gaming
18 19	activities and that such negotiations never took place for a casino to be built and operated on the land adjacent to Six Flags Magic Mountain;
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21	c. That according to the National Indian Gaming Commission, Shasta Nation Tribe, Fort Independence Paiute Indian Tribe and the San Fernando Band of Mission
22	Indian Tribe are not federally recognized and therefore they could not build a casino to be operated by them with FCDF;
23	d. Gaming activities shall be lawful on Indian lands only if such activities are
24	authorized by an ordinance or resolution that is adopted by the governing body of
25	the Indian tribe having jurisdiction over such lands; and
26	e. Failing to disclose that the investors' monies were being used for the personal benefit of KELLY and not used for the purposes represented in the offering
27	circular.
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COMPLAINT FOR PRELIMINARY INJUNCTION; CIVIL PENALTIES AND ANCILLARY RELIEF

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The misstatements and omissions referred to herein were of "material facts" within the meaning of
 California Corporations Code section 25401.

30. Defendants made untrue statements and/or omitted to disclose statements of material facts in connection with the offer and sale of securities in violation of California Corporations Code section 25401.

31. Unless enjoined by this Court, defendants and each of them, will continue to violate California Corporations Code section 25401.

<u>PRAYER</u>

WHEREFORE, plaintiff prays for judgment as follows:

AGAINST ALL DEFENDANTS:

1. For Orders of Preliminary and Permanent Injunctions enjoining all Defendants and each of them, and their officers, directors, successors in interest, agents, employees, attorneys in fact, and all persons acting in concert or participating with them, from directly or indirectly violating:

a. California Corporations Code section 25110 by offering to sell, selling, arranging for the sale, issuing, engaging in the business of selling, negotiating for the sale of, or otherwise in any way dealing or participating, with respect to the public or to other persons, any securities, including but not limited to, limited liability company interests ("units" or "shares") issued by FIRST CALIFORNIA DIVERSIFIED FUND, LLC, unless and until Defendants shall have first applied for, and secured from the Commissioner, a qualification pursuant to California Corporations Code sections 25111, 25112, or 25113 authorizing the offer and sale of such securities, and

b. California Corporations Code section 25401 by offering to sell or selling any securities, including but not limited to, limited liability interests ("units" or "shares") issued by FIRST CALIFORNIA DIVERSIFIED COMPANY, LLC, by means of any written or oral communication which includes any untrue statement of material fact or omits or fails to state any material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, including but not limited to the misrepresentations and omissions alleged in the Complaint;

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COMPLAINT FOR PRELIMINARY INJUNCTION; CIVIL PENALTIES AND ANCILLARY RELIEF

c. Removing, destroying, mutilating, concealing, altering, transferring, or otherwise disposing of, in any manner, any books, records, computer programs, computer files, computer printouts, correspondence, brochures, manuals, or any other writings or documents of any kind as defined under California Evidence Code section 250 relating to the transactions and course of conduct as alleged in the complaint in this action;

d. Transferring, changing, disbursing, selling, dissipating, converting, conveying, pledging, assigning, encumbering, or foreclosing or otherwise disposing of any real or personal property or other assets in their possession or under their control, or in the possession of, or under the control of, any of them, for the benefit of Defendants' investors and/or creditors, without leave of the Court; and

e. Withdrawing from any bank account, transferring, changing, disbursing, selling, dissipating, converting, pledging, assigning, foreclosing, or otherwise disposing of any real property or personal property in their possession or under their control, or in the possession of, or under the control of, any of the Defendants, which property or other assets were derived or emanated from directly, or indirectly, the sale and issuance of securities as alleged in the complaint in this action, without leave of the Court.

AGAINST ALL DEFENDANTS

2. For an Order of Final Judgment granting a permanent injunction to include provisions similar to those in the prayer for preliminary injunction, and additionally to include provisions requiring Defendants, and each of them, jointly and severally, to rescind each and all of the unlawful transactions alleged in the complaint, as shall be determined by this Court to have occurred, and further requiring Defendants, and each of them, individually, jointly and severally, to make full restitution to each person determined to have been subjected to Defendants' unlawful sales of securities or other unlawful transactions or schemes, all in the amounts and manner provided for in law and equity.

3. For an Order of Final Judgment requiring Defendants, and each of them, individually, jointly and severally, to pay full restitution to all known investors of funds invested in the amount of up to \$1.5 million or any other amount according to proof.

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4. For an Order of Final Judgment requiring Defendants, and each of them, individually, jointly and severally, to pay \$25,000 to the Department of Corporations as a civil penalty for each act in violation of the Corporate Securities Law, as authorized by Corporations Code section 25535:

a. As to the First Cause of Action, against Defendants FIRST CALIFORNIA DIVERSIFIED FUND, LLC and KELLY to be jointly and severally liable for at least \$775,000, for at least 31 (thirty-one) violations of California Corporations Code section 25110, or any other amount according to proof; and

b. As to the Second Cause of Action, against Defendants FIRST CALIFORNIA DIVERSIFIED FUND, LLC and KELLY to be jointly and severally liable for at least \$775,000, for at least 31 (thirty-one) violations of California Corporations Code section 25401, or any other amount according to proof.

5. For an Order of Final judgment that Plaintiff recovers its costs and reasonable attorneys' fees from Defendants, and each of them, individually, jointly and severally.

6. For an Order that this court will retain jurisdiction of this action in order to implement and carry out the terms of all orders and decrees that may be entered herein or to entertain any suitable application or motion by Plaintiff for additional relief within the jurisdiction of this Court.

AGAINST ALL DEFENDANTS:

7. For such other and further relief as the Court deems necessary and proper. Dated: July 29, 2005 Los Angeles, California

Respectfully submitted,

WAYNE STRUMPFER Acting California Corporations Commissioner

ALAN S. WEINGER Acting Deputy Commissioner

By:

URSULA L. CLEMONS Corporations Counsel Attorney for Plaintiff

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Image: Proof of Service of Service of Summons (form POS-010).) Image: Proof of Service of Service of Summons, (POS-010).) Image: Proof of Service of Service of Summons, (POS-010).) NOTICE TO THE PERSON SERVED: You are served 1. as an individual defendant. 2. as the person sued under the fictitious name of (specify): 3. on behalf of (specify): under: CCP 416.10 (corporation) CCP 416.20 (defunct corporation) CCP 416.70 (conservatee) CCP 416.40 (association or partnership) CCP 416.90 (authorized person) Image: other (specify): 4. the personal delivery on (date): Page 1 of 1 Summons definition Code of Civil Procedure §§ 412.20, 465	Hay otros requisitos legale. ervicio de remisión a abogad egales gratuitos de un progra california Legal Services, (ww www.courtinfo.ca.gov/selfhel/ he name and address of the fil nombre y dirección de la c uperior Court of th bunty of Los Ange 11 North Hill Str os Angeles, CA 9 he name, address, and leien fil nombre, la dirección y el n rsula L. Clemons, Corpora arlou de Luna, Sr. Co epartment of Corporat 20 W. 4th Street, Ste ATE.	perder el caso por incumplimien s. Es recomendable que llame a los. Si no puede pagar a un abo ma de servicios legales sin fines w.lawhelpcalifornia.org), en el C p/espanol/) o poniéndose en con court is: corte es): le State of California les, Central Distri eet 0012 bhone number of plaintiffs attorn túmero de teléfono del abogado cations Counsel, CA St. Ban prorations Counsel, CA ions . 750, Los Angeles, CA	nto y la corte le podrá quitar un abogado inmediatament gado, es posible que cumplà de lucro. Puede encontrar entro de Ayuda de las Corte tacto con la corte o el coleg a. .Ct ney, or plaintiff withoui an o del demandante, o del de r No. 162302 (2 St. Bar No. 162259 90013-2344	su sueldo, dinero y e. Si no conoce a u a con los requisitos estos grupos sin fil s de California, lo de abogados loc: (Número del Caso): CASE NUMBER: (Número del Caso): attorney, is: pmaindante que no 13) 576-7586	blenes sin más n abogado, pu para obtener s nes de lucro en nies. BC337	Si no presenta advertencia, ade llamar a un ervicios el sitio web de 379
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