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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
Whether there has been a violation of the
Securities Act of Washington by:

S-04-026-04-CO01

CONSENT ORDER

CULINARY COMMUNION, LLC;
GABRIEL CLAYCAMP; and
HEIDI KENYON,

Respondents.

Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division of the Department of Financial Institutions ("Securities Division") and the Respondents, Culinary Communion, LLC; Gabriel Claycamp; and Heidi Kenyon, do hereby enter into this CONSENT ORDER in settlement of the matters alleged herein. Respondents neither admit nor deny the Findings of Fact and Conclusions of Law stated below.

FINDINGS OF FACT

I. Respondents

1. Culinary Communion, LLC ("Culinary Communion") is a Washington limited liability company with a principal place of business at 4122 SW Southern St., Seattle, WA 98136-2344.
 2. Gabriel Claycamp ("Claycamp") is Director of Operations of Culinary Communion.
 3. Heidi Kenyon ("Kenyon") is Director of Communications of Culinary Communion.
- Kenyon is married to Claycamp and resides with him in Seattle, Washington.

II. Nature of the Offering

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2 4. Culinary Communion operates as a school for the culinary arts, offering classes in Seattle,
3 Washington. Culinary Communion maintains a website located at www.culinarycommunion.com, that is
4 available to residents of Washington. As of January 2004, the website included a link labeled "Invest in
5 Us" that encouraged interested persons to contact the company by telephone or email.

6 5. In January 2004, a Washington resident contacted Culinary Communion by email, and
7 requested information about investing with the company. Kenyon subsequently sent offering and
8 promotional materials to the resident, including an unsigned convertible promissory note, and
9 correspondence from Claycamp and Kenyon.

10 6. In February 2004, Kenyon spoke to a Washington resident by telephone and offered to sell
11 him a convertible promissory note on behalf of Culinary Communion. Kenyon stated that a \$25,000
12 investment would earn 10% interest per year for five years, payable on a quarterly basis. Offering materials
13 provided to the resident stated that an investment of \$5,000 would generate a return of 50% over five years.

14 7. On February 4, 2004, the Pennsylvania Securities Commission issued a Summary Order to
15 Cease and Desist against Culinary Communion, Claycamp, and Kenyon to halt the offer and sale of
16 unregistered securities in Pennsylvania.

17 8. In the offer and sale of the Culinary Communion convertible promissory notes, Respondents
18 failed to disclose material information, including, but not limited to, the specific use of investor proceeds,
19 their experience and track record in investment programs, the basis and source of payment for the
20 projected returns on the investment, and the compensation Claycamp and Kenyon would receive.

21 9. Respondents also failed to disclose the risks of the investment and misrepresented the safety
22 and risk involved in the investment. The offering materials distributed by the Respondents contained no
23 discussion of the risk factors involved in the investment. The Respondents also distributed a business plan
24

1 that described Culinary Communion as a "low-risk" investment. When asked about risk factors, Kenyon
2 told a Washington resident that risk was "almost nil."

3 **III. Registration Status**

4 10. The offering of Culinary Communion convertible promissory notes is not currently and has
5 not previously been registered under the Securities Act and no notification of exemption is on file with the
6 Securities Administrator of the State of Washington.

7 11. Neither Claycamp, nor Kenyon, is currently registered as a securities salesperson or broker-
8 dealer in the State of Washington and neither has previously been so registered.

9 Based upon the above Findings of Fact, the following Conclusions of Law are made:

10 **CONCLUSIONS OF LAW**

11 1. The offer and/or sale of Culinary Communion convertible promissory notes by Respondents,
12 as set forth in the above in the Findings of Fact, constitutes the offer and/or sale of a security, as defined in
13 RCW 21.20.005(10) and (12).
14

15 2. Culinary Communion, Claycamp, and Kenyon have each violated RCW 21.20.010 because,
16 in connection with the offer or sale of Culinary Communion convertible promissory notes, they each made
17 untrue statements of material fact or omitted to state material facts necessary in order to make the
18 statements made, in the light of the circumstances under which they were made, not misleading.

19 3. Culinary Communion, Claycamp, and Kenyon have each violated RCW 21.20.140, the
20 securities registration provision of the Securities Act, because they offered and/or sold securities for which
21 there was no registration on file with the Securities Administrator, and it appears that they do not otherwise
22 qualify for an exemption from registration.
23

24 4. Claycamp and Kenyon have each violated RCW 21.20.040, the salesperson registration
25 provision of the Securities Act, because they offered and/or sold Culinary Communion convertible
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1 promissory notes while not registered as securities salespersons or broker/dealers in the State of
2 Washington.

3 **CONSENT ORDER**

4 Based upon the foregoing:

5 IT IS AGREED AND ORDERED that the Respondents, Culinary Communion, LLC; Gabriel
6 Claycamp; and Heidi Kenyon, and their agents and employees each shall cease and desist from violating
7 RCW 21.20.010, the anti-fraud section of the Securities Act of Washington.

8 IT IS FURTHER AGREED AND ORDERED that Respondents, Culinary Communion, LLC;
9 Gabriel Claycamp; and Heidi Kenyon, and their agents and employees each shall cease and desist from
10 offering or selling securities in violations of RCW 21.20.140, the securities registration section of the
11 Securities Act of Washington.

12 IT IS FURTHER AGREED AND ORDERED that Respondents, Gabriel Claycamp and Heidi
13 Kenyon, and their agents and employees each shall cease and desist from acting as an unregistered
14 securities broker-dealer or salesperson in violation of RCW 21.20.040, the broker-dealer and securities
15 salesperson registration section of the Securities Act of Washington.

16 IT IS FURTHER AGREED that Respondents, Culinary Communion, LLC; Gabriel Claycamp;
17 and Heidi Kenyon, shall be jointly and severally liable for and shall pay a fine in the amount of \$5,000,
18 the entire amount which is suspended based on future compliance with this Order and based on their
19 filings with the Division demonstrating an inability to pay.

20 IT IS FURTHER AGREED that Respondents, Culinary Communion, LLC; Gabriel Claycamp;
21 and Heidi Kenyon, shall be jointly and severally liable for and shall pay investigative costs in the
22 amount of \$500. A payment of \$500 is to be made to the Securities Division prior to the entry of this
23 Consent Order.
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1 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Order.

2 IT IS FURTHER AGREED that in consideration of the foregoing Respondents, Culinary
3 Communion, LLC; Gabriel Claycamp; and Heidi Kenyon, each waive their rights to a hearing in this
4 matter and judicial review of this order.

5 SIGNED this 23rd day of September, 2004.

6 Signed by:

7 Culinary Communion, LLC

8 /s/ Gabriel Claycamp

9 By _____

10 Gabriel Claycamp, Director of Operations

11 Signed by:

12 /s/ Gabriel Claycamp


13 _____
Gabriel Claycamp, individually

14 Signed by:

15 /s/ Heidi Kenyon

16 _____
Heidi Kenyon, individually

17
18 SIGNED and ENTERED this 21st day of October, 2004

19 
20 Michael E. Stevenson
21 Securities Administrator

22 Approved by:

22 Presented by:

23 

23 

24 Martin Cordell
25 Chief of Enforcement

24 Robert Kondrat
25 Financial Legal Examiner