STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS SECURITIES DIVISION

3 4 5 6 7	IN THE MATTER OF DETERMINING Whether there has been a violation of the Securities Act of Washington by: Fantazimo Food, Inc., Peter E. Gradwohl,	Order No. S-10-306-12-SC01 STATEMENT OF CHARGES AND NOTICE OF INTENT TO ENTER AN ORDER TO CEASE AND DESIST, TO IMPOSE A FINE, AND TO CHARGE COSTS Output Output Design (Cost of the cost of the	
	Respondents)	
9	THE STATE OF WASHINGTON TO:	Fantazimo Food, Inc. Peter E. Gradwohl	
10	STATEMENT OF CHARGES		
11	Please take notice that the Securities Administrator of the state of Washington has reason to helie		

Please take notice that the Securities Administrator of the state of Washington has reason to believe that Respondents, Fantazimo Food, Inc. and Peter E. Gradwohl, have each violated the Securities Act of Washington and that their violations justify the entry of an order of the Securities Administrator under RCW 21.20.390 to cease and desist from such violations and to charge costs and under RCW 21.20.395 to impose a fine. The Securities Administrator finds as follows:

TENTATIVE FINDINGS OF FACT

Respondents

- 1. Fantazimo Food, Inc. ("Fantazimo") is a Washington corporation that was incorporated on July 9, 2009. Fantazimo operates a school lunch delivery business in the greater Seattle area. Its principal place of business is located in Edmonds, Washington.
- 2. Peter E. Gradwohl ("Gradwohl") is the President of Fantazimo. Prior to operating Fantazimo, Gradwohl had been a registered securities salesperson. From approximately May 1992 until July 1997, Gradwohl was a registered securities salesperson in the state of Washington.

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Offering of Convertible Promissory Notes and Warrants

- 3. During 2009 and 2010, Respondents offered \$250,000 worth of convertible promissory notes that were issued by Fantazimo. The offering of promissory notes had a stated minimum investment of \$25,000 per investor. The notes were to pay 8% simple interest annually. The notes were convertible into Fantazimo common stock within eighteen months from the closing date of the offering. For every two dollars that was invested in the convertible promissory notes, an investor would also receive a warrant to purchase one share of Fantazimo common stock at a price of ten cents per share.
- 4. During 2009 and 2010, Respondents each offered and sold approximately \$246,000 worth of Fantazimo convertible promissory notes and warrants to at least six Washington investors. Respondents gave the investors promissory notes and warrant purchase agreements, but did not provide written disclosure materials about the investment. To date, one of the investors has received a repayment of \$70,000 on a \$100,000 initial investment. The remaining investments have never been repaid. All of the promissory notes are now past due and the warrants have never been exercised.

Misrepresentations or Omissions

5. When offering and selling the convertible promissory notes and warrants, Respondents each failed to disclose material information about the investment. Respondents each failed to disclose the exercise price for converting the promissory notes into shares of Fantazimo common stock. Respondents each failed to disclose to investors the minimum amount of capital that would be required to operate Fantazimo. Respondents each failed to give investors financial information about Fantazimo, including financial statements disclosing the results of its business operations and the assets and liabilities of the company. Respondents each failed to specify the intended use of investor

funds. Respondents also failed to disclose other significant risks of the investment, including the risk of dependence on a few key personnel, the risk of inadequate capitalization, the risk of investing in an unproven business venture, and the risk of losing the entire amount invested.

6. When offering and selling the convertible promissory notes and warrants, Respondents each failed to disclose the track record and the business history of Gradwohl. Respondents each failed to disclose to investors that in July 1997, Gradwohl was terminated by his securities broker-dealer for accepting approximately \$50,000 in checks that were made payable to Gradwohl personally for investment purposes. Respondents each failed to disclose to investors that in November 1997, Gradwohl was fined \$20,000 and barred by the National Association of Securities Dealers (now known as the Financial Industry Regulatory Authority) from being registered as a securities salesperson because Gradwohl had misused \$50,000 of customer funds.

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

CONCLUSIONS OF LAW

- 1. As set forth in the Tentative Findings of Fact, the offer or sale of the convertible promissory notes and the stock warrants described above constitutes the offer or sale of a security as defined in RCW 21.20.005(14) and (17).
- 2. As set forth in the Tentative Findings of Fact, Respondents, Fantazimo Food, Inc. and Peter E. Gradwohl, have each made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, in violation of RCW 21.20.010, the anti-fraud section of the Securities Act of Washington.

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NOTICE OF INTENT TO ORDER RESPONDENTS TO CEASE AND DESIST

Pursuant to RCW 21.20.390, and based upon the Tentative Findings of Fact and Conclusions of Law, the Securities Administrator intends to order that Respondents, Fantazimo Food, Inc. and Peter E. Gradwohl, and their agents and employees, each shall cease and desist from any violation of RCW 21.20.010.

NOTICE OF INTENT TO IMPOSE A FINE

Pursuant to RCW 21.20.395, and based upon the Tentative Findings of Fact and Conclusions of Law, the Securities Administrator intends to order that Respondent, Peter E. Gradwohl, shall be liable for and shall pay a fine of \$5,000.

NOTICE OF INTENT TO CHARGE COSTS

Pursuant to RCW 21.20.390, and based upon the Tentative Findings of Fact and Conclusions of Law, the Securities Administrator intends to order that Respondent, Peter E. Gradwohl, shall be liable for and shall pay investigative costs of \$2,500.

AUTHORITY AND PROCEDURE

This Statement of Charges is entered pursuant to the provisions of chapter 21.20 RCW and is subject to the provisions of chapter 34.05 RCW. The respondents, Fantazimo Food, Inc. and Peter E. Gradwohl, may each make a written request for hearing as set forth in the NOTICE OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this Statement of Charges. If a respondent does not make a hearing request in the time allowed, the Securities Administrator intends to adopt the Tentative Findings of Fact and Conclusions of Law as final and to enter a permanent order to cease and desist as to that respondent, to impose any fines sought against that respondent, and to charge any costs sought against the respondent.

WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

1	SIGNED and ENTERED this <u>10th</u> c	lay of October, 2012
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4		ILLIAM M. BEATTY curities Administrator
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