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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 the State  
of Washington by:

Sant Ambrozic LLC; Jason Scott Sant, now  
known as Jim Brick; and Tyler Thomas  
Ambrozic,

Respondents

Order Number S-07-574-10-FO02

ENTRY OF FINDINGS OF FACT AND  
CONCLUSIONS OF LAW AS TO SANT  
AMBROZIC LLC AND TYLER THOMAS  
AMBROZIC AND FINAL ORDER TO CEASE  
AND DESIST AND TO CHARGE COSTS

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THE STATE OF WASHINGTON TO: Sant Ambrozic LLC  
Tyler Thomas Ambrozic

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**INTRODUCTION**

On December 18, 2009, the Securities Administrator of the State of Washington issued Order Number S-07-574-09-SC01, Statement of Charges and Notice of Intent to Enter an Order to Cease and Desist and to Charge Costs (“Statement of Charges”). The Statement of Charges, together with a Notice of Opportunity to Defend and Opportunity for Hearing (“Notice of Opportunity for Hearing”) and an Application for Adjudicative Hearing (“Application for Hearing”), were served on Sant Ambrozic LLC and Tyler Thomas Ambrozic on February 22, 2010. The Notice of Opportunity for Hearing advised Sant Ambrozic LLC and Tyler Thomas Ambrozic that a written application for an administrative hearing on the Statement of Charges must be received within twenty days from the date of receipt of the notice. Sant Ambrozic LLC and Tyler Thomas Ambrozic each failed to make a written request for an administrative hearing within twenty days of

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1 receipt of the Statement of Charges and Notice of Opportunity for Hearing, either on the Application for  
2 Hearing provided or otherwise.

3 The Securities Administrator therefore will adopt as final the Findings of Fact and Conclusions of  
4 Law as set forth in the Statement of Charges and enter a final order against Respondents, Sant Ambrozic  
5 LLC and Tyler Thomas Ambrozic, to cease and desist from violations of the Securities Act and to charge  
6 costs against Tyler Thomas Ambrozic.

### 7 **FINDINGS OF FACT**

#### 8 Respondents

9 1. Sant Ambrozic LLC was a Washington limited liability company that was formed on September  
10 26, 2006. Sant Ambrozic LLC held itself out as being in the business of real estate development. During  
11 2007 and 2008, Sant Ambrozic LLC had its principal place of business in Kent, Washington.

12 2. Jason Scott Sant (“Sant”), who legally changed his name to Jim Brick in 2008, was a managing  
13 member of Sant Ambrozic LLC. During 2007 and 2008, Sant was a licensed real estate salesperson in  
14 the State of Washington.

15 3. Tyler Ambrozic (“Ambrozic”) was a managing member of Sant Ambrozic LLC. During 2007  
16 and 2008, Ambrozic was a licensed real estate salesperson in the State of Washington.

#### 17 Offering of Promissory Note and Deed of Trust Investments

18 4. Through broadcast email messages, Sant solicited people to attend real estate investment  
19 seminars. Sant conducted and participated in the seminars, where he represented that he had extensive  
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1 experience with real estate investments. Sant introduced some of the seminar participants to his  
2 his business partner, Ambrozic, and to investment opportunities in Sant Ambrozic LLC.

3 5. During 2007 and 2008, Sant Ambrozic LLC, Sant, and Ambrozic each offered and sold at least  
4 two promissory note and deed of trust investments totaling at least \$275,000 to at least three Washington  
5 investors. Each of the investments is now past due and, to date, none of the investments have been  
6 repaid.

7 6. When offering and selling the promissory note and deed of trust investments, Sant represented to  
8 two of the investors that they could increase their retirement funds by investing with Sant Ambrozic  
9 LLC. Respondents each represented that each of the investors would earn higher than market rates of  
10 interest on their investments.

11 7. Two promissory notes were issued by Sant Ambrozic LLC and both of the notes were signed by  
12 Sant and Ambrozic. Each of the notes had a one-year term. One of the promissory  
13 notes had a principal amount of \$200,000 and an annual interest rate of 12%. The \$200,000 note was  
14 made payable to a Washington corporation and was funded by \$100,000 contributions from two different  
15 investors. The other promissory note had a principal amount of \$75,000 and an annual interest rate of  
16 15%. The \$75,000 note was funded by another investor and was to have been personally guaranteed by  
17 Sant and by Ambrozic.  
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19 8. Sant Ambrozic LLC, Sant, and Ambrozic each represented that the investors' funds would be  
20 used to finance construction projects. Respondents represented that the proceeds from the sale of the  
21 \$200,000 promissory note would be used to convert apartment complexes into condominium units.  
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1 Respondents represented that the proceeds from the sale of the \$75,000 promissory note would be used to  
2 finance the construction of new condominium units in Bremerton, Washington.

3 9. The investors did not participate in the management of Sant Ambrozic LLC and they had no  
4 control over the use of their invested funds. The investors each relied upon Respondents to generate a  
5 return on their investments. Respondents represented that investor funds would be pooled together to  
6 fund construction projects and that Respondents would share in the profits that would be generated by the  
7 investments.

### 8 Misrepresentations and Omissions

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10 10. When offering and selling the promissory note and deed of trust investments, Sant Ambrozic  
11 LLC, Sant, and Ambrozic each represented to the investors that their investments would be fully secured  
12 by real estate deeds of trust. Respondents represented that the \$200,000 note would be secured by two  
13 deeds of trust for \$100,000 each. Although Respondents did convey one deed of trust for \$100,000,  
14 Respondents each did not convey and did not record a second deed of trust for \$100,000 to fully secure  
15 the \$200,000 investment. Respondents represented that the \$75,000 note would be secured by one deed  
16 of trust for \$75,000. Respondents each failed to record the deed of trust that was represented to secure  
17 the \$75,000 investment. Respondents each failed to give the investors real property title information for  
18 the properties that were represented to secure their investments.

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20 11. When offering and selling the promissory note and deed of trust investments, Respondents  
21 each failed to disclose any specific use of proceeds for the investments. Respondents each failed to

1 disclose the amount of funds that would be required to complete each project and the amount of funds to  
2 be raised. Respondents each failed to disclose the risks of the investment, including the risk of having  
3 insufficient funds to complete the construction projects. Respondents each failed to disclose their  
4 business operating history. Respondents each failed to disclose that Respondents had limited experience  
5 in the real estate development business. Respondents each failed to give the investors any financial  
6 information or any financial statements for Sant Ambrozic LLC, for Sant, or for Ambrozic.

7 Failure to Appear and Testify

8 12. Sant and Ambrozic were each served with a subpoena by the Securities Division to appear and  
9 testify regarding the offer and sale of investments, including any investments issued by Sant Ambrozic  
10 LLC. Sant and Ambrozic each failed to appear and testify.

11 Registration Status

12 13. Sant Ambrozic LLC has never been registered to sell its securities in the State of Washington  
13 and has never filed a claim of exemption from registration.

14 14. Jason Sant and Tyler Ambrozic are not currently registered as securities salespersons or securities  
15 broker dealers in the State of Washington and have not previously been so registered.

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

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1 **CONCLUSIONS OF LAW**

2 **I.**

3 The offer or sale of the investments described above constitutes the offer or sale of a security as  
4 defined in RCW 21.20.005(10) and (12), whether in the form of an investment contract, a promissory  
5 note, or an evidence of indebtedness.

6 **II.**

7 Respondents, Sant Ambrozic LLC, Sant, and Ambrozic, each offered and sold securities in violation  
8 of RCW 21.20.140 because no registration for such offer or sale is on file with the Securities  
9 Administrator.

10 **III.**

11 Sant and Ambrozic each offered and sold securities in violation of RCW 21.20.040 by offering or  
12 selling said securities while not registered as a securities salesperson or securities broker-dealer in the  
13 state of Washington.

14 **IV.**

15 Respondents, Sant Ambrozic LLC, Sant, and Ambrozic, each offered and sold securities in violation  
16 of RCW 21.20.010 because Respondents each made untrue statements of a material fact or omitted to  
17 state a material fact necessary in order to make the statements made, in light of the circumstances under  
18 which they were made, not misleading.  
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**FINAL ORDER**

Based upon the foregoing and finding it in the public interest:

It is hereby ORDERED that Respondents, Sant Ambrozic LLC and Tyler Thomas Ambrozic, and their agents and employees, each shall cease and desist from offering or selling securities in any manner in violation of RCW 21.20.140, the securities registration section of the Securities Act of Washington.

It is further ORDERED that Respondents, Sant Ambrozic LLC and Tyler Thomas Ambrozic, and their agents and employees, each shall cease and desist from offering or selling securities in any manner in violation of RCW 21.20.040, the securities broker-dealer and securities salesperson registration section of the Securities Act.

It is further ORDERED that Respondents, Sant Ambrozic LLC and Tyler Thomas Ambrozic, and their agents and employees, each shall cease and desist from offering or selling securities in any manner in violation of RCW 21.20.010, the anti-fraud section of the Securities Act.

It is further ORDERED that Tyler Thomas Ambrozic shall pay investigative costs of \$3,000 to the Securities Division.

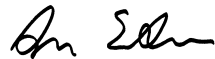
**AUTHORITY AND PROCEDURE**

This Final Order is entered pursuant to the provisions of Chapter 21.20 RCW and is subject to the provisions of Chapter 34.05 RCW. Respondents each have the right to petition the superior court for judicial review of this agency action under the provisions of chapter 34.05 RCW. For the requirements for filing a Petition for Judicial Review, see RCW 34.050.510 and sections following. Pursuant to RCW

1 21.20.395, a certified copy of this order may be filed in Superior Court. If so filed, the clerk shall  
2 treat the order in the same manner as a Superior Court judgment as to the fine, and the fine may be  
3 recorded, enforced, or satisfied in like manner.

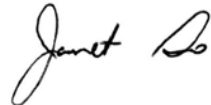
4 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

5 DATED this 16<sup>th</sup> day of March, 2010

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9 SUZANNE E. SARASON  
10 Chief of Enforcement

11 Presented by:

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13 \_\_\_\_\_  
14 Janet So  
15 Enforcement Attorney