

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

**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:

Senturian Investments LLC and
Stanley J. Kwake,
Respondents.

SDO - 38 - 00
SUMMARY ORDER TO CEASE AND DESIST AND
REVOKING EXEMPTIONS
Case No.99-11-352

THE STATE OF WASHINGTON TO: Senturian Investments LLC
PO Box 3266
Lynnwood, WA 98046-3266

And

Stanley J. Kwake
9218 61st Ave W
Mulkilteo, WA 98275

STATEMENT OF CHARGES

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, Senturian Investments, LLC and Stanley J. Kwake, have 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. The Securities Administrator finds that delay in ordering the Respondents to cease and desist from such violations would be hazardous to the investors and to the public and that a Summary Order to Cease and Desist should be entered immediately. The Securities Administrator finds as follows:

SUMMARY ORDER TO CEASE AND
DESIST AND REVOKING EXEMPTIONS

TENTATIVE FINDINGS OF FACT

I.

Senturian Investments LLC (Senturian) is a Limited Liability Company with its principal place of business at PO Box 3266, Lynwood, WA 98046-3266.

II.

Senturian Investments LLC is not currently registered to sell its securities in the state of Washington and has not previously been so registered and has no notification of claim of exemption for such offer and/or sale and it appears that Respondents do not otherwise qualify for an exemption from registration.

III.

Stanley J. Kwake is a member of Senturian Investments LLC.

IV.

Stanley J. Kwake is not currently registered as a securities salesperson or broker-dealer in the state of Washington and has not previously been so registered.

V.

From approximately November 1, 1999 through at least November 20, 1999, Respondents mailed and delivered by facsimile a form letter (“Letter”) soliciting investments from residents of Washington State.

Respondents’ Letter solicits an investment in Q20.com, a purported developing internet media company, through the purchase of Interests in Respondent Senturian. The Letter informs the investors that they will own 84% of Senturian, but fails to disclose the identity of the controlling 16% ownership interest, the method of management employed by Senturian or any other documents of governance affecting the Interests.

Respondents’ Letter advises investors that the sole reason for the existence of Respondent Senturian is to provide initial venture capital to Q20.com in return for 20% of the common stock of Q20.com.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

1 The Letter contains forward looking statement regarding the development of Q20.com, such as the
2 intention to “take it public in the near future”, yet fails to give an description as to how this feat will be
3 accomplished.

4 Attachments to the letter invite a comparison to initial public offering of Amazon.com with no disclaimer.
5 Attachments to the letter also invites comparisons to other established internet companies, yet fails to provide
6 financial statements for Q20.com on which to base such comparisons.

7 Other forward looking statements included with the Letter include a projection of gross profit margins
8 exceeding 60% and revenue streams projected to a potential \$92,000,000 in the first year of operation, yet no
9 basis for these projections is provided to the investor.

10 The Letter does not discuss the risk involved in the investments and fails to provided information as to the
11 experience of the officers and directors of Q20.com at developing, producing, distributing or marketing an
12 internet media website.

13 Respondents continue to operate and develop the basic web site for Q20.com and to generally solicit
14 investments to further that development.

15 VI.

16 The Securities Administrator finds that the continued offering of Interests in the manner described in
17 Tentative Finding of Fact IV, and the continued availability of exemptions to the respondent presents a threat to
18 the investing public.

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

20 CONCLUSIONS OF LAW

21 I.

22 The offer and/or sale of interests in Senturian Investments LLC and Q20.com, described above constitute
23 the offer and/or sale of a security as defined in RCW 21.20.005(10) and (12), to wit: an investment contract.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

II.

The offer and/or sale of said securities is in violation of RCW 21.20.140 because no registration for such offer and/or sale is on file with the Administrator of Securities, state of Washington.

III.

Respondents Senturian Investments, LLC and Stanley J. Kwake have violated RCW 21.20.040 by offering and/or selling said securities while not registered as a broker-dealer or securities salesperson in the state of Washington.

IV.

The offer and/or sale of said securities was made in violation of RCW 21.20.010 through Respondents failure to disclose material facts to prospective investors. .

V.

The Securities Administrator finds that an emergency exists, that the continued violations of RCW 21.20.010, RCW 21.20.040, and RCW 21.20.140, and the continued availability of exemptions under RCW 21.20.320 constitutes a threat to the investing public, and that summary orders to cease and desist from those violations and summary withdrawal of the availability of the exemptions of RCW 21.20.320 are in the public interest and necessary for the protection of the investing public.

SUMMARY ORDER

Based on the foregoing, NOW, THEREFORE, IT IS HEREBY SUMMARILY ORDERED That, Respondents Senturian Investments, LLC and Stanley J. Kwake, their agents and employees each cease and desist from offering and/or selling securities in any manner in violation of RCW 21.20.140, the section of the Securities Act of Washington requiring registration.

It is further SUMMARILY ORDERED that respondents, Senturian Investments, LLC and Stanley J. Kwake, their agents and employees each cease and desist from offering and selling securities without the benefit of licensing, as required under RCW 21.20.040

1 It is further SUMMARILY ORDERED that respondents, Respondents Senturian Investments, LLC and
2 Stanley J. Kwake, their agents, and employees each cease and desist from violation of RCW 21.20.010, the
3 anti-fraud section of the Securities Act.

4 **AUTHORITY AND PROCEDURE**

5 This Order is entered pursuant to the provisions of RCW 21.20.390, and is subject to the provisions of
6 Chapter 34.05 RCW. The Respondents, Senturian Investments, LLC and Stanley J. Kwake, may each make a
7 written request for a hearing as set forth in the NOTICE OF OPPORTUNITY TO DEFEND AND
8 OPPORTUNITY FOR HEARING accompanying this order.

9 If a respondent does not request a hearing, the Securities Administrator intends to adopt the above
10 Tentative Findings of Fact and Conclusions of Law as final and make the Summary Order to cease and desist
11 permanent as to that respondent.

12 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

13 DATED this _____ day of April, 2000.

14
15 _____
16 DEBORAH R. BORTNER
17 Securities Administrator

18 Presented By:

19 _____
20 KRISTINA L. KNEIP
21 Securities Examiner

22 Approved By:

23 _____
24 Michael E. Stevenson
25 Chief of Compliance

26 SUMMARY ORDER TO CEASE AND
27 DESIST AND REVOKING EXEMPTIONS