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**STATE OF CALIFORNIA**  
**BUSINESS, TRANSPORTATION AND HOUSING AGENCY**  
**DEPARTMENT OF CORPORATIONS**

**TO: Sean A. Johnson**  
5041 Inaglen Way  
Los Angeles, CA 90043

**The Furlough Group**  
4859 West Slauson Avenue #225  
Los Angeles, CA 90056

**DESIST AND REFRAIN ORDER**

**(For violations of section 25110, 25210 and 25401 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. At all relevant times, Sean A. Johnson (hereinafter, "Johnson") was a resident of the State of California, holding himself out as a "Senior Investor" in the Brixon Group Ltd. (hereinafter, "Brixon"), a business entity, the exact nature of which is unknown at this time.
2. At all relevant times, The Furlough Group (hereinafter, "Furlough") was an active California corporation with its principal place of business located at 4859 West Slauson Avenue, #225, Los Angeles, California, 90056.
3. At all relevant times, Johnson was the President and/or the Executive Director of Furlough.

1 4. Beginning in or about February 2001, Johnson and/or Furlough offered or sold securities in  
2 the State of California in the form of investment contracts representing interests in a “Proprietary  
3 Private Placement Investment” through a “Capital Private Placement Agreement” with Brixon.  
4

5 5. Between February 2001 and June 2002, Johnson and/or Furlough offered or sold investment  
6 contracts representing interests in the “Proprietary Private Placement Investment” in the amount of  
7 \$10,000 to at least one investor, and in the amount of \$15,000 to at least one other investor.  
8

9 6. The purported purpose of the offering was to raise funds to buy and sell banknotes and world  
10 market currency.  
11

12 7. These securities were offered or sold in this state in issuer transactions. The Department of  
13 Corporations has not issued a permit or other form of qualification authorizing any person to offer  
14 and sell these securities in this state.  
15

16 8. Neither Johnson nor Furlough had a valid broker-dealer certificate issued by the Department  
17 of Corporations or the U.S. Securities and Exchange Commission (SEC) at any time.  
18

19 9. In connection with these offers and sales, Johnson and/or Furlough represented to investors  
20 that:

21 a. The Brixon investment provided a guaranteed fixed annual rate of return with the principal  
22 secured.

23 b. The Brixon investment was not subject to any risk.

24 c. Brixon had been successfully operating for over four or five years and had never missed a  
25 payment to investors.

26 d. Interest payments to the investors in the program would range from four to six percent per  
27 month.  
28

1 e. Interest payments would be distributed to the investors immediately upon receipt by  
2 Brixon.

3 f. Investors would receive their first payment approximately six weeks from the date of the  
4 investment, and subsequent payments every 30 days thereafter.

5 g. The term of the investment contract was one year, and upon the expiration of the contract  
6 the original principal would be returned to the investor.

7 h. The Brixon investment was exempt from the U.S. Securities Act of 1933.

8 i. The delays in receipt of the distribution payments were the result of the events of  
9 September 11, 2001, worldwide terrorist activities, the implementation of the Patriot Act, and  
10 banking regulations, procedures, and errors.

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12 Based upon the foregoing findings, the California Corporations Commissioner is of the  
13 opinion that the investment contracts representing an interest in the “Proprietary Private Placement  
14 Investment” through the “Capital Private Placement Agreement” with Brixon are securities subject to  
15 qualification under the California Corporate Securities Law of 1968 and are being or have been  
16 offered or sold without being qualified in violation of Corporations Code section 25110. Pursuant to  
17 section 25532 of the Corporate Securities Law of 1968, Sean A. Johnson and The Furlough Group  
18 are hereby ordered to desist and refrain from the further offer or sale of securities in the State of  
19 California, including but not limited to, investment contracts, unless and until qualification has been  
20 made under the law.

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22 In addition, based upon the foregoing, the California Corporations Commissioner is of the  
23 opinion that Sean A. Johnson and/or The Furlough Group have effected transactions in securities as a  
24 broker-dealer without having first applied for and secured from the Commissioner a certificate  
25 authorizing them to act in that capacity, in violation of section 25210 of the Corporate Securities Law  
26 of 1968. Pursuant to section 25532 of the Corporate Securities Law of 1968, Sean A. Johnson and  
27 The Furlough Group are hereby ordered to desist and refrain from effecting any transaction in, or  
28 inducing or attempting to induce the purchase or sale of, any security in this state, unless and until

1 they have applied for and secured from the Commissioner a certificate, then in effect, authorizing  
2 them to act in that capacity.

3  
4 Further, the California Corporations Commissioner is of the opinion that the securities  
5 representing interests in a "Proprietary Private Placement Investment" through Brixon were offered  
6 or sold in this state by means of written or oral communications which included an untrue statement  
7 of a material fact or omitted to state a material fact necessary in order to make the statements made,  
8 in light of the circumstances under which they were made, not misleading, in violation of section  
9 25401 of the Corporate Securities Law of 1968. Pursuant to section 25532 of the Corporate  
10 Securities Law of 1968, Sean A. Johnson and The Furlough Group are hereby ordered to desist and  
11 refrain from offering or selling or buying or offering to buy any security in the State of California,  
12 including but not limited to investment contracts, by means of any written or oral communication  
13 which includes an untrue statement of a material fact or omits to state a material fact necessary in  
14 order to make the statements made, in light of the circumstances under which they were made, not  
15 misleading.

16  
17 This Order is necessary, in the public interest, for the protection of investors and consistent  
18 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

19  
20 Dated: July 8, 2005  
21 Sacramento, California

22 WAYNE STRUMPFER  
23 Acting California Corporations Commissioner

24 By: \_\_\_\_\_  
25 ALAN S. WEINGER  
26 Acting Deputy Commissioner  
27 Enforcement Division  
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