

1 STATE OF CALIFORNIA
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY
3 DEPARTMENT OF CORPORATIONS
4

5 TO: Matthew S. Wood LDI Capital Company, LLC
6 Joel Craig Duncan 3530 Bee Caves Road, Suite 101
7 Commission Express Austin, LLC West Lake Hills, Texas 78746
8 9270 Grand Canal Drive
9 Frisco, Texas 75034
10 Macy Paige Realty, LLC
11 4400 Glenn Curtiss, Suite 209
12 Addison, Texas 75001
13

14 **DESIST AND REFRAIN ORDER**
15 **(For violations of section 25110 of the California Corporations Code)**

16 The California Corporations Commissioner (“Commissioner”) finds that:

- 17 1. At all relevant times, Commission Express National, Inc. (“CE”) is or was a Virginia
18 corporation formed in 1994 for the primary purpose of engaging in the business of offering and
19 selling CE franchise stores and development territories in multiple states. CE stores provide real
20 estate agents and brokers cash advances by purchasing an agent’s or broker’s outstanding
21 commissions at a discount in return for a fixed percentage fee.
22 2. At all relevant times, Commission Express Austin, LLC (“CEA”) is or was a Texas limited
23 liability company formed in October 2007, with its principal place of business located at 9270 Grand
24 Canal Drive, Frisco, Texas 75034.
25 3. At all relevant times, the manager of CEA was LDI Capital Company, LLC (“LDI”), a Texas
26 limited liability company formed in April 2007, with its principle place of business located at 3530
27 Bee Caves Road, Suite 101, West Lake Hills, Texas 78746.
28 4. At all relevant times, Macy Paige Realty, LLC (“MPR”) held itself out as a Texas company
formed in 2003, with its principal place of business located at 4400 Glenn Curtiss, Suite 209,
Addison, Texas 75001.

1 5. At all relevant times, Matthew S. Wood (“Wood”) held himself out as the president of both
2 CEA and MPR.

3 6. At all relevant times, Joel Craig Duncan (“Duncan”) held himself out as the vice president of
4 CEA.

5 7. Beginning in or about July 2008, CEA and LDI offered or sold securities in the form of
6 “limited liability company units” in CEA, each in the amount of \$10,000, for the purpose of raising
7 \$500,000 in operating capital for the business expenses of CEA.

8 8. On or about July 30, 2008, a manager or agent of CEA placed an unsolicited telephone call to
9 a California resident with whom CEA had no prior relationship. During the telephone conversation,
10 the CEA agent offered the California resident an opportunity to purchase limited liability company
11 units in CEA.

12 9. On or about July 30, 2008, Duncan sent a message to the email address that CEA had
13 obtained from the same California resident, stating: “Thanks for spending a few minutes on the
14 phone with us today regarding the purchase of the Commission Express Austin, Texas franchise we
15 have put together.”

16 10. Beginning in or about August 2008, CEA and LDI offered or sold securities in the form of
17 guarantees in the limited liability company units in CEA for the purpose of raising \$500,000 in
18 operating capital for the business expenses of CEA.

19 11. On or about August 8, 2008, Wood and Duncan, acting on behalf of CEA and MPR, entered
20 into a notarized “investment guarantee” contract with the aforementioned California resident for the
21 purchase of six (6) limited liability company units in CEA, for a total of sixty thousand dollars
22 (\$60,000). The contract recited that MPR, Wood, and Duncan would “guarantee” the purchase by
23 agreeing to pay half of all MPR real estate commissions in addition to the monthly revenue
24 distributions made by CEA until 100% of the initial \$60,000 purchase was repaid to the California
25 investor.

26 12. Also on or about August 8, 2008, Wood and Duncan “approved” and had notarized a
27 “prospective investor questionnaire” and “subscription agreement,” dated and executed by the same
28 California resident on August 7, 2008, for the purchase of six limited liability company units from

1 CEA and LDI, which entities were collectively referred to in the CEA offering materials as “the
2 Issuer.”

3 13. These limited liability company units and guarantees of the limited liability company units in
4 CEA were offered or sold in California in issuer transactions.

5 14. The Department of Corporations has not issued a permit or other form of qualification
6 authorizing CEA, LDI, MPR, Wood, or Duncan to offer or sell these securities in California.

7 Based on the foregoing, the California Corporations Commissioner finds that the securities
8 offered and sold by Commission Express Austin, LLC, LDI Capital Company, LLC, Macy Paige
9 Realty, LLC, Matthew S. Wood, and Joel Craig Duncan are subject to qualification under the
10 California Corporations Code. These securities are or have been offered or sold without being
11 qualified or exempt, in violation of Section 25110 of the California Corporations Code.

12 Pursuant to Section 25532 of the California Corporations Code, Commission Express Austin,
13 LLC, LDI Capital Company, LLC, Macy Paige Realty, LLC, Matthew S. Wood, and Joel Craig
14 Duncan are hereby ordered to desist and refrain from the further offer or sale of securities, including
15 but not limited to limited liability company units and guarantees of the limited liability company
16 units, in the State of California, unless and until qualification has been made under said law or unless
17 exempt.

18 This Order is necessary, in the public interest, for the protection of investors and consistent
19 with the purposes, policies, and provisions of the California Corporations Code.

20
21 Dated: May 26, 2010
22 Los Angeles, California

23 PRESTON DUFAUCHARD
24 California Corporations Commissioner

25 By _____
26 ALAN WEINGER
27 Deputy Commissioner
28 Enforcement Division