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

TO: Warren F. Dolezal
Brad W. Dolezal
B & W Capital Corporation
4251 S Higuera Street, Suite 800
San Luis Obispo, California 93401

DESIST AND REFRAIN ORDER
(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, B & W Capital Corporation (hereinafter "B&W") is a Nevada corporation doing business at 4251 S. Higuera Street, Suite 800, San Luis Obispo, California 93401.
2. At all relevant times, Warren F. Dolezal (hereinafter "W. Dolezal") was chief executive officer of B&W.
3. At all relevant times, Brad W. Dolezal (hereinafter "B. Dolezal") was the vice president and director of B&W.
4. Beginning in or about June 2011, B&W, W. Dolezal and B. Dolezal offered or sold securities in the State of California in the form of convertible promissory notes and common stock in B&W. The purpose of the offering was to raise \$3.5 million for B&W to loan to The Dolezal Family Trust Limited Partnership for purposes of repaying a debt obligation to a bank.

1 5. The offering was made to the public through a newspaper advertisement published in the San
2 Luis Obispo Telegram - Tribune and through an internet advertisement on www.craigslist.org and
3 therefore does not qualify for an exemption.

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

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9 7. In connection with these offers and sales, B&W, W. Dolezal and B. Dolezal, misrepresented
10 to investors that the “offering is exempt from registration under the Securities Act of 1933 or meets
11 the requirements of applicable state securities laws.”

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13 Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that
14 the convertible promissory notes and common stock in B&W are securities subject to qualification
15 under the California Corporate Securities Law of 1968 and are being or have been offered or sold
16 without being qualified in violation of Corporations Code section 25110. Pursuant to section 25532
17 of the Corporate Securities Law of 1968, B & W Capital Corporation, Warren F. Dolezal, and Brad
18 W. Dolezal, are hereby ordered to desist and refrain from the further offer or sale in the State of
19 California of securities, including but not limited to convertible promissory notes and common stock,
20 unless and until qualification has been made under the law or unless exempt.

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22 Further, the California Corporations Commissioner is of the opinion that the securities
23 representing convertible promissory notes and common stock in B&W were offered or sold in this
24 state by means of written or oral communications which included an untrue statement of a material
25 fact or omitted to state a material fact necessary in order to make the statements made, in the light of
26 the circumstances under which they were made, not misleading, in violation of section 25401 of the
27 Corporate Securities Law of 1968. Pursuant to section 25532 of the Corporate Securities Law of
28 1968, B & W Capital Corporation, Warren F. Dolezal, and Brad W. Dolezal, are hereby ordered to

1 desist and refrain from offering or selling any security in the State of California, including but not
2 limited to investment contracts, by means of any written or oral communication which includes an
3 untrue statement of a material fact or omits to state a material fact necessary in order to make the
4 statements made, in the light of the circumstances under which they were made, not misleading.

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

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9 Dated: June 21, 2011
10 Sacramento, California

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12 PRESTON DUFAUCHARD
13 California Corporations Commissioner

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15 By _____
16 ALAN S. WEINGER
17 Deputy Commissioner

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