MARY ANN SMITH
Deputy Commissioner
SOPHIA C. KIM (CA BAR NO. 265649)
Corporations Counsel
MICHELLE LIPTON (CA BAR NO. 178078)
Senior Corporations Counsel
Department of Corporations
320 West 4th Street, Suite 750
Los Angeles, CA 90013
Telephone: (213) 576-7591 Fax: (213) 576-7181

BEFORE THE DEPARTMENT OF CORPORATIONS

OF THE STATE OF CALIFORNIA

In the Matter of THE CALIFORNIA CORPORATIONS COMMISSIONER, Complainant, vs. ROGEL PATAWARAN, Respondent.	OAH FILE NO. 2013010047 STIPULATION TO AMENDED DESIST AND REFRAIN ORDER THAT ROGEL PATAWARAN DESIST AND REFRAIN FROM VIOLATING CORPORATIONS CODE SECTIONS 25110 (UNQUALIFIED OFFER OR SALE OF SECURITIES) AND 25401 (OFFER AND SALE OF SECURITIES BY MEANS OF MATERIAL MISREPRESENTATIONS)

IT IS HEREBY STIPULATED BY AND BETWEEN RESPONDENT ROGEL PATAWARAN ("RESPONDENT") AND THE CALIFORNIA CORPORATIONS COMMISSIONER (COMMISSIONER), AS FOLLOWS:

State of California - Department of Corporations

On December 10, 2012, the COMMISSIONER issued a Desist and Refrain Order ("ORIGINAL ORDER") against RESPONDENT for the unqualified offer or sale of securities by means of material misrepresentations and omissions that were in the opinion of the COMMISSIONER in violation of Corporations Code sections 25110 and 25401. Attached hereto as **Exhibit A** and incorporated by reference is a true and correct copy of the ORIGINAL ORDER dated December 10, 2012.

On January 10, 2013, pursuant to this Stipulation, the COMMISSIONER issued an Amended Desist and Refrain Order ("AMENDED ORDER") pertaining to RESPONDENT. Attached hereto as **Exhibit B** and incorporated by reference is a true and correct copy of the AMENDED ORDER dated January 10, 2013.

RESPONDENT seeks to resolve the concerns of the COMMISSIONER by entering into this Stipulation regarding the Desist and Refrain Orders. RESPONDENT consents to entry of the AMENDED ORDER without admitting the allegations contained therein.

NOW, THEREFORE, the parties hereby stipulate and agree as follows:

1. RESPONDENT hereby acknowledges that the COMMISSIONER is ready, willing and able to grant a hearing in relation to the above-mentioned Orders to which RESPONDENT has a right; RESPONDENT hereby voluntarily waives his right to a hearing in relation to the AMENDED ORDER for violations of Corporations Code sections 25110 and 25401.

2. In return, the COMMISSIONER amends the ORIGINAL ORDER dated December 10, 2012;

3. RESPONDENT acknowledges that nothing in this Stipulation shall preclude the COMMISSIONER, or his agents or employees, to the extent authorized by law, from assisting or cooperating in any investigation and/or action brought by any other federal, state or county agency. RESPONDENT further agrees that this Stipulation shall not bind or otherwise prevent any other federal, state or county agency from the performance of its duties;

4. RESPONDENT enters into this Stipulation voluntarily and without coercion and

State of California - Department of Corporations

acknowledges that no promises, threats or assurances have been made by the COMMISSIONER or any officer, or agent thereof, about this Stipulation; and

5. RESPONDENT and the COMMISSIONER agree that this Stipulation may be executed in one or more separate counterparts, each of which when so executed, shall be deemed an original. Such counterparts shall together constitute and be one and the same instrument.

Dated: 01/10/13

JAN LYNN OWEN
California Corporations Commissioner

By_____
MARY ANN SMITH
Deputy Commissioner

Dated: 01/10/13

By_____
ROGEL PATAWARAN, an individual

APPROVED AS TO FORM AND CONTENT:

By_____
Shirley Hayton, Esq.
Attorney for Respondent Rogel Patawaran

State of California - Department of Corporations