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10 BEFORE THE DEPARTMENT OF BUSINESS OVERSIGHT  
11 OF THE STATE OF CALIFORNIA

13 In the Matter of THE COMMISSIONER OF ) STIPULATION TO DESIST AND REFRAIN  
BUSINESS OVERSIGHT, ) ORDER FOR VIOLATION OF  
14 ) CORPORATIONS CODE SECTION 25210  
15 Complainant, )  
16 vs. )  
17 JAMES BRENT ROGERS, )  
18 Respondent. )  
19 )  
20 )  
21 )

22 IT IS HEREBY STIPULATED by and between the Department of Business Oversight  
23 (“Department”) through the Commissioner of Business Oversight (“Commissioner”), on the one  
24 hand, and James Brent Rogers (“Respondent”), on the other hand (hereafter, “parties”), as follows:

25 WHEREAS, Respondent is the president and a control person of the Spirit of California  
26 Entertainment Group, Inc. (SOC), a corporation in good standing, duly formed and existing pursuant  
27 to the laws of the State of California with its principal place of business located at 180 La  
28 Montagne Court, Los Gatos, California, 95032.

1           WHEREAS, during the period of March 2013 through May 2013, Respondent solicited  
2 California investors for Adomani, Inc. (“Adomani”), a Florida-based electric vehicle conversion  
3 company that compensated Respondent’s efforts by issuing matching shares of Adomani stock to  
4 Respondent and SOC.

5           WHEREAS, on January 26, 2015, the Commissioner issued a Desist and Refrain Order to  
6 Respondent finding that during the period of March 2013 through May 2013 Respondent engaged in  
7 the business of effecting transactions in securities in this state for the account of others or for his own  
8 account when he purchased Adomani stock on behalf of SOC and induced, or attempted to induce,  
9 California residents to purchase stock in Adomani without having a certificate from the  
10 Commissioner authorizing him to act as a broker-dealer, in violation of section 25210, subdivision  
11 (a), of the Corporate Securities Law of 1968 (CSL) (Corp. Code, § 25000 et seq.).

12           WHEREAS, Respondent having timely submitted a request for a hearing on the Desist and  
13 Refrain Order, the matter is presently set before the Office of Administrative Hearings on October  
14 12-14, 2015.

15           WHEREAS, Respondent, without admitting or denying the charges alleged in the Desist and  
16 Refrain Order, seeks to resolve the concerns of the Commissioner by entering into this Stipulation  
17 regarding the Desist and Refrain Order.

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

19           1.       Respondent stipulates to the finality of the Desist and Refrain Order, in the form  
20 attached hereto as Exhibit A, directing Respondent to desist and refrain from effecting any  
21 transaction in securities as a broker-dealer, or inducing or attempting to induce the purchase or sale of  
22 any security, in this state, in violation of section 25210, subdivision (a), of the CSL unless and until  
23 certification has been made under said laws or unless exempt.

24           2.       Respondent hereby withdraws his request for hearing and further waives all rights to  
25 any hearing or appeal of the Desist and Refrain Order.

26           3.       Respondent acknowledges that remedies for violations of the CSL are not exclusive  
27 and may be sought and employed in any combination to enforce the purpose and provisions of this  
28 law.

1           4.       Respondent agrees that nothing in this Stipulation shall preclude the Commissioner, or  
2 her agents or employees, to the extent authorized by law, from assisting or cooperating in any  
3 investigation and/or action brought by any other federal, state or county agency. Respondent further  
4 agrees that this Stipulation shall not bind or otherwise prevent any other federal, state or county  
5 agency from the performance of its duties.

6           5.       Respondent enters into this Stipulation voluntarily and without coercion and  
7 acknowledges that no promises, threats or assurances have been made by the Commissioner or any  
8 officer, or agent thereof, about this Stipulation.

9           6.       Respondent acknowledges that this Stipulation and the Exhibit attached thereto are a  
10 public record.

11           7.       Respondent and the Commissioner agree that this Stipulation may be executed in one  
12 or more separate counterparts, each of which when so executed, shall be deemed an original. Such  
13 counterparts shall together constitute and be one and the same instrument.

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8. This Stipulation shall not become effective until signed by all parties and delivered by the Commissioner’s counsel via electronic mail to Respondent’s counsel James P. Nichols at jnicholslaw@aol.com.

Dated: 9/30/15 JAN LYNN OWEN  
Commissioner of Business Oversight

By \_\_\_\_\_  
Mary Ann Smith  
Deputy Commissioner

Dated: 9/16/15 By \_\_\_\_\_  
James Brent Rogers

Approved as to Form and Content

Dated: 9/22/15  
By \_\_\_\_\_  
James P. Nichols, Esq.  
Attorney for James Brent Rogers