

1 PRESTON DuFAUCHARD  
California Corporations Commissioner  
2 ALAN S. WEINGER  
Acting Deputy Commissioner  
3 JOYCE TSAI (SBN 241908)  
Corporations Counsel  
4 CALIFORNIA DEPARTMENT OF CORPORATIONS  
1350 Front Street, Room 2034  
5 San Diego, California 92101  
Telephone: (619) 525-4043  
6 Attorneys for the Complainant

7  
8 BEFORE THE DEPARTMENT OF CORPORATIONS  
9 OF THE STATE OF CALIFORNIA

10 )  
11 )  
In the Matter of the Desist and Refrain Order )  
against )  
12 ) **STIPULATION TO DESIST AND REFRAIN**  
**DOUGLAS JAMES GOULD, JOHN ) ORDER**  
**CALHOUN, and MAJESTIC SUNSET )**  
**PLAYA AZUL S.A. )**  
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19 IT IS HEREBY STIPULATED AND AGREED between Douglas James Gould ~~John~~ and  
20 Majestic Sunset Playa Azul S.A. (collectively, "Respondents") and the California Corporations  
21 Commissioner ("Commissioner") as follows:

22 WHEREAS, Respondents admit the jurisdiction of the California Department of Corporations  
23 over their persons and over the subject matter of this Stipulation;

24 WHEREAS, Respondents waive the right to any hearing, including that provided by  
25 California Corporations Code Sections 25532, subd. (d), and 25609. Further, Respondents waive any  
26 and all review by a court of law, including that provided by California Government Code section  
27 11523;

28 WHEREAS, all terms used, but not defined herein, shall have the meaning assigned to them

1 by the California Corporations Code;

2 WHEREAS, Respondents represent that no promises of any kind or nature whatsoever were  
3 made to induce Respondents to enter into this Stipulation, and that this Stipulation is a voluntary act  
4 on the part of Respondents;

5 WHEREAS, Respondents, without admitting or denying any of the findings contained within  
6 the Desist and Refrain Order (“Order”), in the form attached hereto as Exhibit A, hereby agree and  
7 stipulate to the Order;

8 WHEREAS, Respondents agree and acknowledge that nothing in this Stipulation shall  
9 preclude the Commissioner or his agents, officers, or employees, to the extent authorized by law,  
10 from referring any evidence or information regarding this matter to any other state or federal law  
11 enforcement official, or from assisting, cooperating, or co-prosecuting with regards to any  
12 investigation and/or action;

13 WHEREAS, Respondents Douglas James Gould and Majestic Sunset Playa Azul S.A.  
14 stipulate and agree to the finality of the Order. Respondents further understand and agree that the  
15 Order remains in effect and is public, and that Respondents shall no make any statement or  
16 representation that is inconsistent with this Stipulation or the Order. Respondents further understand  
17 and agree that this Stipulation does not prevent the Commissioner from taking future action in  
18 regards to this matter.

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This Stipulation may be executed in one or more counterparts, each of which shall be an original but all of which, together, shall be deemed to constitute a single document. A fax signature shall be deemed the same as an original signature.

PRESTON DuFAUCHARD,  
California Corporations Commissioner

Dated: 6/25/09

By \_\_\_\_\_  
Alan S. Weinger  
~~Acting~~ Deputy Commissioner

Dated: 25-06-2009

By \_\_\_\_\_  
Douglas James Gould, Individually and on behalf of  
Majestic Sunset Playa Azul S.A.