CARLA JAMES INTERIM SECURITIES COMMISSIONER

DEPUTY SECURITIES COMMISSIONER

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IN THE MATTER OF ELEVATED SOUND PRODUCTIONS JOINT VENTURE TWO, LLC AND ANDREW CALVO

Order No. ENF-11-CDO-1715

TO: Elevated Sound Productions Joint Venture Two, LLC 8941 Atlanta Avenue #186 Huntington Beach, CA 92646

> Andrew Calvo 8941 Atlanta Avenue #186 Huntington Beach, CA 92646

# AGREED CEASE AND DESIST ORDER

Be it remembered that Elevated Sound Productions Joint Venture Two, LLC ("Respondent ESP") and Andrew Calvo ("Respondent Calvo") (collectively "Respondents") appeared before the Securities Commissioner of Texas ("Securities Commissioner") and consented to the entry of this Order and the Findings of Fact and Conclusions of Law contained herein.

### FINDINGS OF FACT

- Respondents have waived (a) Respondents' right to notice and a hearing in this matter; (b) Respondents' right to appear and present evidence in this matter; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to Respondents by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seg (West 2010) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seg. (Vernon 2000 & Supp. 2008) ("Administrative Procedure Act").
- 2. Respondent ESP maintains a last known address at 8941 Atlanta Avenue #186, Huntington Beach, CA 92646.
- 3. Respondent Calvo maintains a last known address at 8941 Atlanta Avenue #186 Huntington Beach, CA 92646. Respondent Calvo is the managing member of Respondent ESP.

- 4. Respondents have offered for sale membership units in Respondent ESP in Texas.
- 5. The membership units were not registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
- 6. Respondents were not registered with the Securities Commissioner as dealers or agents at any time material hereto.

#### CONCLUSIONS OF LAW

- 1. The above-described notes and warrants are "securities" as that term is defined in Section 4.A of the Texas Securities Act.
- 2. Respondents have violated Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities were not registered with the Securities Commissioner.
- 3. Respondents have violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
- 4. The foregoing violations constitute bases for the issuance of an Agreed Cease and Desist order pursuant to Section 23.A of the Texas Securities Act.

### <u>ORDER</u>

- 1. It is therefore ORDERED that Respondents CEASE AND DESIST from offering for sale and selling any security in Texas until the security is registered with the Securities Commissioner or is offered for sale and sold pursuant to an exemption from registration under the Texas Securities Act.
- 2. It is further ORDERED that Respondents CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.

SIGNED AND ENTERED by the Interim Securities Commissioner this  $28^{\text{TF}}$  day of <u>November</u>, 2011.

Carla James Interim Securities Commissioner

**Respondents:** 

Elevated Sound Productions Joint Venture Two, LLC

By: Andrew Calvo, Managing Member

Andrew Calvo

By: Andrew Calvo, Individually

Approved as to Form:

Joseph Rotunda Director Enforcement Division

Jennifer Irlbeck Attorney Enforcement Division

William D. O'Neal The Law Office of William D. O'Neal, P.C. 527 N. Norris Avenue Tucson, AZ 85719 Attorney for Respondents

### ACKNOWLEDGMENT

On the <u>/b</u> day of <u>Movember</u>, 2011, Elevated Sound Productions Joint Venture Two, LLC ("Respondent ESP"), by and through its managing member, Andrew Calvo, personally appeared before me, executed the foregoing Order and acknowledged that:

- 1. Andrew Calvo is duly authorized to enter into the foregoing Order on behalf of Respondent ESP;
- 2. Andrew Calvo has read the foregoing Order;
- 3. Respondent ESP has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
- 4. Respondent ESP knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and
- 5. Respondent ESP, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.



[affix notary seal here]

Sh. 77mm

Notary Public in and for The State of <u>APRIZONA</u> My commission expires on: 3-21-12

# ACKNOWLEDGMENT

On the <u>/b</u> day of <u>//bUember</u>, 2011, Andrew Calvo, individually ("Respondent Calvo"), personally appeared before me, executed the foregoing Order and acknowledged that:

- 1. Respondent Calvo has read the foregoing Order;
- 2. Respondent Calvo has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
- 3. Respondent Calvo knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein;
- 4. Respondent Calvo, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived his rights as set forth therein.



[affix notary seal here]

<u>Str/may</u> Notary Public in and for

Notary Public in and for The State of <u>ANIZOWS</u> My commission expires on: <u>3-2(-(z</u>\_\_\_\_\_\_)