

1 PRESTON DuFAUCHARD  
California Corporations Commissioner  
2 ALAN S. WEINGER  
Deputy Commissioner  
3 AFSANEH EGHBALDARI (CA BAR NO. 250107)  
Corporations Counsel  
4 DEPARTMENT OF CORPORATIONS  
1350 Front Street, Room 2034  
5 San Diego, California 92101  
Telephone: (619) 645-3166  
6

7 Attorneys for Complainant

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

10  
11 In the Matter of the Desist and Refrain Order )  
12 Issued To: )  
13 )  
14 Cal-Terra Partners, LLC., Re-Acquis )  
Management, Inc., Jerome "Jerry" Malcolm, )  
15 Respondents. )  
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**STIPULATION TO DESIST AND REFRAIN ORDER**

21 IT IS HEREBY STIPULATED AND AGREED between Cal-Terra Partners, LLC., Re-  
22 Acquis Management, Inc., Jerome "Jerry" Malcolm (hereafter "Respondents") and Preston  
23 DuFauchard, California Corporations Commissioner ("Commissioner"), as follows:

24 WHEREAS, Respondents admit the jurisdiction of the California Department of  
25 Corporations over their persons and over the subject matter of this Stipulation.

26 WHEREAS, Respondents waive their rights to any reconsideration, appeal, or any other  
27 rights which may be afforded pursuant to California Corporations Code sections 25532 and 25609,  
28 or any other provision of law in connection with these matters, including, but not limited to

1 Government Code sections 11521 and 11523, and any writ proceeding in accordance with the Code  
2 of Civil Procedure.

3 WHEREAS, all terms used, but not defined herein, shall have the meaning assigned to them  
4 by the California Corporations Code.

5 WHEREAS, Respondents represent that no promises of any kind or nature whatsoever were  
6 made to induce Respondents to enter into this Stipulation, and that this Stipulation is a voluntary act  
7 on the part of Respondents.

8 WHEREAS, Respondents represent, warrant, and agree that they have received or been  
9 advised to seek independent legal advice from their attorneys with respect to the advisability of  
10 executing this Stipulation.

11 WHEREAS, Respondents stipulate to the issuance of the Desist and Refrain Order (“Order”),  
12 in the form attached hereto as Exhibit A, directing Respondents to desist and refrain from the further  
13 offer or sale of securities in the State of California, unless and until qualification has been made  
14 under said law or unless exempt.

15 WHEREAS, Respondents hereby agree and stipulate to the Order.

16 WHEREAS, Respondents hereby understand and agree not to represent that this Stipulation  
17 is a settlement or a withdrawal of the Order.

18 WHEREAS, Respondents agree and acknowledge that nothing in this Stipulation shall  
19 preclude the Commissioner, his agents, officers, or employees, to the extent authorized by law, from  
20 referring any evidence or information regarding this matter to any other state or federal law  
21 enforcement official, or from assisting, cooperating, or co-prosecuting with regards to any  
22 investigation and/or action.

23 WHEREFORE, Respondents Cal-Terra Partners, LLC., Re-Acquis Management, Inc., and  
24 Jerome “Jerry” Malcolm stipulate and agree to the finality of the Commissioner’s Order.  
25 Respondents further understand and agree that the Order remains in effect, is public and that  
26 Respondents cannot deny the violations cited in the Commissioner’s Order or make any statement or  
27 representation that is inconsistent with this Stipulation or the Order. Respondents further understand  
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and agree this Stipulation does not prevent the Commissioner from taking future action in regard to this matter.

PRESTON DuFAUCHARD,  
California Corporations Commissioner

Dated: 1/6/2010

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

Dated: 12/23/09

By \_\_\_\_\_  
Jerome "Jerry" Malcolm, individually and on behalf of  
Cal-Terra Partners, LLC., and Re-Acquis Management,  
Inc.

Approved as to Form

Dated: 12/28/09

By \_\_\_\_\_  
John W. Fagerholm, Esq.  
Attorney for Cal-Terra Partners, LLC., Re-Acquis  
Management, Inc., and Jerome "Jerry" Malcolm

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

**TO: Cal-Terra Partners, LLC.**  
**Re-Acquis Management, Inc.**  
**Jerome “Jerry” Malcolm**

16133 Ventura Blvd., Suite 700  
Encino, CA 91436

6355 Topanga Canyon Blvd., Suite 215  
Woodland Hills, CA 91367

409 N. Pacific Coast Highway, Suite 296  
Redondo Beach, CA 90277

<http://www.calterrapartners.com/>

<http://calterrallc.com/>

**DESIST AND REFRAIN ORDER**  
**(For violations of section 25110 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. Cal-Terra Partners, LLC. (hereinafter, “Cal-Terra”) is, and was at all relevant times herein, a Delaware limited liability company located at 16133 Ventura Blvd., Suite 700, Encino, CA 91436. Cal-Terra was located at 6355 Topanga Canyon Blvd., Suite 215, Woodland Hills, CA 91367. Cal-Terra maintained websites at <http://www.calterrapartners.com/> and <http://calterrallc.com/>, which are now inactive and parked domains.

2. Re-Acquis Management, Inc. (hereinafter, “Re-Acquis”) is, and was at all relevant times herein, a California corporation with its address at 16133 Ventura Blvd., Suite 700, Encino, CA 91436. Re-Acquis was located at 409 N. Pacific Coast Highway, Suite 296, Redondo Beach, CA 90277 and 6355 Topanga Canyon Blvd., Suite 215, Woodland Hills, CA 91367.

3. Jerome “Jerry” Malcolm (hereinafter, “Malcolm”) is, and was at all relevant times herein, the president of Cal-Terra.

4. Malcolm is, and was at all relevant times herein, the president, chief financial officer and director of Re-Acquis.

1 5. The purported purpose of the offerings was to rehabilitate, provide capital improvements, rent  
2 and or sell developed and undeveloped commercial and residential real properties.

3 6. Beginning in 2008, Cal-Terra, Re-Acquis, and Malcolm offered and sold securities in the  
4 form of shares of Cal-Terra membership interest.

5 7. Shares of Cal-Terra membership interest are securities pursuant to California Corporations  
6 Code section 25019.

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

10 Based upon the foregoing findings, the California Corporations Commissioner is of the  
11 opinion that the shares of Cal-Terra membership interest offered and sold by Cal-Terra Partners,  
12 LLC., Re-Acquis Management, Inc., and Jerome "Jerry" Malcolm are securities subject to  
13 qualification under the California Corporate Securities Law of 1968 and are being or have been  
14 offered or sold without being qualified, in violation of California Corporations Code section 25110.

15 Pursuant to section 25532 of the Corporations Code, Cal-Terra Partners, LLC., Re-Acquis  
16 Management, Inc., and Jerome "Jerry" Malcolm are hereby ordered to desist and refrain from the  
17 offer or sale of securities in the State of California, including, but not limited to, shares of Cal-Terra  
18 membership interest unless and until qualification has been made under the law or unless exempt.

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

21  
22 Dated: January 6, 2010  
23 Los Angeles, California

PRESTON DuFAUCHARD  
California Corporations Commissioner

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25  
26 By \_\_\_\_\_  
27 ALAN WEINGER  
28 Deputy Commissioner  
Enforcement Division