

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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

TO: U.S. Biofuels, Inc.
James C. Munsen
Brian Sullivan
Gilbert Rousseau
7552 Hayvenhurst Place
Van Nuys, California 91406

Vista Biofuels, Inc.
James Collins
9680 West Tropicana Avenue, Suite 141
Las Vegas, Nevada 89147

McCabe Ventures, Inc.
Robert Scaccianoce
18584 Lime Circle
Fountain Valley, California 92708

DESIST AND REFRAIN ORDER

(For violations of sections 25110 and 25401 of the Corporations Code)

The California Corporations Commissioner finds that:

1. At all relevant times, U.S. Biofuels, Inc. (“U.S. Biofuels”), a Nevada Corporation, maintained a business address at 7552 Hayvenhurst Place, Van Nuys, California, 91406.
2. At all relevant times, James C. Munsen (“Munsen”) was Chief Executive Officer of U.S. Biofuels, and was responsible for actions of the company in this capacity.
3. At all relevant times, Brian Sullivan (“Sullivan”) was President of U.S. Biofuels, and was responsible for actions of the company in this capacity.
4. At all relevant times, Gilbert Rousseau (“Rousseau”) was the Director, President, Secretary, or Treasurer of U.S. Biofuels, and was responsible for the actions of the company in these capacities. Subsequently, Rousseau oversaw the company’s name change from U.S. Biofuels, Inc., to Vista Biofuels, Inc. (“Vista Biofuels”).

1 5. In or about April 2010, U.S. Biofuels became Vista Biofuels, a Nevada corporation, which
2 maintained a business address at 9680 West Tropicana Avenue, Suite 141, Las Vegas, Nevada,
3 89147.

4 6. At all relevant times, Gilbert Rousseau was Vice President, Chief Operating Officer, or
5 Secretary of Vista Biofuels, and was responsible for actions of the company in these capacities.

6 7. At all relevant times, James Collins (“Collins”) was listed as Agent for Service of Process and
7 served as President and Chief Operating Officer of Vista Biofuels. Collins was responsible for actions
8 of the company in this capacity.

9 8. At all relevant times, McCabe Ventures, Inc. (“McCabe Ventures”), a California corporation,
10 maintained a business address at 18584 Lime Circle, Fountain Valley, California 92708.

11 9. At all relevant times, Robert Scaccianoce (“Scaccianoce”) was listed as McCabe Ventures’
12 Agent for Service of Process, served as President of the company, and was responsible for actions of
13 the company in these capacities.

14 10. At various times throughout 2009 and 2010, U.S. Biofuels, Vista Biofuels, Inc., Sullivan,
15 Rousseau, Munsen, Collins, McCabe Ventures, and Scaccianoce (hereinafter referred to collectively
16 as “Respondents”) offered and sold securities to California residents in the form of U.S. Biofuels
17 stock and stock purchase warrants. These offers and sales were made through the use of general
18 solicitations in the form of “cold calls”. The purpose of the offering was to raise money to develop
19 and market biodiesel fuel derived from feedstock generated at a number of the company’s algae
20 farming facilities.

21 11. These securities were offered or sold in the State of California in issuer transactions. The
22 Department of Corporations has not issued a permit or other form of qualification authorizing any
23 person or entity to offer and sell these securities in this State.

24 12. In connection with these offers and sales, Respondents misrepresented or failed to disclose to
25 investors some or all of the following material facts:

26 a) That on December 3, 2007 the Commissioner for the California Department of
27 Corporations issued a Desist and Refrain Order (“Order”) against Gilbert Rousseau for his activities
28 as Chief Operating Officer of Single Source Technology, Inc. Specifically, the Commissioner found

1 that Rousseau offered and sold unqualified securities through the use of general solicitations in the
2 form of “cold calls” in violation of Corporations Code Section 25110, and violated Corporations
3 Code section 25401 when he failed to tell potential investors that Single Source Technology, Inc. was
4 the subject of a Cease and Desist Order issued by the Pennsylvania Securities Commission on May
5 11, 2004 finding that Single Source Technology had solicited investors through “cold calls.” The
6 Order was served on Rousseau on December 7, 2007, and prohibited him from offering or selling
7 unqualified securities in California, and from doing so by means of misstatements or omissions of
8 material fact.

9 b) That U.S. Biofuels and/or Vista Biofuels had not commenced production of biodiesel
10 at its California facilities, thereby exaggerating to investors the extent of its operations.

11
12 Based on the forgoing findings, the California Corporations Commissioner is of the opinion
13 that the stock and stock purchase warrants offered and sold by U.S. Biofuels, Inc., Vista Biofuels,
14 Inc., James C. Munsen, Brian Sullivan, Gilbert Rousseau, James Collins, McCabe Ventures, Inc., and
15 Robert Scaccianoce are securities which are subject to qualification under the California Corporate
16 Securities Law of 1968, and that these securities have been and are being offered and sold without
17 qualification, and are not exempt, in violation of Corporations Code section 25110.

18 Pursuant to section 25532 of the Corporations Securities Law, U.S. Biofuels, Inc., James C.
19 Munsen, Brian Sullivan, James Collins, Vista Biofuels, Inc., Gilbert Rousseau, McCabe Ventures,
20 Inc., and Robert Scaccianoce are hereby ordered to desist and refrain from the further offer and/or
21 sale in the State of California of securities, including but not limited to shares of stock or stock
22 purchase warrants, unless and until qualification has been made under the law or unless exempt.

23 Further, the California Corporations Commissioner is of the opinion that U.S. Biofuels, Inc.,
24 Vista Biofuels, Inc., James C. Munsen, Brian Sullivan, Gilbert Rousseau, James Collins, McCabe
25 Ventures, Inc., and Robert Scaccianoce have offered or sold securities in this state by means of
26 written or oral communications which included an untrue statement of material fact or omitted to
27 state a material fact necessary to make Respondents’ statements, in light of the circumstances under
28

1 which they were made, not misleading, in violation of section 25401 of the Corporate Securities Law
2 of 1968.

3 Pursuant to section 25532 of the Corporations Securities Law, U.S. Biofuels, Inc., James C.
4 Munsen, Brian Sullivan, James Collins, Vista Biofuels, Inc., Gilbert Rousseau, McCabe Ventures,
5 Inc., and Robert Scaccianoce are hereby ordered to desist and refrain from offering or selling any
6 security in the State of California, including but not limited to shares stock and stock purchase
7 warrants, by means of any written or oral communication which includes an untrue statement of a
8 material fact or omits to state a material fact necessary in order to make the statements made, in light
9 of the circumstances under which they were made, not misleading.

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

12

13 Dated: November 4, 2010
14 Sacramento, California

PRESTON DuFAUCHARD
California Corporations Commissioner

15

16

By _____
ALAN S. WEINGER
Deputy Commissioner

17

18

19

20

21

22

23

24

25

26

27

28