

1 STATE OF CALIFORNIA
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY
3 DEPARTMENT OF CORPORATIONS

4 TO: B2B Venture Partners USA (also known as "usaB2Bvp")
5 96investors.com
6 Ananda Glover-Akpey
7 Charter School Funding 1-2-3
8 8350 Wilshire Blvd., Suite 200
9 Beverly Hills, CA 90211

10 DESIST AND REFRAIN ORDER
11 (For violations of sections 25110 and 25401 of the California Corporations Code)

12 The California Corporations Commissioner ("Commissioner") finds that:

- 13 1. During the period of January 2009 to present, B2B Venture Partners USA (hereinafter
14 referred to as "usaB2Bvp") is or was a business of unknown legal status with a mailing address of
15 8350 Wilshire Boulevard, Suite 200, Beverly Hills, California, 90211. The purported mission of
16 usaB2Bvp is to provide an Internet-based "venture capital social network" promoting "group-
17 cooperative economics."
- 18 2. At all relevant times, Ananda Glover-Akpey ("Glover-Akpey") is or was the president and
19 chief executive officer of usaB2Bvp.
- 20 3. Beginning as early January 2011, usaB2Bvp used an Internet website at www.usab2bvp.com
21 to solicit members of the general public to pay a \$30 subscription fee to join its "online social
22 network for venture capital. . .where 14 million partners can participate in the creation, development,
23 funding, management, operation and majority ownership of 364 new companies."
- 24 4. The usaB2Bvp website represented that the social network subscription fees that were to be
25 paid by a projected 14 million "partners" would be used to fund operating expenses and seed a large
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1 “venture capital fund” to provide up to \$1,000,000 start-up capital to each of the 364 new companies
2 to be created during the span of one year.

3 5. At all relevant times the usaB2Bvp website stated: “Our product is a subscription service for
4 access to various opportunities and financial benefits in the usaB2Bvp social network. . . Your \$30
5 qualifies you for ownership in multiple companies.” As an incentive to subscribe, usaB2Bvp offered
6 “free customer stock options,” allowing each “partner” the first option to purchase equity in any of
7 the 364 new companies upon the initial public offering of stock.
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9 6. To further entice members of the public to subscribe to its venture capital social network,
10 usaB2Bvp offered “an equity distribution plan” whereby usaB2Bvp claimed it would purchase 95%
11 to 100% of registered shares of an undisclosed public company and redistribute 46% of the stock to
12 social network partners, which usaB2Bvp claimed would be “worth much more” than the
13 subscription fee.
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15 7. Additionally, usaB2Bvp employs a marketing scheme called the “\$10K Linking Program”
16 that offers social network partners the chance to win a daily \$10,000 cash bonus for recruiting other
17 fee-paying subscribers into the usaB2Bvp social network.
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19 8. Beginning as early as January 2011, usaB2Bvp and Glover-Akpey also operated an Internet
20 website at www.961investors.com.
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22 9. The 961investors.com website seeks to solicit 961 investors to buy “options for participation”
23 to purchase “equity units” at the cost of \$1000 each in an unidentified limited liability company
24 referred to as “Marketing LLC.” Once 961 investors have subscribed or \$961,000 worth of
25 participation options have been sold, usaB2Bvp promises to purchase 95% to 100% of registered
26 shares in an undisclosed public company and redistribute 29% of the stock to the 961 investors,
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1 resulting in a projected “dividend yield” of at least 60%. The 961investors.com website states, “Just
2 remember that each dollar invested brings you an asset value of six dollars.”

3 10. The 961investors.com website advises, “You don’t have to be an accredited investor.” The
4 website also claims, “Our social network company is not registered with the SEC [U.S. Securities and
5 Exchange Commission] because it is a private company.”

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7 11. Peacock Veggie Express is a vegetarian fast food restaurant franchise concept that the
8 961investors.com website promotes as one of the “364 new public companies” slated to receive up to
9 \$1,000,000 in start-up funding from social network investors. In June 2010, Glover-Akpey filed a
10 fictitious business name statement in Los Angeles for Peacock Veggie Express; however, there is no
11 record of corporate filings with the California Secretary of State.

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13 12. The Peacock Veggie Express website (www.peacockvexpress.com) solicits subscribers for the
14 usaB2Bvp social network and also seeks entrepreneurs to open “licensed restaurant operations” in all
15 50 states.

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17 13. The Peacock Veggie Express website assures restaurant operators the potential for
18 commercial success through an investment-based customer loyalty program. By paying a \$44
19 “annual fee” for a “Peacock Card,” restaurant customers receive “ownership interest” in the
20 company, and they may amass “more financial value” each time the card is used to purchase food at a
21 Peacock Veggie Express restaurant.

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23 14. Peacock Veggie Express is not registered to offer or sell franchises in the State of California
24 pursuant to the California Franchise Investment Law (Corporations Code sections 31000 *et seq.*).

25 15. Charter School Funding 1-2-3 is another of the “364 new public companies” that the
26 961investors.com website proposes to be funded by social network investors. In April 2010, Glover-
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1 Akpey filed a fictitious business name statement in Los Angeles for Charter School Funding 1-2-3;
2 however, there is no record of corporate filings with the California Secretary of State.

3 16. The Charter School Funding 1-2-3 website (www.csf123.net) directly links visitors to the
4 usaB2Bvp social network subscription page and urges supporters of charter school education to make
5 a \$100 “donation” to the social network in exchange for “free stock” in Charter School Funding 1-2-
6 3.

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8 17. In connection with the offer and sale of these subscriptions or investment contracts in the
9 form of interests in partnerships in the usaB2Bvp venture capital social network, “options for
10 participation” in equity units in the 961investors.com investment program, and “free stock” in
11 Charter School Funding 1-2-3, B2B Venture Partners USA, 961investors.com, Charter School
12 Funding 1-2-3 and Ananda Glover-Akpey made, or caused to be made, misrepresentations of material
13 fact or omitted to state material facts necessary in order to make the statements made, in the light of
14 the circumstances under which they were made, not misleading. These misrepresentations and
15 omissions include, but are not limited to, the following:
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18 a. Failing to inform investors that the subscriptions or investment contracts in the form of
19 interests in partnerships in the usaB2Bvp venture capital social network, “options for participation” in
20 equity units in the 961investors.com investment program, and “free stock” in Charter School Funding
21 1-2-3 were subject to qualification in the State of California.

22 b. Misrepresenting to visitors of the 961investors.com public website that they need not be
23 “accredited” to invest in the 961investors.com investment program.

24 c. Misleading investors to believe that usaB2Bvp is operating in compliance with federal
25 securities laws by virtue of the assertion that it is a “privately-held company” not required to
26 “register” with the SEC.

27 d. Misrepresenting to investors that the usB2Bvp social network investment model provides
28 “a low-risk, high-upside opportunity” despite the fact that profit projections are based on the

1 unsubstantiated and tenuous claim that “the usB2Bvp social network is projected to grow to 14
2 million members in 120 days.”

3 e. Failing to disclose on the 961investors.com website that Glover-Akpey founded and owns
4 Peacock Veggie Express and Charter School Funding 1-2-3, two of the “364 new companies” slated
5 to receive up to \$1,000,000 in start-up capital from investor funds.

6 18. The Department of Corporations has not issued a permit or other form of qualification
7 authorizing any person to offer and sell these securities in this state.

8 Based on the foregoing findings, the Commissioner is of the opinion that the subscriptions or
9 investment contracts in the form of interests in partnerships in the usaB2Bvp venture capital social
10 network, “options for participation” in equity units in the 961investors.com investment program, and
11 “free stock” in Charter School Funding 1-2-3 offered by B2B Venture Partners USA,
12 961investors.com, Charter School Funding 1-2-3 and Ananda Glover-Akpey are securities subject to
13 qualification under Corporations Code section 25110. These securities are or have been offered or
14 sold without being qualified or exempt.

15 Further, the Commissioner is of the opinion that the securities offered by B2B Venture
16 Partners USA, 961investors.com, Charter School Funding 1-2-3 and Ananda Glover-Akpey were
17 offered in this state by means of written or oral communications that included untrue statements of
18 material fact in violation of section 25401 of the Corporations Code.

19 Pursuant to Corporations Code section 25532, B2B Venture Partners USA, 961investors.com,
20 Charter School Funding 1-2-3 and Ananda Glover-Akpey are hereby ordered to desist and refrain
21 from the further offer or sale in the State of California of securities, including but not limited to
22 subscriptions or investment contracts in the form of interests in partnerships in the usaB2Bvp venture
23 capital social network, “options for participation” in equity units in the 961investors.com investment
24 program, and “free stock” in Charter School Funding 1-2-3, unless and until qualification has been
25 made under said law or unless exempt.

26 Pursuant to Corporations Code section 25532, B2B Venture Partners USA, 961investors.com,
27 Charter School Funding 1-2-3 and Ananda Glover-Akpey are hereby ordered to desist and refrain
28 from offering or selling any security in the State of California, including but not limited to

1 subscriptions or investment contracts in the form of interests in partnerships in the usaB2Bvp venture
2 capital social network, “options for participation” in equity units in the 961investors.com investment
3 program, and “free stock” in Charter School Funding 1-2-3, by means of any written or oral
4 communication which includes an untrue statement of a material fact.

5 This Order is necessary, in the public interest, for the protection of investors and consistent
6 with the purposes, policies, and provisions of the California Corporations Code.

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8 Dated: May 24, 2011
9 Los Angeles, California

PRESTON DUFAUCHARD
California Corporations Commissioner

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11 By _____
12 ALAN S. WEINGER
13 Deputy Commissioner
14 Enforcement Division
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