

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

TO: William S. Irwin a.k.a. William Stewart Irwin
Victorian Village Investments, Inc.
P.O. Box 865
Lakeport, CA 95453

1930 S. Main Street
Lakeport, CA 95453

1775 Quail Ridge Rd.
Lakeport, CA 95453

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, Victorian Village Investments, Inc. (“VV”) is or was a California corporation with a mailing address of P.O. Box 865, in Lakeport, California, and with a principal place of business purportedly located at 1930 S. Main Street, in Lakeport, California.
2. At all relevant times, William S. Irwin, a.k.a. William Stewart Irwin (“Irwin”), is or was the president and representative of VV and purportedly transacts business in and from Lakeport, California.
3. Beginning in or about 2010, VV and Irwin offered and sold securities in the form of promissory notes, debentures or evidences of indebtedness relating to real estate, with VV and Irwin as the borrower. Pursuant to the terms of these promissory notes, a California investor would pay over \$100,000.00 to VV and Irwin for the purpose of investing in the purchase of real estate lots in Lake County, California. California investors would receive a profit yield of at least 6% annual percentage rate on their investment along with the option to purchase lots at a low cost.
4. Beginning in or about 2010, VV and Irwin, offered and sold the above described securities in the form of promissory notes, debentures or evidences of indebtedness in the State of California.

1 5. These securities in the form of promissory notes, debentures or evidences of indebtedness
2 were offered and sold in California in issuer transactions. The Department of Corporations has not
3 issued a permit or other form of qualification authorizing any person to offer and sell these securities
4 in the form of promissory notes, debentures or evidences of indebtedness in California.

5 6. Beginning in or about 2010, VV and Irwin misrepresented to investors that investors would
6 receive a profitable return on their investment, and that any money invested would be paid back or
7 recouped by the investor so as to consider the investment a “sure thing”.

8 Based on the foregoing findings, the California Corporations Commissioner finds that the
9 promissory notes, debentures or evidences of indebtedness sold by Victorian Village Investments,
10 Inc. and William S. Irwin, a.k.a. William Stewart Irwin are securities subject to qualification under
11 the California Corporations Code. These securities are or were offered and sold without being
12 qualified or exempt, in violation of Section 25110 of the California Corporations Code.

13 Pursuant to section 25532 of the California Corporations Code, Victorian Village
14 Investments, Inc. and William S. Irwin, a.k.a. William Stewart Irwin are hereby ordered to desist and
15 refrain from the further offer or sale in the State of California of securities, including promissory
16 notes, debentures or evidences of indebtedness, unless and until qualification has been made under
17 said law or unless exempt.

18 Further, the California Corporations Commissioner is of the opinion that the securities in the
19 form of promissory notes, debentures or evidences of indebtedness were offered or sold in this State
20 by means of a written or oral communication which included an untrue statement of material fact or
21 omitted to a state material fact necessary to make the statement made, in the light of the
22 circumstances under which they were made, not misleading, in violation of section 25401 of the
23 Corporate Securities Law of 1968.

24 Pursuant to section 25532 of the Corporate Securities Law of 1968, Victorian Village
25 Investments, Inc. and William S. Irwin, a.k.a. William Stewart Irwin are hereby ordered to desist and
26 refrain from offering or selling or buying or offering to buy any security in the State of California,
27 including but not limited to securities in the form of promissory notes, debentures or evidences of
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1 indebtedness, by means of any written or oral communication which includes an untrue statement of
2 material fact or omits to state a material fact necessary in order to make the statements made, in the
3 light of circumstances under which they were made, not misleading.

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

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Dated: July 23, 2012
Sacramento, California

JAN LYNN OWEN
California Corporations Commissioner

By _____

ALAN S. WEINGER
Deputy Commissioner
Enforcement Division