

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

ROKY CALDERA GOLD INVESTMENTS )  
MICHAEL ALAN PARSONS )  
TVA CAPITAL LLC )  
JAMES WILLIAM CASPARIE )  
DANIEL JAMES MCGINNITY )

ADMINISTRATIVE ORDER  
NO, CD-2012-0016

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RESPONDENTS )

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. ROKY CALDERA GOLD INVESTMENTS, LLC (ROKY) is a Delaware Limited Liability Company incorporated on May 12, 2009, with a company address of 4035 Country Trails, Bonita, CA 91902.

2. MICHAEL ALAN PARSONS (PARSONS), CRD #819529 at all time relevant, was the manager of ROKY with a business address of 4035 Country Trails, Bonita, CA 91902.

3. TVA CAPITAL LLC, (TVA) is a California company, formed on January 1, 2005, with a main address of 130 Theory, Suite 200, Irvine, CA 92617. TVA is listed as a broker

dealer in the Central Registration Depository (CRD) #135442.

4. JAMES WILLIAM CASPARIE (CASPARIE), CRD #4957754 at all time relevant, was the managing member of TVA with a residential address of 6580 Edinboro Circle, Anaheim, CA 92807.

5. DANIEL JAMES MCGINNITY (MCGINNITY), CRD #4713612 at all time relevant, was an agent of TVA with a business address of 617 Marquesa Trail, Georgetown, TX 78633.

### STATEMENT OF FACTS

6. On June 11, 2010, TVA filed an application electronically via Web CRD for registration as a broker-dealer in the State of Alabama.

7. During the registration review the Commission learned that in November 2009, MCGINNITY called an Alabama resident and gave a presentation describing an investment offering for ROKY. MCGINNITY represented to the Alabama resident that he personally invested in ROKY. The Alabama resident requested paperwork and additional information on ROKY. The Alabama resident subsequently received a ROKY private placement memorandum and subscription agreement. The Alabama resident received a "receipt of memorandum and representation" acknowledging receipt of private placement memorandum No. #20, for ROKY." The Alabama resident signed and dated the "receipt of memorandum and representation" on November 9, 2009.

8. Subsequently, the Alabama resident returned the completed subscription agreement along with a cashier's check in the amount of \$49,344 dated November 24, 2009, to "James Casparie, Managing Member, TVA Capital, LLC, 220 Newport Beach, CA 92660."

9. The Alabama resident's cashier's check was issued for the purchase of "preferred class two units (PC2) for ROKY."

10. On January 18, 2011, the Commission learned that ROKY paid a 10% commission in the amount of \$4,934.40 to TVA with respect to the sale to the Alabama resident. On March 28, 2012, the Commission spoke to MCGINNITY about his sale to the Alabama resident. MCGINNITY stated his position with TVA was "senior vice president and that he was a licensed broker." MCGINNITY stated TVA's main office was in California and his branch office was located in Georgetown, Texas. MCGINNITY stated he received a commission for his sale of ROKY to the Alabama resident in "the amount of over \$4,000 sounded about right." A check of the CRD reflected that MCGINNITY was employed with TVA as a representative from July 6, 2009, through June 27, 2011.

11. Subsequent to the Alabama resident's investment with ROKY, the Alabama resident received several newsletters from ROKY. The newsletters purported to update the Alabama resident on the status of his investment. The newsletters were e-mailed from PARSONS to the Alabama resident. The newsletters were signed by PARSONS, identified in the e-mails as managing member of ROKY.

12. A review of the Registration files of the Commission disclosed no record of registration or exemption from registration for the RESPONDENTS as a Broker-Dealer or Investment Advisor in the state of Alabama, or any record of registration for ROKY, TVA or MCGINNITY as Agent or Investment Advisor Representative. Additionally, no notice filing was perfected for ROKY relative to a Form D filing for the offering.

13. The securities offered and sold by Respondents to the Alabama investor are neither registered nor subject to a perfected exemption from registration in the state of Alabama.

#### CONCLUSIONS OF LAW

14. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of security includes any units. The investments made by the Alabama investor were evidenced by 2 units of ROKY and are securities under the Act.

15. Pursuant to Section 8-6-2(2), Code of Alabama 1975, an agent is any individual other than a dealer who represents a dealer or issuer in effecting or attempting to effect sales of securities. MCGINNITY's actions, as described herein, establish that MCGINNITY acted as an agent of TVA and ROKY in the offer or sale of a security as set forth in the Act.

16. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any dealer or issuer to employ an agent unless the agent is registered. PARSONS and ROKY employed unregistered agents and an unregistered broker dealer to sell its securities to at least one Alabama resident in violation of the Act.

17. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under the Act. MCGINNITY, CASPARIE and TVA are not and were not registered as an agent or broker dealer in the state of Alabama. MCGINNITY, CASPARIE and TVA have effected a securities transaction with at least one Alabama residents in violation of the Act.

18. Pursuant to Section 8-6-4, Code of Alabama 1975, "it is unlawful for any person to offer or sell any security in this state unless: It is registered under this article, or the security is exempt from registration under section 8-6-10; or the transaction is exempt under section 8-6-11." The securities offered by **RESPONDENTS**, to wit: ROKY was neither registered nor subject to a perfected exemption from registration in violation of the Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that may be available to it under the Alabama Securities Act.

Additionally, if the allegations set forth herein are found to be true, through either administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the respondents, it is the intention of the Commission to impose

sanctions upon the RESPONDENTS. Such sanctions may include, inter alia, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative costs arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

**ACCORDINGLY, IT IS HEREBY ORDERED** that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, AL, this 4th day of May, 2012.



ALABAMA SECURITIES COMMISSION  
P.O. Box 304700  
Montgomery, AL 36130-4700  
(334) 242-2984

BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over the printed name and title. The signature is stylized and somewhat illegible.

JOSEPH P BORG  
DIRECTOR