

STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION

IN THE MATTER OF DETERMINING
whether there has been a violation
of the Securities Act of the State
of Washington by:

Joseph Winfield "Hap" Langlie, U.S. Monolith
Ministry #2, The VenPar Group, and Windy
Langlie Tennis Center No. 1,

Respondents.

Order No. S-05-212-05-FO01

ENTRY OF FINDINGS OF FACT AND
CONCLUSIONS OF LAW AND FINAL
ORDER TO CEASE AND DESIST

THE STATE OF WASHINGTON TO:

Joseph W. "Hap" Langlie
U.S. Monolith Ministry #2
The VenPar Group
Windy Langlie Tennis Center No. 1

On November 28, 2005, the Securities Administrator of the State of Washington issued Summary Order to Cease and Desist, No. S-05-212-05-TO01, against the above-named respondents. The Summary Order, together with a Notice of Opportunity to Defend and Opportunity for Hearing ("Notice"), and an Application for Adjudicative Hearing ("Application"), were served on Respondents on December 7, 2005.

On December 22, 2005, the Securities Division received Respondents' Applications. Respondents indicated that in lieu of an administrative hearing, they elected to submit a written statement for consideration by the Agency Director or Securities Administrator. The written statement indicated that (1) due to a current criminal investigation of Respondent Langlie, Respondent Langlie would assert his right to remain silent and would not otherwise respond to the Summary Order; (2) by filing the written statement, Respondent Langlie neither admits nor denies the findings of fact set forth in the Summary Order; and (3), for the limited purpose of resolving the administrative action, all four Respondents would waive their rights to an administrative hearing, would not contest the findings of fact, and would not pursue judicial review of this Final Order.

ENTRY OF FINDINGS OF FACT AND
CONCLUSIONS OF LAW AND FINAL
ORDER TO CEASE AND DESIST

1 Having considered Respondents' written statement, the Securities Administrator makes the following
2 findings of fact and conclusions of law:

3 **FINDINGS OF FACT**

4 *I. RESPONDENTS*

5 1. Joseph Winfield "Hap" Langlie ("Langlie") was at all times relevant to this order a resident of
6 Mountlake Terrace, Washington. He is the sole officer and director of all three firms named in this order.

7 2. U.S. Monolith Ministry #2 ("Monolith") is an active Washington non-profit corporation authorized to
8 do business June 8, 2000. Monolith offers to assist consumers interested in multi-level and network
9 marketing expand their businesses by building "downlines" in six network marketing companies, including
10 The VenPar Group. Langlie is the sole officer and director of Monolith.

11 3. The VenPar Group ("VenPar") is an active Washington non-profit corporation authorized to do
12 business November 20, 1998. VenPar is a home-based business opportunity that offers multi-level
13 marketing assistance. Langlie is the sole officer and director of VenPar.

14 4. Windy Langlie Tennis Center No. 1 ("Windy") is an active Washington non-profit corporation
15 authorized to do business June 8, 2000. Langlie hopes to create local tennis centers named after his father,
16 Joseph W. "Windy" Langlie, Sr. Langlie is the sole officer and director of Windy.

17 5. Respondents Langlie neither admits nor denies the Findings of Fact and Conclusions of Law
18 contained in this Final Order.

19 *II. NATURE OF CONDUCT*

20 6. On or about July 29, 2002, Langlie and Monolith received \$64,000 from an investor in exchange for a
21 note paying 100% interest in four months. The note was never paid.

22 7. On March 2, 2005, the Securities Division received a complaint alleging that Langlie had recently taken
23 \$20,000 from an elderly neighbor, a widower, under false pretenses.

1 8. On October 27, 2005, Langlie provided information to the Securities Division indicating that during
2 the preceding twelve months, he had raised at least \$100,000 for three businesses, Monolith, Venpar, and
3 Windy. Langlie raised the money from approximately 40 individual investors, at least 10 of whom reside in
4 Washington. Langlie indicated that in exchange for the funds he issued promissory notes or investment
5 contracts to the investors promising various rates of return.

6 9. Langlie failed to disclose to those investors that the Securities Division has taken action against him for
7 violations of the Securities Act on two prior occasions:

8 a. Securities Division Temporary Order to Cease and Desist SDO-73-89, entered May
9 10, 1989, enjoined Langlie from offering or selling securities in violation of RCW
10 21.20.140, the securities registration provision; RCW 21.20.010, the anti-fraud provision;
11 and RCW 21.20.040, the salesperson registration provision.

12 b. Securities Division Statement of Charges SDO-27-98, entered April 22, 1998, advised
13 Langlie that the Division intended to enter an Order against him enjoining him from
14 future violations of RCW 21.20.140, .010, and .040.

15 10. Langlie represented that he would use investor funds to develop Monolith, Venpar, and Windy.

16 *III. REGISTRATION STATUS*

17 11. The offer and sale of securities by Respondents Langlie, Monolith, VenPar, and Windy is not
18 currently registered in Washington State and has not previously been so registered.

19 12. Respondent Langlie is not currently registered as a securities salesperson or broker-dealer in
20 Washington State and has not previously been registered.

21 Based on the foregoing Findings of Fact, the following Conclusions of Law are made.

22 **CONCLUSIONS OF LAW**

23 1. The offer or sale of the promissory notes and investment contracts described above constitutes the
24 offer and sale of a security as defined in RCW 21.20.005 (10) and (12).

1 2. Respondents Joseph W. "Hap" Langlie, U.S. Monolith Ministry #2, The VenPar Group, and Windy
2 Langlie Tennis Center No. 1, have each violated RCW 21.20.010, the anti-fraud provision of the Securities
3 Act of Washington, by making, in connection with the offer or sale of said securities, untrue statements of
4 material fact and by omitting to state material facts necessary in order to make the statements made, in light
5 of the circumstances under which they were made, not misleading.

6 3. Respondents Joseph W. "Hap" Langlie, U.S. Monolith Ministry #2, The VenPar Group, and Windy
7 Langlie Tennis Center No. 1, have each violated RCW 21.20.140, the securities registration provision of the
8 Securities Act of Washington, by offering or selling said securities while no registration for such offer or
9 sale was on file with the Division.

10 4. Respondent Joseph W. "Hap" Langlie has violated RCW 21.20.040, the securities broker-dealer and
11 salesperson registration provision of the Securities Act of Washington, by offering and selling said
12 securities while not registered as securities broker-dealer or salesperson in the state of Washington.

13
14 **FINAL ORDER**

15 Based upon the foregoing,

16 IT IS THEREFORE ORDERED that Respondents, Joseph W. "Hap" Langlie, U.S. Monolith Ministry
17 #2, The VenPar Group, and Windy Langlie Tennis Center No. 1, their agents and employees, shall each
18 cease and desist from violating RCW 21.20.010, the anti-fraud provision of the Securities Act.

19
20 It is further ORDERED that Respondents, Joseph W. "Hap" Langlie, U.S. Monolith Ministry #2, The
21 VenPar Group, and Windy Langlie Tennis Center No. 1, their agents and employees, shall each cease and
22 desist from violating RCW 21.20.140, the securities registration provision of the Securities Act.

1 It is further ORDERED that Respondent Joseph W. "Hap" Langlie shall cease and desist from violating
2 RCW 21.20.040, the securities broker-dealer and salesperson registration provision of the Securities Act.

3
4 **AUTHORITY AND PROCEDURE**

5 This Final Order is entered pursuant to the provisions of 21.20.390, and is subject to the provisions of
6 Chapter 34.05 RCW. Respondents have waived their right to petition the superior court for judicial review
7 of this agency action under the provisions of chapter 34.05 RCW.

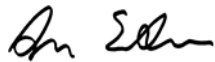
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9 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**

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11 DATED and ENTERED this 5th day of January, 2006.

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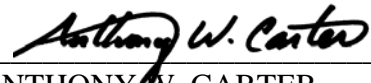
14 _____
MICHAEL E. STEVENSON
Securities Administrator

15 Approved for entry by:

16 

17 _____
SUZANNE E. SARASON
Program Manager
Compliance & Examinations

Presented by:

18 

19 _____
ANTHONY W. CARTER
Staff Attorney
Compliance & Examinations