## STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS SECURITIES DIVISION

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2	SECURITIES DIVISION		
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4	IN THE MATTER OF DETERMINING ) Order Number S-06-188-07-SC01 whether there has been a violation of the )		
5	Securities Act of Washington by:   STATEMENT OF CHARGES AND NOTICE   OF INTENT TO ENTER ORDER TO CEASE		
6	) AND DESIST AND TO IMPOSE FINES Caobo Company; Paul Willms;		
7	) Respondents )		
8	THE STATE OF WASHINGTON TO: Caobo Company; Paul Willms		
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10	STATEMENT OF CHARGES		
11	Please take notice that the Securities Administrator of the State of Washington has reason		
12	to believe that Respondents, Caobo Company and Paul Willms, have each violated the Securities		
13	Act of Washington and that their violations justify the entry of an order of the Securities		
14	Administrator under RCW 21.20.390 against each to cease and desist from such violations and to		
15	impose fines. The Securities Administrator finds as follows:		
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17	TENTATIVE FINDINGS OF FACT		
18	Respondents		
19	1. Caobo Company ("Caobo") is a Delaware Corporation with its primary place of business		
20	in Snohomish County, Washington. Caobo purports to be engaged in real estate investment and		
21	development. The Washington Secretary of State has no record that Caobo has applied for a		
22	certificate of authority to do business in Washington State.		
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24	STATEMENT OF CHARGES AND NOTICE OF 1 DEPARTMENT OF FINANCIAL INSTITUTIONS INTENT TO ENTER ORDER TO CEASE AND DESIST AND TO IMPOSE FINES Description of the property of the pro		

1	2. Paul Henry Willms ("Willms") is the chief executive officer of Caobo. Willms is a		
2	Canadian citizen and is believed to currently reside in Snohomish County, Washington.		
3	Nature of Respondents' Conduct		
4	3. In late 2005 and early 2006, Respondents sent a letter offering shares of common stock to		
5	at least 15,000 potential investors in the United States and Canada.		
6	4. The letter stated that it was being sent to persons whose names were found among the		
7	registry of Mennonites who once lived in southern Russia, on lands now located in the country of		
8	Ukraine.		
9	5. The letter stated that Caobo had launched a historic process of seeking restitution of the		
10	Mennonite lands of the Ukraine, which were forcibly confiscated during the Communist		
11	Revolution in 1917.		
12	6. The letter stated that Ukraine needed foreign investments and western expertise to		
13	develop its markets. Caobo planned to form a private equity group to acquire and develop the		
14	land that would be funded by the sale of common stock at \$1.00 per share with a minimum		
15	investment of \$1,000.		
16	7. Included with the letter were a business plan, a subscription agreement, and a prospective		
17	purchaser questionnaire. The letter instructed potential investors to fill out and return the		
18	subscription agreement and prospective purchaser questionnaire along with a check for the		
19	number of shares the potential investor wished to purchase.		
20	8. The business plan stated that the private equity group would negotiate the acquisition of		
21	approximately 500,000 acres of the Mennonite lands in the Zaporizhzhya region of Ukraine		
22	through restitution and would be the corporate owner/steward overseeing the long-term,		
23	profitable development.		
24	STATEMENT OF CHARGES AND NOTICE OF 2 DEPARTMENT OF FINANCIAL INSTITUTIONS INTENT TO ENTER ORDER TO CEASE AND DESIST AND TO IMPOSE FINES Described Design    Olympia, WA 98507-9033 360-902-8760		

1	9. The business plan further stated that the private equity group would transform the land	
2	into high-performing, quality real estate assets and that Caobo was seeking to have substantial	
3	Mennonite representation in the private equity group.	
4	10. The business plan stated that Caobo needed to raise \$1 million dollars to complete	
5	negotiations for the return of the land, develop a comprehensive plan to transform the lands into	
6	high-performing assets, and become publicly traded.	
7	11. The subscription agreement stated that by signing the subscription agreement the investor	
8	entered into a binding agreement and agreed to invest money. It further stated that investors	
9	would not acquire ownership of the Ukraine land.	
10	12. On March 31, 2006 the State of Kansas entered a Cease and Desist Order and Notice of	
11	Intent to Invoke Administrative Sanctions. On August 29, 2006 the State of Missouri issued an	
12	Order to Cease and Desist and Order to Show Cause Why Civil Penalties and Costs Should Not	
13	be Imposed against Caobo and Willms.	
14	13. Willms filed for Chapter 7 bankruptcy in 1999 which was discharged in March 2000.	
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16	REGISTRATION STATUS	
17	14. The offer of common stock described above is not registered in the State of Washington	
18	and has not previously been so registered. In addition, there is no notice of a claim of exemption	
19	on file for the common stock with the Securities Administrator.	
20	15. Respondent, Paul Willms, is not licensed as a securities salesperson or broker-dealer in	
21	the State of Washington and has not previously been so licensed	
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24	STATEMENT OF CHARGES AND NOTICE OF 3 INTENT TO ENTER ORDER TO CEASE AND DESIST AND TO IMPOSE FINES  DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760	

## MISREPRESENTATIONS AND OMISSIONS

16. Respondents' statements that it would negotiate for the acquisition of the Mennonite
lands of the Ukraine confiscated by the Communist Revolution were misleading because
Respondents failed to identify who would negotiate for the return of the lands and how the
negotiations would be conducted. Respondents also failed to disclose that Caobo, a Delaware
Corporation, could not acquire the land because under Ukraine's land code foreign land
ownership is strictly prohibited. Before Caobo could acquire the land, the Ukraine Parliament
would have to pass law allowing it. No such law is being contemplated and restitution of land
confiscated by the Soviet regime is a sensitive issue. Only recognized religious organizations
have made successful restitution claims for land, primarily for the recovery of places of worship.
17. The information Respondents disclosed about the members of the management team was
misleading because Respondents failed to disclose that the management team lacked experience

18. Respondents failed to disclose information necessary for investors to make an informed decision about purchasing the common stock including, but not limited to, that Willms, the chief executive officer of the company, had filed for Chapter 7 bankruptcy; a detailed explanation of how the proceeds of the offering would be used and what would happen to investor funds in the event that \$1 million was not raised; the amount of the company's debt outstanding; a financial statement for the company; a reasonable basis for its financial projections by the company; and an explanation of the assumptions behind the financial projections by the company.

19. Respondents failed to disclose general and specific risks relating to the investment in common stock including, but not limited to, the risk of being unable to acquire the land, the risk

in this type of venture.

1	of loss of key employees, the risk of being unable to raise \$1 million, and the risk that legislation	
2	allowing foreign entities to hold land would not be passed.	
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4	Based upon the Tentative Findings of Fact, the following Conclusions of Law are made:	
5	CONCLUSIONS OF LAW	
6	20. The offer of the common stock described above constitutes the offer of a security as	
7	defined in RCW 21.20.005(10) and (12).	
8	21. The offer of said securities was made in violation of RCW 21.20.010 because, as set forth	
9	above, in connection with the offer of the security Respondents made untrue statements of	
10	material facts and/or omitted to state material facts necessary in order to make the statements	
11	made, in light of the circumstances in which they were made, not misleading.	
12	22. Respondent, Paul Willms, has violated RCW 21.20.040 by offering and/or selling said	
13	securities while not being licensed as a securities salesperson or broker-dealer in the State of	
14	Washington.	
15	23. The offer or sale of said securities is in violation of RCW 21.20.140 because no	
16	registration for such offer or sale is on file with the Securities Administrator.	
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18	NOTICE OF INTENT TO ORDER THE RESPONDENT TO CEASE AND DESIST	
19	Based on the above Tentative Findings of Fact and Conclusions of Law, the Securities	
20	Administrator intends to order that Caobo Company and Paul Willms, their agents and	
21	employees, each cease and desist from violations of RCW 21.20.010, RCW 21.20.040, and RCW	
22	21.20.140.	
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24	STATEMENT OF CHARGES AND NOTICE OF 5 DEPARTMENT OF FINANCIAL INSTITUTIONS INTENT TO ENTER ORDER TO CEASE AND DESIST AND TO IMPOSE FINES Descrition of the polynomia of the polyn	

1	NOTICE OF INTENT TO IMPOSE FINES		
2	Pursuant to RCW 21.20.395 and based upon the Tentative Findings of Fact and		
3	Conclusions of Law, the Securities Administrator intends to order that:		
4	a. Caobo Company shall be liable for and pay a fine of \$5,000 and		
5	b. Paul Henry Willms shall be liable for and pay a fine of \$5,000.		
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7	AUTHORITY AND PROCEDURE		
8	This Statement of Charges is entered pursuant to the provisions of Securities Act and is		
9	subject to the provisions of ch. 34.05 RCW. The respondents, Caobo Company and Paul		
10	Willms, may each make a written request for a hearing as set forth in the NOTICE OF		
11	OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this		
12	order.		
13	If a respondent does not request a hearing, the Securities Administrator intends to adopt		
14	the above Tentative Findings of Fact and Conclusions of Law as final and enter a permanent		
15	order to cease and desist and to impose fines as to that respondent.		
16	Dated and Entered this 27th day of September, 2007		
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18		middel 2, Stevenson	
19		MICHAEL E. STEVENSON	
20		Securities Administrator	
21	Approved by:	Presented by:	
22	An Elm	K.Culbert	
23	Suzanne Sarason Chief of Compliance	Kristen Culbert Financial Legal Examiner	
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STATEMENT OF CHARGES AND NOTICE OF DEPARTMENT OF FINANCIAL INSTITUTIONS **Securities Division** INTENT TO ENTER ORDER TO CEASE AND DESIST PO Box 9033 Olympia, WA 98507-9033 AND TO IMPOSE FINES 360-902-8760