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**STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING ) Order Number S-08-167-10-SC01  
Whether there has been a violation of the )  
Securities Act of Washington by: ) STATEMENT OF CHARGES AND  
 ) NOTICE OF INTENT TO ENTER AN  
Wildflower, LLC and Raymond J. Goad, ) ORDER TO CEASE AND DESIST  
 ) AND TO IMPOSE A FINE  
Respondents )

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THE STATE OF WASHINGTON TO: Wildflower, LLC  
Raymond Junior Goad

**STATEMENT OF CHARGES**

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, Wildflower, LLC and Raymond J. Goad, have each violated the Securities Act of Washington and that their violations justify the entry of an order of the Securities Administrator under RCW 21.20.390 against each to cease and desist from such violations and under RCW 21.20.395 to impose a fine against Raymond J. Goad.

The Securities Administrator finds as follows:

**TENTATIVE FINDINGS OF FACT**

Respondents and Related Company

1. Wildflower, LLC (“Wildflower”) held itself out as a Nevis, West Indies limited liability company that was a passive offshore investment company. From at least 2002 until 2006, Wildflower had its principal place of business in Dallas, Texas.



Misrepresentations and Omissions

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2           6. When offering and selling the Wildflower investment to the Washington investor,  
3 Respondents, Wildflower and Goad, each misrepresented to the investor that Wildflower would  
4 be starting resort construction sometime soon and that the investment would be a safe  
5 investment for retirement funds.  
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7           7. When offering and selling the Wildflower investment to the Washington investor,  
8 Respondents, Wildflower and Goad, each failed to disclose to the investor that a limited liability  
9 company generally does not issue stock, but instead issues membership interests that have  
10 special tax consequences. Wildflower and Goad each failed to disclose to the investor the type  
11 of “preferences” that the investor would receive for her investment.  
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13           8. When offering and selling the Wildflower investment to the Washington investor,  
14 Respondents, Wildflower and Goad, each failed to disclose significant risks of the investment.  
15 Wildflower and Goad each failed to disclose to the investor the expected use of the investor’s  
16 funds. Wildflower and Goad each failed to disclose to the investor that the investment might be  
17 illiquid and nontransferable. Wildflower and Goad each failed to disclose that it would cost a  
18 minimum of \$200 million to build the proposed resort and that an investor could lose their  
19 entire investment if Wildflower did not raise enough money to build the resort. Wildflower and  
20 Goad each failed to disclose that prior developers, including one developer that Goad had  
21 previously worked for, had tried to develop a resort at the same location and that each developer  
22 had been unsuccessful. Wildflower and Goad each failed to disclose that Wildflower would not  
23 own the lease for the land where the “Wildflower Resort” was to be constructed.  
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2 **NOTICE OF INTENT TO ORDER THE RESPONDENTS TO CEASE AND DESIST**

3 Pursuant to RCW 21.20.390, and based on the above Tentative Findings of Fact and  
4 Conclusions of Law, the Securities Administrator intends to order that Respondents,  
5 Wildflower, LLC and Raymond J. Goad, and their agents and employees, each shall cease and  
6 desist from any violation of RCW 21.20.010 and RCW 21.20.140.  
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9 **NOTICE OF INTENT TO IMPOSE A FINE**

10 Pursuant to RCW 21.20.395, and based upon the Tentative Findings of Fact and  
11 Conclusions of Law, the Securities Administrator intends to order that Raymond J. Goad shall  
12 be liable for and shall pay a fine of \$10,000.  
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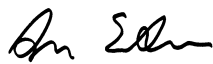
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15 **AUTHORITY AND PROCEDURE**

16 This Statement of Charges is entered pursuant to the provisions of chapter 21.20 RCW  
17 and is subject to the provisions of chapter 34.05 RCW. The respondents, Wildflower, LLC and  
18 Raymond J. Goad, may each make a written request for a hearing as set forth in the NOTICE  
19 OF OPPORTUNITY TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this  
20 order.  
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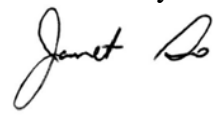
22 If a respondent fails to make a timely hearing request, the Securities Administrator intends  
23 to adopt the above Tentative Findings of Fact and Conclusions of Law as final and to enter a  
24 permanent order to cease and desist against that respondent and to impose any fines sought  
25 against that respondent.

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Dated this 19th day of April, 2010



SUZANNE E. SARASON  
Chief of Enforcement  
Presented by:



Janet So  
Enforcement Attorney