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**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 Washington by:

Roger Poon

Respondent.

Order Number S-09-187-10-CO01

CONSENT ORDER

Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division of the Department of Financial Institutions (“Securities Division”) and Respondent Roger Poon do hereby enter into this CONSENT ORDER in settlement of the matters alleged herein. Respondent Roger Poon neither admits nor denies the Findings of Fact and Conclusions of Law stated below.

FINDINGS OF FACT

I. Respondent

1. Roger Poon (Poon) is a King County, Washington resident.

II. Nature of Conduct

2. In the spring of 2009, Poon caused to be published a solicitation to purchase stock in a Georgia based corporation through a posting in a LinkedIn Hedge Fund discussion group. LinkedIn is an online networking service for business professionals with over 90 million members. LinkedIn members may make postings through the LinkedIn website in order to find potential business partners. In the LinkedIn posting, Poon made the following statement: “CEO has built TWO 8-Figure Companies. Wedding Web

1 Startup. Partner Exiting. Need investors. CHEAP, QUICK, and HUGE ROI.” Poon further stated that
2 “...we secured 200k during our seed round to develop the website for the new startup.” Poon also stated
3 that “A founding partner is exiting, thus this opportunity will be very cheap and you will own a very
4 LARGE percentage of the company.” The offer by Poon of the Georgia corporation’s stock was made
5 without the knowledge or permission of the corporation and owner of the stock. Several individuals
6 responded to the solicitation including two Washington residents. Poon communicated with the
7 prospective purchasers by e-mail and by telephone. Poon did not have a prior business or professional
8 relationship with the LinkedIn members who responded to the solicitation. No stock was sold as a result of
9 the solicitation.

10 **III. Registration Status**

11 3. No registration for the offer or sale of the above-referenced Georgia corporation’s stock is on
12 file with the Securities Division and an offering of the stock has not been previously registered.

13 4. Respondent Roger Poon is not currently registered as a broker-dealer or securities salesperson in
14 the state of Washington and has not previously been so registered.

15 Based upon the above Findings of Fact, the following Conclusions of Law are made:

16 **CONCLUSIONS OF LAW**

17 **I.**

18 The offer and/or sale of the investment described above constitute the offer and/or sale of a security
19 as defined in RCW 21.20.005(10) and (12).

20 **II.**

1 The offer and/or sale of said securities is in violation of RCW 21.20.140 because no registration for
2 such offer and/or sale is on file with the Securities Administrator.

3
4 **III.**

5 Respondent Roger Poon has violated RCW 21.20.040 by offering and/or selling said securities
6 while not registered as a broker-dealer or as a securities salesperson in the state of Washington.

7 **CONSENT ORDER**

8 Based upon the foregoing:

9 IT IS AGREED AND ORDERED that Respondent Roger Poon, his agents and employees each
10 shall cease and desist from offering or selling securities in violation of RCW 21.20.140, the securities
11 registration section of the Securities Act of Washington.

12 IT IS FURTHER AGREED AND ORDERED that Respondent Roger Poon, his agents and
13 employees each shall cease and desist from acting as an unregistered securities broker-dealer or
14 salesperson in violation of RCW 21.20.040, the broker-dealer and securities salesperson registration
15 section of the Securities Act of Washington.

16 IT IS FURTHER AGREED that Respondent Roger Poon enters into this Consent Order freely and
17 voluntarily and with a full understanding of its terms and significance.

18 IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Order.

19 IT IS FURTHER AGREED that in consideration of the foregoing Respondent Roger Poon waives
20 his rights to a hearing in this matter and judicial review of this order.

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

1 SIGNED this 5th day of March, 2011.

2 _____
3 /s/
4 _____
5 Roger Poon, an individual

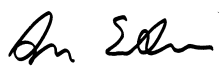
6 SIGNED and ENTERED this 23rd day of March, 2011

7 

8 _____
9 WILLIAM M. BEATTY
10 Securities Administrator

11 Approved by:

12 Presented by:

13 

14 _____
15 SUZANNE SARASON
16 Chief of Enforcement

17 

18 _____
19 MARTIN CORDELL
20 Financial Legal Examiner

21 Reviewed by:

22 

23 _____
24 ROBERT KONDRAT
Financial Legal Examiner Supervisor