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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:

Pangea Petroleum Corp., Donald H. Goree,
Joseph Fontana, their agents and employees,
Respondents

SDO - 13 - 05

SUMMARY ORDER TO CEASE AND DESIST AND
REVOKING EXEMPTIONS

Case No. 99-10-321

THE STATE OF WASHINGTON TO: Pangea Petroleum Corp.
16360 Park Ten Place Drive Ste 327
Houston, Texas 77084

Donald H. Goree
24708 Saddleback Circle
Fair Oaks Ranch, TX 78015

Joseph Fontana
25 Purdue Street
Staten Island, NY 10314

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STATEMENT OF CHARGES

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents, Pangea Petroleum Corp.; Donald H. Goree 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 to cease and desist from such violations. The Securities Administrator finds that delay in ordering the Respondents to cease and desist from such violations would be hazardous to the investors and to the public and that a Summary Order to Cease and Desist should be entered immediately. The Securities Administrator finds as follows:

SUMMARY ORDER TO CEASE AND
DESIST

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TENTATIVE FINDINGS OF FACT

I.

Pangea Petroleum Corp. is a Colorado corporation with its principal place of business at 16360 Park Ten Place Drive, Suite 327, Houston, Texas 77084.

II.

Donald H. Goree was president of Pangea Petroleum, Inc. at the time the events relevant to this summary order occurred.

III.

In April 1999, Joseph Fontana was a securities salesperson for Royal Hutton Securities Corp. of New York, New York. Acting on his own and not as an agent of Royal Hutton Securities Corp., Fontana solicited at least one Washington resident to purchase shares in Pangea Petroleum Corp. Fontana said that Pangea Petroleum Corporation was in the business of buying devalued oil and gas properties and reworking them. Fontana told a Washington resident that the company was planning to register its shares within twelve months at which time the shares would be worth about twice the price at which Fontana was offering the shares. Fontana sent the Washington resident a private placement memorandum dated April 5, 1999. The memorandum states that the corporation was incorporated in March 1997 as Peak Vista Capital, Inc.; that the company changed its name to Zip Top, Inc. in September 1997 at which time it went into the business of producing and selling a product for opening jars; that in December 1998 the company changed its name to Pangea Petroleum Corp. and went into the oil and gas business. The memorandum does not describe what is being sold in the current offering nor does it provide information on the use of proceeds from the offering except to say that the company's activities will be directed at acquisition of reserves and limited production of oil and gas. The memorandum stated that Pangea Petroleum Corp. intended to become a reporting company under the Securities Exchange Act of 1934 during 1999. Neither the memorandum nor the representations by

1 Fontana or Goree included any statement that the records of the company were in disarray or that the proceeds
2 of the offering would not be properly accounted for or used.

3 The Washington resident spoke with Donald Goree, president of Pangea Petroleum Corporation before
4 subscribing to the offering. The Washington resident then sent a check for \$12,600 to Pangea Petroleum
5 Corporation to purchase 5000 shares and warrants to purchase an additional 5000 shares. Although the
6 Washington resident's check was negotiated by Pangea Petroleum Corp., the corporation never sent the
7 Washington resident the shares he had paid for.

8 In early June 1999, the Washington resident began to investigate to find out why he had not received his
9 shares. By that time Goree had been replaced as president by Charles Pollock and Pangea Petroleum Corp. had
10 agreed to merge with WorldLink, USA, an Internet broadcasting company. Corporation personnel told the
11 Washington resident that the company records were in disarray. In July 1999, a lawyer purporting to represent
12 the corporation told the Washington resident that he was not the only investor in the same situation and that
13 nothing could be done until they determined where the money from the offering was. The Washington resident
14 never received the shares he had paid for. The Washington Securities Division contacted the corporation
15 asking what had happened to the Washington resident's shares. The corporation failed to respond to this
16 inquiry.

17 Pangea Petroleum issued at least two press releases in February 2000 concerning its reserves and
18 production potential. The press releases make reference to the Private Securities Litigation Reform Act of
19 1995, in a manner that suggests that the company may be continuing to offer its securities to the public. Pangea
20 Petroleum is not a reporting company under the Securities Act of 1934.

21 IV.

22 Pangea Petroleum is not currently registered to sell its securities in the state of Washington and has not
23 previously been so registered.

24
25 SUMMARY ORDER TO CEASE AND
26 DESIST

V.

1 Joseph Fontana was registered as a securities salesperson for Royal Hutton Securities Corp. in the state of
2 Washington between November 19, 1998 and July 5, 1999. Fontana has never been registered as a broker-
3 dealer in the state of Washington nor has he ever been registered as securities salesperson for Pangea Petroleum
4 Corporation.

5 VI.

6 The Securities Administrator finds that the continued offering of stock and warrants in the manner
7 described in Tentative Finding of Fact III presents a threat to the investing public.

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

9 CONCLUSIONS OF LAW

10 I.

11 The offer and/or sale of stock and warrants described above constitutes the offer and/or sale of a security
12 as defined in RCW 21.20.005(10) and (12).

13 II.

14 The offer and/or sale of said securities is in violation of RCW 21.20.140 because no registration or
15 notification of claim of exemption for such offer and/or sale is on file with the Administrator of Securities, state
16 of Washington and it appears that the respondent does not otherwise qualify for an exemption from registration.

17 III.

18 Joseph Fontana has violated RCW 21.20.040 by offering and/or selling said securities outside of the scope
19 of his registration as a securities salesperson with Royal Hutton Securities Corp. in the state of Washington and
20 while not otherwise registered as a securities salesperson or a broker-dealer in the state of Washington.

21 IV.

22 The offer and/or sale of said securities was made in violation of RCW 21.20.010 because accepting
23 payment for securities and then refusing to deliver the securities tended to work a fraud on purchasers and
24

1 because the representations made in connection with the offer and sale were misleading because they omitted
2 material facts including that the records of Pangea Petroleum were in disarray and the offering proceeds were
3 not being properly accounted for and safeguarded.

4 V.

5 The Securities Administrator finds that an emergency exists, that the continued violations of RCW
6 21.20.010, RCW 21.20.040, and RCW 21.20.140 constitute a threat to the investing public, and that summary
7 orders to cease and desist from those violations is in the public interest and necessary for the protection of the
8 investing public.

9 **SUMMARY ORDER**

10 Based on the foregoing, NOW, THEREFORE, IT IS HEREBY SUMMARILY ORDERED That
11 respondents Pangea Petroleum Corp., Joseph Fontana, Donald Goree, and their agents and employees each
12 cease and desist from offering and/or selling securities in any manner in violation of RCW 21.20.140, the
13 section of the Securities Act of Washington requiring registration.

14 It is further SUMMARILY ORDERED that respondents, Pangea Petroleum Corp., Joseph Fontana,
15 Donald Goree, and their agents and employees each cease and desist from violation of RCW 21.20.010, the
16 anti-fraud section of the Securities Act.

17 It is further SUMMARILY ORDERED that respondent Joseph Fontana cease and desist from violation of
18 RCW 21.20.040 by acting as securities salesperson or broker-dealer without being properly registered as such.

19 **AUTHORITY AND PROCEDURE**

20 This Order is entered pursuant to the provisions of RCW 21.20.390, and is subject to the provisions of
21 Chapter 34.05 RCW. The respondents, That respondents Pangea Petroleum Corp., Joseph Fontana, and
22 Donald Goree may each make a written request for a hearing as set forth in the NOTICE OF OPPORTUNITY
23 TO DEFEND AND OPPORTUNITY FOR HEARING accompanying this order.

1 If a respondent does not request a hearing, the Securities Administrator intends to adopt the above
2 Tentative Findings of Fact and Conclusions of Law as final and make the summary order to cease and desist
3 permanent as to that respondent.

4 WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

5 DATED this 28th day of February, 2000.

6
7 DEBORAH BORTNER
8 DEBORAH R. BORTNER
9 Securities Administrator

10 Approved By:

Presented by:

11 _____
12 Michael E. Stevenson
13 Chief of Compliance

14 _____
15 Suzanne E. Sarason
16 Senior Enforcement Attorney

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25 SUMMARY ORDER TO CEASE AND
26 DESIST