

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801)530-6980

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

IMPERIA INVEST IBC,

Respondent.

ORDER TO SHOW CAUSE

Docket No. SD-10-0028

It appears to the Director of the Utah Division of Securities (Director) that Imperia Invest IBC has engaged in acts and practices that violate the Utah Uniform Securities Act, Utah Code Ann. § 61-1-7, et seq. (the Act). Those acts are more fully described herein. Based upon information discovered in the course of the Utah Division of Securities' (Division) investigation of this matter, the Director issues this Order to Show Cause in accordance with the provisions of § 61-1-20(1) of the Act.

STATEMENT OF JURISDICTION

1. The Division has jurisdiction over Respondent and the subject matter because the Division alleges that Respondent violated § 61-1-7 (unregistered security) of the Act

while engaged in the offer and sale of securities in or from Utah.

STATEMENT OF FACTS

THE RESPONDENT

2. Imperia Invest IBC (Imperia) operated a website at www.imperiainvest.net from at least July 7, 2008, through May 19, 2010. Imperia has never been licensed by the Division as a broker/dealer agent nor an issuer/agent to sell securities.

GENERAL ALLEGATIONS

3. From at least July 7, 2008, through May 19, 2010, Respondent offered securities.
4. In September 2009, Respondent sold an unregistered security to a Utah resident.
5. The investor lost \$240 in principal.

INVESTMENT OFFER

6. From at least July 7, 2008, through May 19, 2010, Imperia offered investments through the internet and a network of representatives similar to a multi-level marketing program.
7. Imperia's website represents that Imperia operated in Germany, Britain, the Bahamas, and Vanuatu at various times.¹
8. Individuals identifying themselves as Dr. Werner Jahnsen and Dr. Steve Baker control and operate Imperia, though they do not identify their positions in the company, nor do

¹According to a release from the Securities Commission of the Bahamas, "...not only is there no company named Imperia operating from that address, but also, there is no company named Imperia appearing on the Register of the Companies Registry." The release is dated April 20, 2009.

they provide any contact information that would allow potential investors to obtain information from them.

9. Through its website and representatives, Imperia makes the following statements about investing in Imperia:
 - a. Individuals can invest \$50 and in return the investor will receive a loan of \$80,000, which will be traded in a Forex account;
 - b. Interest in the account will compound daily and is guaranteed to make 1.2% interest daily;
 - c. Investors will receive a cash disbursement of profits six months after investing;
 - d. Profits are to be split amongst Imperia (30%), the brokerage/trading house (30%), and the investor (40%);
 - e. Investors who invest \$50 in Imperia will make a total of \$134,000 after six months.
10. Along with the investment funds, Imperia requests that investors fill out an application and submit a document entitled "TRUSTEE & PROFIT SHARING AGREEMENT."

INVESTOR AJ

11. In or around September 2009, a representative of Imperia contacted AJ in Payson, Utah.
12. The representative explained the investment to AJ, who is deaf², and accompanied her to

²The Division has been contacted by several complainants who are deaf. Several of these complainants allege this program is directed toward the deaf community. Internet searches

a branch of Wells Fargo Bank on 3 N. Main St. in Nephi, Utah where AJ had a checking account.

13. AJ wrote a check of \$240 payable to herself and cashed it at the Wells Fargo bank in Nephi. AJ then gave the representative the \$240 in cash.

CAUSES OF ACTION

COUNT I

Sale of an Unregistered Security under § 61-1-7 of the Act (The Respondent)

14. The Division incorporates and re-alleges paragraphs 1 through 13.
15. The investment opportunities offered and sold by Respondent are securities under § 61-1-13 of the Act.
16. The securities were offered and sold in this state.
17. The securities were not registered under the Act, and Respondent did not file any claim of exemption relating to the securities.
18. Based on the above information, Imperia violated § 61-1-7 of the Act.

ORDER

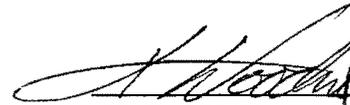
The Director, pursuant to § 61-1-20 of the Act, hereby orders Respondent to appear at a formal hearing to be conducted in accordance with Utah Code Ann. §§ 63G-4-202, -204 through -208, and held before the Utah Division of Securities. The hearing will occur on Tuesday, July 6,

confirm that a number of individuals from the deaf community are involved in Imperia.

2010, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah. The purpose of the hearing is to establish a scheduling order and address any preliminary matters. If Respondent fails to file an answer and appear at the hearing, the Division of Securities may hold Respondent in default, and a fine may be imposed in accordance with Utah Code Ann. § 63G-4-209. In lieu of default, the Division may decide to proceed with the hearing under § 63G-4-208. At the hearing, Respondent may show cause, if any they have:

- a. Why Respondent should not be found to have engaged in the violations alleged by the Division in this Order to Show Cause;
- b. Why Respondent should not be ordered to cease and desist from engaging in any further conduct in violation of Utah Code Ann. § 61-1-1, or any other section of the Act; and
- c. Why Respondent should not be ordered to pay a fine of \$5,000 to the Division of Securities, which may be reduced by restitution paid to the investor.

DATED this 20th day of May, 2010.


KEITH WOODWELL
Director, Utah Division of Securities



Approved:



SCOTT DAVIS
Assistant Attorney General
J.G.

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
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**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

IMPERIA INVEST IBC,

Respondent.

NOTICE OF AGENCY ACTION

Docket No. SD-11-0028

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

You are hereby notified that agency action in the form of an adjudicative proceeding has been commenced against you by the Utah Division of Securities (Division). The adjudicative proceeding is to be formal and will be conducted according to statute and rule. See Utah Code Ann. §§ 63G-4-201 and 63G-4-204 through 209; see also Utah Admin. Code R151-46b-1, *et seq.* The legal authority under which this formal adjudicative proceeding is to be maintained is Utah Code Ann. § 61-1-20. You may be represented by counsel or you may represent yourself in this proceeding. Utah Admin. Code R151-46b-6.

You must file a written response with the Division within thirty (30) days of the mailing date of this Notice. Your response must be in writing and signed by you or your representative. Your response must include the file number and name of the adjudicative proceeding, your version of the

facts, a statement of what relief you seek, and a statement summarizing why the relief you seek should be granted. Utah Code Ann. § 63G-4-204(1). In addition, pursuant to Utah Code Ann. § 63G-4-204(3), the presiding officer requires that your response:

- (a) admit or deny the allegations in each numbered paragraph of the Order to Show Cause, including a detailed explanation for any response other than an unqualified admission. Allegations in the Order to Show Cause not specifically denied are deemed admitted;
- (b) identify any additional facts or documents which you assert are relevant in light of the allegations made; and
- (c) state in short and plain terms your defenses to each allegation in the Order to Show Cause, including affirmative defenses, that were applicable at the time of the conduct (including exemptions or exceptions contained within the Utah Uniform Securities Act).

Your response, and any future pleadings or filings that should be part of the official files in this matter, should be sent to the following:

Signed originals to:

Administrative Court Clerk
c/o Julie Price
Utah Division of Securities
160 E. 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
(801) 530-6600

A copy to:

Scott Davis
Assistant Attorney General
160 East 300 South, 5th Floor
Salt Lake City, UT 84114-0872
(801) 366-0310

An initial hearing in this matter has been set for July 6, 2010 at the Division of Securities, 2nd Floor, 160 East 300 South, Salt Lake City, Utah, at 9:00 A.M.

If you fail to file a response, as described above, or fail to appear at any hearing that is set, the presiding officer may enter a default order against you without any further notice. Utah Code Ann. § 63G-4-209; Utah Admin. Code R151-46b-10(11). After issuing the default order, the presiding officer may grant the relief sought against you in the Order to Show Cause, and will conduct any further proceedings necessary to complete the adjudicative proceeding without your participation and will determine all issues in the proceeding. Utah Code Ann. § 63G-4-209(4); Utah Admin. Code R151-46b-10(11)(b). In the alternative, the Division may proceed with a hearing under § 63G-4-208.

The Administrative Law Judge will be J. Steven Eklund, Utah Department of Commerce, 160 East 300 South, P.O. Box 146701, Salt Lake City, UT 84114-6701, telephone (801) 530-6648. This adjudicative proceeding will be heard by Mr. Eklund and the Utah Securities Commission. You may appear and be heard and present evidence on your behalf at any such hearings.

You may attempt to negotiate a settlement of the matter without filing a response or proceeding to hearing. To do so, please contact the Utah Securities Division. Questions regarding the Order to Show Cause should be directed to the Division's attorney, Scott Davis, at (801) 366-0358.

Dated this 20th day of May, 2010.


Keith M. Woodwell
Director, Division of Securities

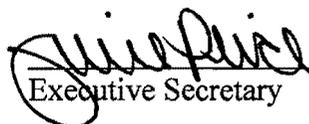


Certificate of Mailing

I certify that on the 24th day of May, 2010, I mailed, by certified mail, a true and correct copy of the Notice of Agency Action and Order to Show Cause to:

Imperia Invest IBC
International Trade Building
PO Box 1460
Port Highway
Vanuatu

Certified Mail # 7009 2820 0001 2595 4000


Executive Secretary