

THEFT
a third degree felony, 2 counts

COUNT 1
SECURITIES FRAUD
a second degree felony

Commencing on or about April 2008, in the State of Utah, the defendant, in connection with the offer or sale of a security, directly or indirectly, to **Ronald Rodgers**, made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a second degree felony under Utah Law.

COUNT 2
THEFT
a second degree felony

From on or about April 2008, the defendant obtained or exercised unauthorized control over the property of another (**Ronald Rodgers**) with a purpose to deprive him thereof. The value of the property exceeds \$5,000.00. This is a violation of Utah Code Ann. § 76-6-404, a second degree felony.

COUNT 3
SECURITIES FRAUD
a third degree felony

Commencing on or about April 2008, in the State of Utah, the defendant, in connection with the offer or sale of a security, directly or indirectly, to **Norman Chesler**, made untrue

statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a third degree felony under Utah Law.

COUNT 4
THEFT
a third degree felony

From on or about April 2008, the defendant obtained or exercised unauthorized control over the property of another (**Norman Chesler**) with a purpose to deprive him thereof. The value of the property exceeds \$1,500.00 but is less than \$5,000.00. This is a violation of Utah Code Ann. § 76-6-404, a third degree felony.

COUNT 5
SECURITIES FRAUD
a second degree felony

Commencing on or about March/April 2008, in the State of Utah, the defendant, in connection with the offer or sale of a security, directly or indirectly, to **Paul Kaneko**, made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a second degree felony under Utah Law.

COUNT 6
THEFT
a second degree felony

From on or about April 2008, the defendant obtained or exercised unauthorized control over the property of another (**Paul Kaneko**) with a purpose to deprive him thereof. The value of the property exceeds \$1,500.00 but is less than \$5,000.00. This is a violation of Utah Code Ann. § 76-6-404, a third degree felony.

COUNT 7
SECURITIES FRAUD
a third degree felony

Commencing on or about September 2008, in the State of Utah, the defendant, in connection with the offer or sale of a security, directly or indirectly, to **Paul Kaneko**, made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a third degree felony under Utah Law.

COUNT 8
THEFT
a third degree felony

From on or about September 2008, the defendant obtained or exercised unauthorized control over the property of another (**Paul Kaneko**) with a purpose to deprive him thereof. The

value of the property exceeds \$1,500.00 but is less than \$5,000.00. This is a violation of Utah Code Ann. § 76-6-404, a third degree felony.

COUNT 9
SECURITIES FRAUD
a second degree felony

Commencing on or about December 2007, in the State of Utah, the defendant, in connection with the offer or sale of a security, directly or indirectly, to **Russell Waller**, made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a second degree felony under Utah Law.

COUNT 10
THEFT
a second degree felony

From on or about December 2007, the defendant obtained or exercised unauthorized control over the property of another (**Russell Waller**) with a purpose to deprive him thereof. The value of the property is or exceeds \$5,000.00. This is a violation of Utah Code Ann. § 76-6-404, a second degree felony.

COUNT 11
SECURITIES FRAUD
a third degree felony

Commencing on or about May 2008, in the State of Utah, the defendant, in connection

with the offer or sale of a security, directly or indirectly, to **Kent Dennis**, made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a third degree felony under Utah Law.

COUNT 12
THEFT
a third degree felony

From on or about May 2008, the defendant obtained or exercised unauthorized control over the property of another (**Kent Dennis**) with a purpose to deprive him thereof. The value of the property exceeds \$1,500.00 but is less than \$5,000.00. This is a violation of Utah Code Ann. § 76-6-404, a third degree felony.

COUNT 13
SECURITIES FRAUD
a third degree felony

Commencing on or about summer 2008, in the State of Utah, the defendant, in connection with the offer or sale of a security, directly or indirectly, to **Art Tice**, made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in an act, practice, or course of business which operated or would operate as a fraud

or deceit, in violation of Utah Code Ann. §§61-1-1 and 61-1-21. This violation is a third degree felony under Utah Law.

DATED this 21st day of December, 2011.

Nadia Mahallati
NADIA MAHALLATI, Affiant

SUBSCRIBED AND SWORN to before me on this
21 day of Dec, 2011.

Randy Rasmussen
JUDGE, Third District Court

I CERTIFY THAT THIS IS A TRUE COPY OF AN ORIGINAL DOCUMENT ON FILE IN THE THIRD DISTRICT COURT, SALT LAKE COUNTY, STATE OF UTAH.

DATE: Dec 9 21, 2011
Neville W. Harris
DEPUTY COURT CLERK

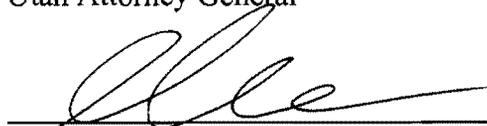
This CRIMINAL INFORMATION is based upon evidence from the following witnesses:

1. Ronald Rodgers
2. Norman Chesler
3. Paul Kaneko
4. Russell Walker
5. Kent Dennis
6. Joseph Wyatt
7. Art Tice
8. And Others.

AUTHORIZED for presentment and filing this 20 day of December,
2011.

MARK L. SHURTLEFF
Utah Attorney General

By:



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Assistant Attorney General

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THIRD JUDICIAL DISTRICT COURT
SALT LAKE COUNTY, UTAH
FEB 21 2011
Clerk

IN THE THIRD JUDICIAL DISTRICT COURT IN AND FOR
SALT LAKE COUNTY, STATE OF UTAH

THE STATE OF UTAH, :
Plaintiff, : **AFFIDAVIT OF PROBABLE CAUSE**
vs. :
ROGER DAVID DAVIS : Case No: 111909673
DOB: February 16, 1940 :
Defendant. : Judge: _____

STATE OF UTAH)
:SS
COUNTY OF SALT LAKE)

I, NADIA MAHALLATI, being first duly sworn upon oath, depose and state as follows:

1. I am currently employed as a full time securities compliance investigator with the Utah Division of Securities. I am currently investigating possible violations of securities fraud statutes and related criminal code violations by Roger David Davis ("Davis").



2. The facts set forth in this affidavit are based upon the results of an investigation during which I have collected and reviewed records from witnesses and other sources. I have received information from Ronald Rodgers, Norman R. Chesler, Paul R. Kaneko, Russell J. Waller, Kent Dennis, Joseph S. Wyatt, Art Tice, and others.

PARTIES

3. Davis, at all pertinent times, resided in Utah. Davis's last known address is 1552 East 1300 South, Salt Lake City, UT 84105. At all pertinent times, Davis was a principal of Earn As You Learn, Inc., and other entities. Davis has never held a securities license.
4. Earn As You Learn, Inc. ("EAYL") is a Utah Corporation. EAYL registered with the Utah Department of Commerce, Division of Corporations on December 22, 2008. Davis is the Registered Agent, Director, and Officer. EAYL's current status is expired as of April 4, 2001, for failure to file a renewal. Utah Division of Securities records reveal no securities registration, exemption from registration, nor any notice filing in any manner for EAYL.
5. Joseph S. Wyatt ("Wyatt") at all pertinent times resided in Utah. Wyatt's last known address is 1904 Jeremy Ct., Murray, UT 84121. Wyatt inherited EAYL stock from his father in December 2007.
6. Ronald Rodgers ("Rodgers") at all pertinent times resided in Utah. Rodgers's last known address is 4239 Lincoln Pines Ct., Salt Lake City, UT 84124. Rodgers invested \$10,000 in the form of EAYL stock.

7. Norman R. Chesler (“Chesler”) at all pertinent times resided in Utah. Chesler’s last known address is 1803 Cottonwood Glen Ct., Salt Lake City, UT 84117. Chesler invested \$5,000 in the form of EAYL stock.
8. Paul R. Kaneko (“Kaneko”) at all pertinent times resided in Utah. Kaneko’s last known address is 2065 Eldon Way, Cottonwood Heights, UT 84093. Kaneko invested \$20,000 in the form of EAYL stock.
9. Russell J. Waller (“Waller”) at all pertinent times resided in Utah. Waller’s last known address is 555 N 300 E, American Fork, UT 84003. Waller invested \$10,000 in the form of EAYL stock.
10. Kent Dennis (“Dennis”) at all pertinent times resided in Utah. Dennis’s last known address is 536 E Delno Circle, UT 84107. Dennis invested \$3,000 in the form of EAYL stock.
11. Art Tice (“Tice”) at all pertinent times resided in Utah. Tice’s last known address is 8672 Tracy Dr., Sandy, UT 84093. Tice was offered an investment of \$10,000 in the form of EAYL stock.

BACKGROUND

12. In 2008, Davis raised no less \$55,000 from the above-mentioned six investors and issued stock certificates to those investors.
13. Stock certificates are securities as defined by Utah Code 61-1-13.
14. In connection with the offer and/or sale of securities, Davis, either directly or indirectly,

made material omissions and/or misrepresentations of material facts that a reasonable investor would rely on when deciding whether to invest.

COUNT 1
SECURITIES FRAUD, a second degree felony
(Ronald Rodgers)

15. Rodgers learned of EAYL in or about April 2008. Rodgers said he, Wyatt, and some other friends met at the Highlander Bar in Salt Lake City. There, Wyatt mentioned that he had recently inherited stock in EAYL and shared basic information about the company, and its owner, Davis. Wyatt then set up a meeting with Rodgers, Chesler, and Davis, which took place at the Highlander Bar in or about June 2008.
16. At this meeting, Davis made the following statements:
 - EAYL had a successful operating history and had made approximately \$250,000 in annual profits;
 - EAYL was appraised at over \$100 million;
 - Companies such as First Data Corp., Target, Wal-Mart, Barnes & Noble, and J.C. Penney's, along with universities like University of Utah, Westminster College, Salt Lake Community College, and University of Notre Dame were "interested" in EAYL;
 - Davis would buy back outstanding stock after the first year if any investors wanted out;

- Rodgers's money would also be used to get the EAYL stock publicly traded;
 - EAYL stock would be publicly traded no later than January 2009;
 - Rodgers' money would be used for building and maintaining a website for EAYL; and
 - Davis would not take a salary from EAYL.
17. Rodgers decided to invest \$10,000. Chesler only wanted to invest \$5,000, but Rodgers and Chesler said Davis only wanted investments of at least \$10,000. Rodgers and Chesler said that Davis suggested the two combine their investment into one \$15,000 check. Rodgers said Davis told him the check should be made payable to EAYL.
18. On or about June 11, 2008, Rodgers gave Davis a \$15,000 check at Habits Bar in Salt Lake City. Davis gave Rodgers an EAYL stock certificate for 15,000 shares, in Rodgers name alone.
19. On or about November 25, 2008, Rodgers surrendered the original stock certificate and was issued a new certificate for 10,000 shares. The remaining 5,000 shares were issued on a stock certificate to Chesler at the same time. The November 25, 2008 certificate appears to bear Davis's signature.
20. In connection with the offer or sale of a security, Davis made omissions of material facts, including but not limited to paragraphs 21 through 26.
21. Davis told Rodgers that EAYL had a successful operating history and earned \$250,000 per year. However, Davis failed to provide financial statements to verify this claim and

- failed to disclose the risks associated with a major expansion of a company like he had planned for EAYL. Further, Davis did not provide Rodgers with a prospectus or offering document, and did not discuss what competition EAYL was facing.
22. Davis told Rodgers that EAYL was appraised at over \$100 million. However, Davis failed to disclose who performed the appraisal and what assumptions the appraisal relied upon.
 23. Davis told Rodgers that companies such as First Data Corp., Target, Wal-Mart, Barnes & Noble, and J.C. Penney's, and universities like University of Utah, Westminster College, Salt Lake Community College, and University of Notre Dame were "interested" in EAYL. Davis did not disclose who his contacts were at those companies and universities, or why he believed they were "interested" in EAYL.
 24. Davis told Rodgers that EAYL would buy back outstanding stock after the first year if any investors wanted out. However, Davis did not disclose his prior law suits, judgments, and liens.
 25. Davis told Rodgers that EAYL stock would be publicly traded no later than January 2009. However, Davis failed to explain why he believed EAYL stock would be publicly traded so quickly.
 26. Davis told Rodgers that his investment would be used for building the EAYL website. However, Davis omitted how much it would cost to build the website.
 27. In connection with the offer or sale of a security, Davis made misrepresentations of

material facts, including but not limited to paragraph 28.

28. Davis told Rodgers that he would not be taking a salary from EAYL, when in fact, almost all of the money Rodgers invested went towards Davis's personal expenses.

COUNT 2
THEFT, a second degree felony
(Ronald Rodgers)

29. Davis stated Rodger's funds would be used for building and maintaining the EAYL website.
30. Davis obtained money from Rodgers and exercised unauthorized control of the money with the purpose to deprive Rodgers thereof.
31. The value of the money obtained was in excess of \$5,000.
32. Using a First-In, First-Out analysis, bank records indicate that Rodger's \$10,000 investment was deposited into Davis's EAYL account at Wells Fargo Bank on June 12, 2008, and spent in the following manner:

a.	Auto and Transport:	\$615.20
b.	Bills and Utilities:	\$363.11
c.	Cash:	\$400.00
d.	Fees and Charges:	\$26.00
e.	Food and Dining:	\$691.80
f.	Health and Fitness:	\$1,248.82
g.	Home:	\$152.44

h.	Legal Fees:	\$2,788.75
i.	Mailing Expenses:	\$175.18
j.	Shopping:	\$48.73
k.	Travel:	\$36.75
l.	Web Hosting:	\$308.95
m.	Misc. Expenses:	\$1,341.01
n.	Wires and Transfers:	\$6,803.26
	Total:	\$15,000.00 ¹

COUNT 3
SECURITIES FRAUD, a third degree felony
(Norman Chesler)

33. Chesler learned of EAYL in or about April 2008. Chesler said that he, Wyatt, and other men met at the Highlander Bar in Salt Lake City. There, Wyatt mentioned that he had recently inherited stock in EAYL, and shared basic information about the company, and its owner, Davis. Wyatt then set up a meeting with Chesler, Rodgers, and Davis, which also took place at the Highlander Bar, in or about June 2008.
34. At this meeting, Davis made the following statements:
- EAYL had a successful operating history in Florida and the MyBux cards were already making money;
 - There would be an IPO soon, and EAYL stock would be traded on NASDAQ, or

¹ This analysis combines Rodgers's \$10,000 with Chesler's \$5,000 as they were deposited as one \$15,000 check.

at least over the counter;

- Companies such as Target and Wal-Mart were “onboard through First Data Corp.”;
- Chesler’s investment would be used solely for developing EAYL and hiring people to sell EAYL stock; and
- Davis would not be taking a salary from EAYL.

35. Chesler decided to invest \$5,000. However, Davis was only interested in investments of at least \$10,000, so he suggested that Chesler combine his money with Rodgers’s to make one \$15,000 check. Chesler said Davis told him the check should be made payable to EAYL.

36. On or about June 11, 2008, Rodgers gave Davis a \$15,000 check at Habits Bar in Salt Lake City. In or about July 2008, Chesler gave Rodgers a \$5,000 check to cover his portion of the investment. In or about November 25, 2008, Davis issued Chesler an EAYL stock certificate. The certificate appears to bear Davis’s signature.

37. In connection with the offer or sale of a security, Davis made omissions of material facts, including, but not limited to, paragraphs 38 through 40.

38. Davis told Chesler that EAYL had a successful operating history in Florida, and that MyBux was already making money there. However, Davis failed to provide financial statements to verify this claim and failed to disclose the risks associated with a major expansion like he had planned for EAYL. Further, Davis did not provide Chesler with a

prospectus or other offering document, and did not discuss what competition EAYL was facing. Davis also did not disclose his prior law suits, judgments, and liens.

39. Davis told Chesler there would be an IPO for EAYL stock, and that the stock would be traded on NASDAQ or at least over the counter. However, Davis failed to explain why he believed EAYL stock would be publicly traded, and why he believed it would be traded on NASDAQ. Davis also failed to disclose that the stocks were not registered in Utah and that he was not licensed to sell securities in Utah.
40. Davis told Chesler that companies such as Target and Wal-Mart were “onboard through First Data Corp.” However, Davis omitted who his contacts were at those companies and why he believed them to be “onboard.”
41. In connection with the offer or sale of a security, Davis made misrepresentations of material fact, including, but not limited to, paragraphs 42 through 43.
42. Davis told Chesler that he would not be taking a salary from EAYL, when in fact, almost all of the money Chesler invested went towards Davis’s personal expenses.
43. Davis told Chesler that companies such as Target and Wal-Mart were “onboard through First Data Corp.” However, Timothy Horton, a Vice President of First Data Corp., said that First Data Corp. does not get involved in finding merchants such as Target and Wal-Mart for their customers like EAYL.

COUNT 4
THEFT, a third degree felony
(Norman Chesler)

44. Davis stated Chesler's funds would be used for developing EAYL.
45. Davis obtained money from Chesler and exercised unauthorized control of the money with the purpose to deprive Chesler thereof.
46. The value of the money obtained was \$5,000.
47. Using a First-In, First-Out analysis, bank records indicate that Chesler's \$5,000 investment was deposited into Davis's EAYL account at Wells Fargo Bank on June 12, 2008, and spent in the following manner:
- | | | |
|----|----------------------|------------|
| a. | Auto and Transport: | \$615.20 |
| b. | Bills and Utilities: | \$363.11 |
| c. | Cash: | \$400.00 |
| d. | Fees and Charges: | \$26.00 |
| e. | Food and Dining: | \$691.80 |
| f. | Health and Fitness: | \$1,248.82 |
| g. | Home: | \$152.44 |
| h. | Legal Fees: | \$2,788.75 |
| i. | Mailing Expenses: | \$175.18 |
| j. | Shopping: | \$48.73 |
| k. | Travel: | \$36.75 |

l.	Web Hosting:	\$308.95
m.	Misc. Expenses:	\$1,341.01
n.	Wires and Transfers:	\$6,803.26
	Total:	\$15,000.00 ²

COUNT 5
SECURITIES FRAUD, a second degree felony
(Paul Kaneko)

48. Kaneko learned of EAYL in or about March or April 2008. Kaneko said that he met with Wyatt and some other men at the Highlander Bar in Salt Lake City. There, Wyatt mentioned that he had recently inherited stock in EAYL, and shared basic information about the company and its owner, Davis. Wyatt then set up a meeting between Kaneko and Davis, which took place at Davis's home in Salt Lake City, in or about April 2008.

49. At this meeting, Davis made the following statements:

- EAYL had a successful operating history in Florida;
- Davis needed to raise \$1 million for EAYL;
- There would be a 5-1 forward split of EAYL stock, and Davis would buy back each investor's original investment. Therefore, for Kaneko's \$15,000 investment, \$80,000 worth of stock would be left as profit;
- After a few years, there would be an IPO for EAYL stock;

² This analysis combines Chesler's \$5,000 with Rodgers's \$10,000 as they were deposited as one \$15,000 check.

- The expected profits from EAYL were over \$40 million after 20 years, based on a spreadsheet Davis provided;
 - Wal-Mart and local soccer clubs were already “involved” with EAYL and EAYL already had several prominent investors, including the Garff family, University of Utah professors, and business people from around the Salt Lake valley;
 - The majority of the money Kaneko invested would go towards developing EAYL, with a small portion being invested in housing properties in Florida; and
 - Davis would not take a salary from EAYL until it was profitable.
50. On May 18, 2008, Kaneko gave Davis a \$15,000 check, which he was told to make payable to EAYL. In exchange for his check, Kaneko was given an EAYL stock certificate, which appears to bear Davis’s signature.
51. In connection with the offer or sale of a security, Davis made omissions of material facts, including, but not limited to, paragraphs 52 through 57.
52. Davis told Kaneko that EAYL had a successful operating history in Florida. However, Davis failed to provide financial statements to verify this claim and failed to disclose the risks of a major expansion like he had planned for EAYL. Davis also omitted that he was not licensed to sell securities in Utah. Further, Davis did not provide Kaneko with a prospectus or offering document, and did not discuss what competition EAYL was facing.

53. Davis told Kaneko that EAYL needed to raise \$1 million. Davis failed to disclose how much he had already raised and what would happen if that amount was not raised.
54. Davis told Kaneko that there would be a 5-1 stock split and that Davis would buy back his original investment, leaving investors with four times their original investment in EAYL stock as profit. Davis omitted to explain what would justify a 5-1 forward split and how he planned to be able to buy back each investor's original investment. Davis also did not disclose his prior law suits, judgments, and liens.
55. Davis told Kaneko there would be an IPO for EAYL stock. However, Davis failed to disclose why he believed that to be true.
56. Davis provided Kaneko with a spreadsheet, which appears to project EAYL profits; these projections seem to show EAYL could expect more than \$40 million after the first twenty-four months. Davis omitted the assumptions underlying those projections.
57. Davis told Kaneko that Wal-Mart and local soccer clubs were already involved with EAYL, and that EAYL had several prominent investors, such as the Garff family, University of Utah professors, and business people from around the Salt Lake valley. However, Davis failed to disclose his contacts at Wal-Mart and the local soccer clubs, and the extent of their "involvement" with EAYL. Davis also failed to disclose who these other investors were, and what interest they held in EAYL.
58. In connection with the offer or sale of a security, Davis made misrepresentations of material facts, including, but not limited to, paragraph 59.

59. Davis told Kaneko that he would not take a salary from EAYL until it was profitable, when in fact, almost all of the money Kaneko invested went towards Davis's personal expenses.

COUNT 6
THEFT, a second degree felony
(Paul Kaneko)

60. Davis stated Kaneko's funds would be used mostly to get EAYL stock publicly traded, and partially to invest in EAYL housing projects in Florida.

61. Davis obtained money from Kaneko and exercised unauthorized control of the money with the purpose to deprive Kaneko thereof.

62. The value of the money obtained was in excess of \$5,000.

63. Using a First-In, First-Out analysis, bank records indicate that Kaneko's \$15,000 investment was deposited into Davis's EAYL account at Wells Fargo Bank on June 12, 2008, and spent in the following manner:

a.	Transferred:	\$4,600.00
b.	Consulting:	\$221.32
c.	Legal Fees:	\$9,027.81
d.	Sporting equipment:	\$81.13
e.	Computers / Web Hosting:	\$269.74
f.	Unknown:	\$800.00
	Total:	\$15,000.00

COUNT 7
SECURITIES FRAUD, a third degree felony
(Paul Kaneko)

64. On or about September 18, 2008, Kaneko invested an additional \$5,000 with EAYL. In exchange for his \$5,000 check, Kaneko received a second EAYL stock certificate, which also appears to bear Davis's signature.
65. In connection with the offer or sale of a security, Davis made omissions of material facts, including, but not limited to, paragraphs 52 through 57, above.
66. In connection with the offer or sale of a security, Davis made misstatements of material facts, including, but not limited to, paragraph 59, above.

COUNT 8
THEFT, a third degree felony
(Paul Kaneko)

67. Davis stated Kaneko's funds would be used mostly for to get EAYL stock publicly traded, and partially to invest in EAYL housing projects in Florida.
68. Davis obtained money from Kaneko and exercised unauthorized control of the money with the purpose to deprive Kaneko thereof.
69. The value of the money obtained was \$5,000.
70. Using a First-In, First-Out analysis, bank records indicate that Kaneko's \$5,000 investment was deposited into Davis's EAYL account at Wells Fargo Bank on September 22, 2008, and spent in the following manner:
 - a. Auto and Transport: \$50.00

b.	Bills and Utilities:	\$164.74
c.	Fees and Charges:	\$18.00
d.	Food and Dining:	\$630.68
e.	Health and Fitness:	\$383.55
f.	Legal Fees:	\$104.00
g.	Mailing and Copying:	\$85.44
h.	Shopping:	\$181.40
i.	Travel:	\$358.13
j.	Misc.:	\$807.26
k.	Transferred and Wired:	\$2,216.80
	Total:	\$5,000.00

COUNT 9
SECURITIES FRAUD, a second degree felony
(Russell Waller)

71. Waller learned of EAYL many years before he became interested in investing. Waller is good friends with Wyatt, who would sometimes talk about the stock his father held. After Wyatt's father died in December 2007, Wyatt inherited the stock, and mentioned to Waller that Davis was planning an IPO for the stock. Wyatt then set up a meeting between Waller and Davis which took place at Flirt's Bar, in Lehi, sometime in or around spring of 2008.
72. At this meeting, Davis made the following statements:

- EAYL needed 2,000 “subscribers” before the stock would be publicly traded;
 - If EAYL did not have 2,000 subscribers in four to six months, Davis would buy back any investor’s shares that wanted out;
 - Microsoft was very interested in offering EAYL stock as a bonus to its employees, and was considering buying EAYL for \$1 billion;
 - Wal-Mart and First Data Corp. were interested in becoming involved with EAYL;
 - Waller’s investment would be used to grow EAYL; and
 - Davis would not take a salary from EAYL.
73. On or about September 19, 2008, Waller invested \$10,000. Waller gave Davis a \$10,000 Zions cashier’s check, payable to EAYL. In exchange for this check, Waller was given an EAYL stock certificate, which appears to bear Davis’s signature.
74. In connection with the offer or sale of a security, Davis made omissions of material facts, including, but not limited to, paragraphs 75 through 78.
75. Davis told Waller that EAYL needed at least 2,000 subscribers before it could have publicly traded stock. However, Davis omitted how many subscribers EAYL currently had and what would happen if 2000 subscribers were not achieved.
76. Davis told Waller that EAYL stock would be publicly traded in four to six months, and if it was not, Davis would buy back stock from any investor who wanted out. However, Davis failed to explain why he believed EAYL stock would be publicly traded in four to six months, and how he would be able to buy back outstanding stock. Davis also did not

disclose his prior law suits, judgments, and liens. Further, Davis omitted that he was not licensed to sell securities in Utah and that the EAYL stock was not registered. Davis did not provide Waller with a prospectus or other offering document, and did not discuss what competition EAYL would face.

77. Davis told Waller that that Microsoft was considering offering EAYL stock as a bonus to its employees and was considering purchasing EAYL for \$1 billion. However, Davis omitted why he believed that Microsoft would either offer EAYL stock as a bonus or buy EAYL for \$1 billion. Davis also failed to disclose the risks associated with a start-up company and what would happen if Microsoft did not purchase EAYL.
78. Davis told Waller that Wal-Mart and First Data Corp. were interested in EAYL. However, Davis omitted who his contacts were at those companies, and why he believed they were interested in EAYL.
79. In connection with the offer or sale of a security, Davis made misstatements of material fact, including, but not limited to, paragraph 80.
80. Davis told Waller that he would not take a salary from EAYL when in fact almost all of the money Waller invested with EAYL went towards Davis's personal expenses.

COUNT 10
THEFT, a second degree felony
(Russell Waller)

81. Davis stated Waller's funds would be used to develop EAYL.

82. Davis obtained money from Waller and exercised unauthorized control of the money with the purpose to deprive Waller thereof.
83. The value of the money obtained was in excess of \$5,000.
84. Using a First-In, First-Out analysis, bank records indicate that Waller's \$10,000 investment was deposited into Davis's EAYL account at Wells Fargo Bank on September 22, 2008, and spent in the following manner:

a.	Auto and Transport:	\$100.17
b.	Bills and Utilities:	\$169.21
c.	Food and Dining:	\$749.97
d.	Health and Fitness:	\$61.00
e.	Home Improvement:	\$266.95
f.	Mortgage:	\$5,881.22
g.	Legal Fees:	\$113.75
h.	Coping and Mailing:	\$30.36
i.	Computer Software:	\$58.15
j.	Misc.:	\$469.22
k.	Transfers:	\$2,100
	Total:	\$10,000

**COUNT 11
SECURITIES FRAUD,
a third degree felony(Kent Dennis)**

85. Dennis learned of EAYL many years before his investment through his friendship with Wyatt. In or about May 2008, Dennis became interested in EAYL, and met with Davis. This meeting took place either in Davis's home or a nearby Starbucks, both in Salt Lake City.
86. At this meeting, Davis made the following statements:
- EAYL was already operating in Florida and was "ready to go" in Utah;
 - EAYL stocks would soon be publicly traded and there would be a stock split;
 - Davis only needed to raise an additional \$200,000 to \$300,000 to get EAYL going;
 - AT&T, Weber State, and University of Utah were going to "come on board" as soon as the deal with First Data Corp. was finalized;
 - First Data Corp. liked EAYL so much that they would likely buy it in the future; and
 - Davis would not be taking a salary from EAYL and all of Dennis's investment would be used to get other companies on board with EAYL.
87. Dennis decided to invest \$3,000 in EAYL. However, Davis would not accept investments of less than \$10,000, so Dennis combined his money with that of a friend. On or about September 10, 2008, Dennis gave Davis a \$10,000 check, payable to EAYL. In exchange

for the check, Davis gave Dennis a stock certificate which appears to bear Davis's signature.

88. In connection with the offer or sale of a security, Davis made omissions of material fact, including, but not limited to, paragraphs 89 through 92.
89. Davis told Dennis that EAYL was already operating in Florida and was "ready to go" in Utah. However, Davis failed to provide financial statements to verify this claim and failed to disclose the risks associated with a company's expansion, such as what was planned for EAYL. Davis did not provide Rodgers with a prospectus or offering document and did not discuss what competition EAYL was facing. Davis further omitted to explain why he believed EAYL was "ready to go" in Utah.
90. Davis told Dennis that EAYL stock would be publicly traded and that there would be a stock split. However, Davis omitted to explain why he believed EAYL stock would be publicly traded and what justification he foresaw for the stock split. Davis also omitted that the stock was not registered in Utah and that he was not licensed to sell securities in Utah. Finally, Davis did not disclose his prior law suits, judgments, and liens.
91. Davis told Dennis that he needed an additional \$200,000 to \$300,000 raised to get EAYL "going." Davis omitted how much he had already raised and what would happen if that amount was not raised.
92. Davis told Dennis that AT&T, Weber State, and University of Utah were going to "come on board" as soon as the deal with First Data Corp. was finalized. Davis omitted who his

contacts were at those organizations and why he believed they were going to “come on board” once the deal with First Data Corp. was finalized.

93. In connection with the offer or sale of a security, Davis made misrepresentations of material fact, including, but not limited to, paragraphs 94 through 95.
94. Davis told Dennis that First Data Corp. liked EAYL so much that they were considering buying it, when in fact, Timothy Horton, a Vice President of First Data Corp. said his company never considered purchasing EAYL.
95. Davis told Dennis that he would not be taking a salary from EAYL and that Dennis’s investment would go towards getting other companies “on board” with EAYL, but almost all of the money Dennis invested went towards Davis’s personal expenses.

COUNT 12
THEFT, a third degree felony
(Kent Dennis)

96. Davis stated Dennis’s funds would be used to develop EAYL.
97. Davis obtained money from Dennis and exercised unauthorized control of the money with the purpose to deprive Waller thereof.
98. The value of the money obtained was in excess of \$1,000 but less than \$5,000.
99. Using a First-In, First-Out analysis, bank records indicate that Waller’s \$3,000 investment was deposited into Davis’s EAYL account at Wells Fargo Bank on September 1, 2008, and spent in the following manner:

a.	Mortgage Payment	\$3,000.00
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COUNT 13
SECURITIES FRAUD, a third degree felony
(Art Tice)

100. Tice learned of EAYL in early summer 2008 through his friend Wyatt. Wyatt set up a meeting among Davis, Tice, and one of Tice's friends. The men met at Davis's home in Salt Lake City.
101. At this meeting, Davis made the following statements:
- EAYL was already a functioning company;
 - There would be an IPO for EAYL stock; and
 - Wal-Mart, First Data Corp., and other companies were "on board" with EAYL.
102. Tice chose not to invest with EAYL.
103. In connection with the offer of a security, Davis made omissions of material fact, including, but not limited to, paragraphs 104 through 105.
104. Davis told Tice that EAYL was already a functioning company. However, Davis failed to disclose financial statements or the risks associated with a company like EAYL. Davis also did not provide Tice with a prospectus or other offering document and did not discuss what competition EAYL was facing.
105. Davis told Tice that there would be an IPO for EAYL stock. However, Davis failed to disclose why he believed there would be an IPO and when he believed the IPO would take place. Davis also failed to disclose his prior law suits, judgments, and liens. Further, Davis omitted that he was not licensed to sell securities in Utah.

SUMMARY

Based on my review of the evidence, there is probable cause to believe that Davis committed the crimes of:

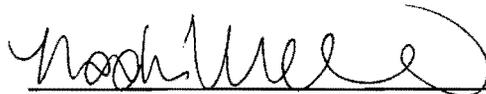
SECURITIES FRAUD, a second degree felony, 3 counts

SECURITIES FRAUD, a third degree felony, 5 counts

THEFT, a second degree felony, 3 counts

THEFT, a third degree felony, 2 counts

DATED this 21st day of December, 2011.



NADIA MAHALLATI, Affiant

SUBSCRIBED AND SWORN before me this
21 day of Dec.,
2011.



JUDGE, THIRD DISTRICT COURT

I CERTIFY THAT THIS IS A TRUE COPY OF AN ORIGINAL DOCUMENT ON FILE IN THE THIRD DISTRICT COURT, SALT LAKE COUNTY, STATE OF UTAH.

DATE: Dec. 21, 2011

Nadia Mahallati
DEPUTY COURT CLERK

THIRD DISTRICT COURT
SALT LAKE CITY

FILED DISTRICT COURT
Third Judicial District

2011 FEB 21 2011

by _____
Deputy Clerk

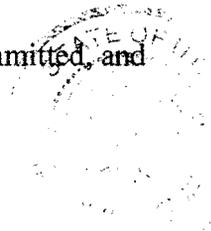
JACOB S. TAYLOR, Bar No. 10840
Assistant Attorney General
MARK L. SHURTLEFF, Bar No. 4666
Utah Attorney General
5272 South College Drive, #200
Murray, UT 84123
Telephone: (801) 281-1221
Facsimile: (801) 281-1224

IN THE THIRD JUDICIAL DISTRICT COURT IN AND FOR
SALT LAKE COUNTY, STATE OF UTAH

THE STATE OF UTAH, : Bail \$ _____
 :
Plaintiff, :
 : **WARRANT OF ARREST**
vs. :
 :
 ROGER DAVID DAVIS, : Case No. 111909673
DOB: February 16, 1940 :
 : Judge _____
Defendant.

THE STATE OF UTAH TO ANY PEACE OFFICER IN THE STATE OF UTAH,
GREETINGS:

An Information, upon oath, having been this day made before me by Investigator Nadia Mahallati, and it appearing from the Information, or affidavit filed with the Information, that there is probable cause to believe that the public offense(s) of: **Securities Fraud, a second degree felony, 3 counts; Securities Fraud, a third degree felony, 5 counts; Theft, a second degree felony, 3 counts; and, Theft, a third degree felony, 2 counts**, has been committed, and



that the defendant, ROGER DAVID DAVIS, has committed these offenses,

YOU ARE THEREFORE COMMANDED to arrest the above named defendant forthwith and bring the defendant before this court, or before the nearest or most accessible magistrate for setting bail. If the defendant has fled justice, you shall pursue the defendant into any other county of this state and there arrest the defendant. The offenses listed above are felonies.

Bail is set in the amount of \$ 50,000.-

DATED this 21 day of Dec., 2011.



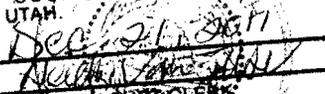
HONORABLE,
JUDGE, THIRD DISTRICT COURT

Defendant's Last Known Address:

1552 East 1300 South
Salt Lake City, UT 84105

I CERTIFY THAT THIS IS A TRUE COPY OF AN ORIGINAL DOCUMENT ON FILE IN THE THIRD DISTRICT COURT SALT LAKE COUNTY, STATE OF UTAH.

DATE: Dec 21 2011



DEPUTY COURT CLERK

THIRD DISTRICT COURT
SALT LAKE CITY