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**STATE OF CALIFORNIA
BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY
DEPARTMENT OF BUSINESS OVERSIGHT**

TO: OC Senior Care, Inc.
27592 Lodestone Trail Drive
Laguna Niguel, California 92677

Lawrence Yanez
27592 Lodestone Trail Drive
Laguna Niguel, California 92677

Dianne Moore a/k/a Dianne Yanez
27592 Lodestone Trail Drive
Laguna Niguel, California 92677

DESIST AND REFRAIN ORDER

(For violations of section 25401 of the Corporations Code)

The California Commissioner of Business Oversight finds that:

1. At all relevant times herein, OC Senior Care, Inc. (“OCSC”), is an active status California corporation operating in Laguna Niguel, California, which planned to open residential care facilities for the elderly in Orange County, California. OCSC maintained a website at www.myocseniorcare.com.
2. At all relevant times herein, Lawrence Yanez (“Yanez”) was the OCSC sales manager and the primary person in charge of marketing OCSC stock.
3. At all relevant times herein, Dianne Moore (“Moore”) was the owner and operator of OCSC. Dianne Moore was also the largest shareholder of OCSC stock, holding 52% of outstanding stock as of 2013. Dianne Moore is the former wife of Yanez and previously went by the name Dianne Yanez.
4. Beginning in at least May 2013 and continuing through at least August 2013, Yanez and Moore offered and sold securities in the form of stock in OCSC in this state.
5. On its public website, OCSC offered investment opportunities that promised an annual return of 12% for a period of three years, paid monthly, with a 30% equity position following that three year period. OCSC advertised its investment opportunities as safer than “stock

1 markets [that] go up and down.” OCSC also promised that its investments would be secured by real
2 estate held by OCSC.

3 6. OCSC’s website urged prospective investors to contact Yanez for further details on
4 OCSC’s investment opportunities.

5 7. When prospective investors contacted Yanez, Yanez provided them with a Private
6 Placement Memorandum (“PPM”), which stated that OCSC was offering 500,000 shares of
7 preferred “Class A” stock at a purchase price of \$2.00 a share. The PPM stated that the minimum
8 investment accepted was \$25,000.00. Like OCSC’s website, the PPM offered investors a 12%
9 dividend, paid monthly, for the first three years.

10 8. In connection with the offer and sale of these securities, OCSC, Yanez and Moore
11 made, or caused to be made, misrepresentations of material fact or omitted to state material facts
12 necessary in order to make the statements made, in the light of the circumstances under which they
13 were made, not misleading, in violation of sections 25401 of the Corporations Code. These
14 misrepresentations and omissions included, but are not limited to the following:

15 a. It was not disclosed that Yanez and Moore were both subject to a final Desist
16 and Refrain Order issued by the former Department of Corporations on November 23, 1999, which
17 ordered Yanez and Moore to desist and refrain from offering unqualified securities in a line of
18 health centers located in Orange County, California.

19 b. It was not disclosed that Yanez was the subject of a final administrative order
20 issued by the State of Wisconsin on October 14, 2002, which found that Yanez had engaged in
21 fraud in the offer and sale of securities of unregistered stock.

22 c. It was not disclosed that Yanez was convicted of four felony counts of
23 securities fraud involving victims over the age of 65, one count of acting as an unlicensed broker-
24 dealer, and one count of selling unregistered securities in the Eighth District Court of Nevada on
25 December 13, 2004. Yanez was ordered to pay restitution in the amount of \$314,932.48. The
26 securities at issue in Yanez’s criminal conduct also involved a chain of health centers.

27 Based on the foregoing findings, the California Commissioner of Business Oversight is of
28 the opinion that the securities offered and sold by OC Senior Care, Inc., Lawrence Yanez and

1 Dianne Moore were offered and sold in this state by means of written or oral communications that
2 included untrue statements of material fact or omitted to state material facts necessary in order to
3 make the statements made, in light of the circumstances under which they were made, not
4 misleading, in violation of section 25401 of the Corporations Code.

5 Pursuant to section 25532 of the Corporations Code, OC Senior Care, Inc., Lawrence Yanez
6 and Dianne Moore are hereby ordered to desist and refrain from offering or selling any security in
7 the State of California, including, but not limited to, stock in OC Senior Care, Inc. by means of
8 written or oral communication which includes an untrue statement of a material fact or omits to
9 state a material fact necessary in order to make the statements made, in light of the circumstances
10 under which they were made, not misleading.

11 This Order is necessary, in the public interest, for the protection of investors and consistent
12 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

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Dated: August 6, 2015
Sacramento, California

JAN LYNN OWEN
Commissioner of Business Oversight

By _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division