



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
JAN SKOLA,) Case No. AP-19-06
)
 Respondent.)

CONSENT ORDER

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“Enforcement Section”), through Enforcement Counsel Hampton Williams, has alleged that Jan Skola (“Respondent”), violated Sections 409.4-402, RSMo. (2016)¹, by offering and selling unregistered, non-exempt securities in and/or from the State of Missouri. This violation constitutes grounds to issue and order pursuant to Section 409.6-604.
2. Respondent and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the Respondent’s alleged violations of Sections 409.4-402.

CONSENT TO JURISDICTION

3. Respondent and the Enforcement Section stipulate and agree that the Missouri Commissioner of Securities (“Commissioner”) has jurisdiction over Respondent and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*
4. Respondent and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h) which provides:

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

¹ Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

WAIVER AND EXCEPTION

5. Respondent waives Respondent's rights to a hearing with respect to this matter.
6. Respondent waives any rights that Respondent may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondent specifically forever releases and holds harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner of Securities, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondent stipulates and agrees with the Enforcement Section that, should the facts contained herein prove to be false or incomplete in a material way, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER'S ORDER

8. Respondent and the Enforcement Section stipulate and agree to the issuance of this Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondent agrees not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondent's (a) testimonial obligations; (b) right to take legal or factual position in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondent agrees that Respondent is not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondent neither admits nor denies the allegations made by the Enforcement Section, but consents solely for the purpose of this matter only and not for any other matter, to the Commissioner's Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Order.

COMMISSIONER'S FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

12. Jan Skola ("Skola") is 69 years-old and resides at 19 Cottage Park East, Camdenton, Missouri 65020-4181. Skola has also used PO Box 1167, Camdenton, Missouri 65020-1167 as a mailing address.

13. Skola is not registered as a securities broker-dealer or agent in Missouri, or any other state.
14. Skola has been the subject of a previous Cease and Desist Order from the Missouri Securities Division for, in part, failing to register as a broker-dealer or agent. *Summary Order to Cease and Desist*, AP-04-100, Mo.Sec.Div. (Dec. 22, 2004).
15. AiResource Technologies, LLC (“AiR”) is a California Corporation, with a registration date of February 24, 1998, with a last known address of 977-B Jones Road, Yuba City, California 95991.
16. Randy Chapman (“Chapman”) is 59 years-old, and resides at 27522 Via Saratoga, Capistrano Beach, California 92624-1825. Chapman is the sole Managing Member, Organizer, Officer and/or Director of AiR. Chapman is listed as the Agent for Service of Process on the registration with an address of 32 Mandalay, Laguna Beach, California 92677.
17. On or about January 2, 2006, Skola and Chapman executed a subscription agreement, wherein Skola agreed to pay \$100,000 for 3,870 shares in AiR.
18. On or about February 15, 2013, Skola became a lender to AiR in the amount of \$20,000.
19. On or about February 22, 2013, Skola was listed as a promotor on AiR’s Regulation D (“Form D”) exemption filing with the US Securities and Exchange Commission (“SEC”). AiR’s Form D was not notice-filed in Missouri. Skola was unaware that AiR failed to notice-file the Form D. Also, given commission orders against Skola, Skola was not eligible to serve as a promoter.
20. After February 2013, Skola solicited investments in Missouri on behalf of AiR and also promoted AiR in a series of YouTube videos on his personal account.
21. In February 2014, a 55 year-old Lee’s Summit, Missouri resident (“MR1”), became acquainted with Skola as neighbors at the Lake of the Ozarks.
22. MR1 learned about the investment opportunity in AiR from Skola.
23. Over the course of several months, MR1 spoke and corresponded with Skola about investing in AiR at least two dozen times. Skola also discussed advertising with a publication operated by MR1 on behalf of AiR.
24. On or about March 6, 2014, Skola provided MR1 with a terms sheet for a convertible bridge loan from AiR that identified projected profits; a timeline for “key milestones”; and an assumptions page; and instructed MR1 to “[p]lay with this chart...It will blow your mind.” Additionally, Skola indicated that he had inquired from AiR/Chapman if

MR1 could invest at \$10,000.

25. On or about April 6, 2014, Skola provided additional financial documentation to MR1 regarding the terms of a convertible bridge loan from AiR that identified projected profits.
26. Skola solicited an investment from MR1.
27. During the course of these solicitations, Skola did not provide any information about the financial condition of AiR to MR1, but mentioned on multiple occasions that investors were lining up to invest in AiR, including investors who could fund the entire \$250,000 bridge loan.
28. During the course of these solicitations, Skola did not inform MR1 of Skola's previous felony convictions and prior Cease and Desist Orders from the Missouri Securities Division.
29. During the course of these solicitations, Skola did not inform MR1 of the registration status of the AiR Promissory Convertible Note, AiR, Chapman or Skola.
30. On or about May 8, 2014, AiR/Chapman executed a document entitled "Convertible Promissory Note" to MR1 as part of the investment to pay a principal amount of \$25,000 on or before August 7, 2014; a document entitled "Securities Purchase Agreement" which identifies additional terms regarding the promissory note signed by both AiR/Chapman and MR1 and a document entitled "Summary of Convertible Promissory Note Bridge Offering of AiResource Technologies, Inc." restating the terms of the promissory note and signed by both AiR/Chapman and MR1.
31. On or about May 8, 2014, MR1 transferred \$25,000 via wire to AiR.
32. From January 2014 to August 2014, Skola received a number of payments from AiR, a majority of which occurred after MR1 made his investment;
 - a. On or about January 2, 2014, Skola received a \$2,500 payment from AiR;
 - b. On or about May 20, 2014, Skola received a \$3,500 payment from AiR;
 - c. On or about June 11, 2014, Skola received a \$1,500 payment from AiR;
 - d. On or about August 24, 2014, Skola received a \$5,000 payment from AiR;
 - e. On or about August 25, 2014, Skola received a \$5,000 payment from AiR.
33. On October 14, 2014, after MR1 learned of Skola's past criminal history from one of MR1's other neighbors at the Lake of the Ozarks, MR1 sent an email to Chapman

demanding a refund of the investment, due to non-disclosure of Skola's criminal history.

34. On or about October 4, 2015, MR1 received a full refund of MR1's investment money from AiR, plus interest.
35. On or about November 10, 2015, MR1 signed a document acknowledging MR1 had received a full refund of MR1's principal investment, plus interest.

II. CONCLUSIONS OF LAW

36. The Commissioner finds Respondent Skola acted as an agent on behalf of AiResource, LLC, in attempting to effect purchases or sales of securities or represent the issuer in effecting or attempting to effect purchases or sales of the issuer's securities, as defined by Section 409.1-102(1).
37. The Commissioner finds Respondent Skola was not registered with the Missouri Securities Division as an agent during the relevant periods where the Respondent attempted to effect purchases or sales of securities or represent the issuer in effecting or attempting to effect purchases or sales of the issuer's securities, in violation of Section 409.4-402 and that this conduct constitutes grounds to issue an order pursuant to Section 409.6-604.
38. The Commissioner, after consideration of the stipulations set forth above and on the consent of Respondent Skola and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over Respondent Skola and this matter and that the following Order is in the public interest, necessary for the protection of public investors and consistent with the purposes intended by Chapter 409, RSMo.

III. ORDER

NOW, THEREFORE, it is hereby ordered that:

39. Respondent, its agents, employees and servants, and all other persons participating in the above-described alleged violations with knowledge of this order are permanently enjoined and restrained from engaging in violations of Section 409.4-402.
40. Respondent shall pay \$3,000 to the Missouri Secretary of State's Investor Education and Protection Fund. This payment, in addition to other penalties assessed by the Commissioner, shall be paid in 12 consecutive monthly installments, each in the amount of \$250.00, shall be payable on the First Payment Date and on the first day of every month thereafter, until the entire balance is paid, and shall be made payable to the Missouri Investor and Protection Fund and sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101.
41. Respondent shall pay \$1,000 toward the cost of this investigation. This payment, in addition to other penalties assessed by the Commissioner, shall be paid in 12 consecutive monthly installments, each in the amount of \$83.33, shall be payable to the Missouri

Securities Division, and submitted on the First Payment Date and on the first day of every month thereafter, until the entire balance is paid, and shall be sent to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101.

- 42. The First Payment Date shall be May 1, 2019.
- 43. Respondent shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 25th DAY OF APRIL, 2019.



JOHN R. ASHCROFT
SECRETARY OF STATE

Handwritten signature of David M. Minnick in blue ink.

DAVID M. MINNICK
COMMISSIONER OF SECURITIES

Consented to by:
MISSOURI SECURITIES DIVISION

Handwritten signature of Hampton Williams in blue ink.

HAMPTON WILLIAMS
SECURITIES ENFORCEMENT COUNSEL

Handwritten signature of Erik Bergmanis in blue ink.

ERIK BERGMANIS
ATTORNEY FOR JAN SKOLA



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:

JAN SKOLA,

Respondent.

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Case No. AP-19-06

CERTIFICATE OF SERVICE OF CONSENT ORDER

The undersigned certifies that the Enforcement Section has submitted a filing titled Consent Order for the consideration and signature of the Missouri Securities Commissioner, on April 25, 2019, to:

Laurie Dawson
Securities Office Manager
Office of the Missouri Secretary of State
Securities Division
600 West Main Street
Jefferson City, Missouri 65101
Email: Laurie.Dawson@sos.mo.gov

A copy of the *Consent Order* has been transmitted vis e-mail mailed to:

Erik A. Bergmanis
Bergmanis Law Firm, L.L.C.
380 W. U.S. Highway 54
P.O. Box 229
Camdenton, MO 65020
E-Mail: EBergmanis@ozarklawcenter.com

/s/Hampton Williams

Hampton Williams