

BEFORE THE  
STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
DIVISION OF SECURITIES

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In the Matter of  
UNIVERSAL ONE CLUB, LLC,  
BONIFACE B. MVOGO, and  
FRANCIS F. JAO,

PETITION FOR ORDER

Respondents,

File No. S-07172(EX)

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The staff of the State of Wisconsin, Department of Financial Institutions, Division of Securities (hereinafter "the Division"), has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Universal One Club, LLC (the "Club") is a Nevada domestic limited liability company with last known business addresses of 2764 Lake Sahara Drive, Suite 111, Las Vegas, Nevada 89117, and 98091 Irvine Center Drive, Suite 240, Irvine, California 92618;
2. Boniface B. Mvogo ("Mvogo") is an individual, with a month and year of birth of June 1952, who at all times material hereto has been an owner, officer and/or controlling person of the Club, with a last known business address at that of the Club, and a last known home address of 28694 Murrelet Drive, Laguna Niguel, California 92677;
3. Francis F. Jao ("Jao") is an individual, with a date of birth of June 6, 1950, who at all times material hereto has been an owner, officer and/or controlling person of the Club, with a last known business address at that of the Club and a last known home address of 1001 W Valencia Mesa Drive, Fullerton California 92833-2216;
4. During the period of 2006 and 2007, Mvogo and Jao, on behalf of the Club, offered and sold to at least one person in Wisconsin two interests, at \$10,000 per interest, as a "Participant-Investor" in a "Joint Venture Agreement" of the Club;
5. Pursuant to the "Joint Venture Agreement" received by the person in Wisconsin, referred to above, the Club will engage in the business of investing funds in the trading of financial instruments, and that net profits and losses will be borne by each Participant-Investor;
6. Upon information and belief, Participant-Investors can play a passive role in the company with no duties and responsibilities;
7. Upon information and belief, each Participant-Investor will not be involved in the day-to-day management of the Joint Venture of the Club, since there are too many investors for them to each have any meaningful input, and they do not have the expertise or experience necessary to perform its duties;
8. Since the investors will be involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the "Participant-Investor" interests offered and sold by the Respondents are investment contracts as defined by section DFI-Sec. 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by sec. 551.02(13), Wis. Stats.;

- 9. The Club's investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.;
- 10. The Respondents have violated sec. 551.21(1), Wis. Stats., by offering and selling unregistered securities to a person in Wisconsin;
- 11. After investing, the person in Wisconsin, described above, received payments initially from Universal One but the payments then stopped and were not resumed; and
- 12. Mvogo repeatedly told staff of the Division and the person in Wisconsin, described above, that he would have Universal One refund the investment money of the person in Wisconsin but to date has failed to do so.

Therefore, the staff of the Bureau of Registration & Enforcement petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Mark E. Dorman 3-25-08  
Mark E. Dorman Date  
Examiner

Leslie M. Van Buskirk 3/31/08  
Leslie Van Buskirk Date  
Staff Attorney