

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

In the Matter of

PETITION FOR ORDER

JEFFREY C. RODD, and
REDWOOD VALLEY INTERESTS, LLC,
Respondents.

File No. S-227988(EX)

The staff of the Bureau of Enforcement of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to Wis. Stat. § 551.602, and as a result thereof alleges as follows:

1. Jeffrey C. Rodd ("Rodd") is an individual born in September 1964 who at all times material hereto has been owner, manager, and controlling person of Redwood Valley Interests, LLC. The last known address of Rodd is 1211 S. Lincoln Street, Redwood Falls, Minnesota 56283.
2. Redwood Valley Interests, LLC ("Redwood") is a Minnesota limited liability company formed in 2004 with a last known business address of 32820 U. S. Highway 71, Redwood Falls, Minnesota 56283.
3. Between 2006 and 2012, Rodd offered and sold promissory notes issued by Redwood and another issuer, Optical Products Development Corporation ("OPD") to at least two persons in Wisconsin.
4. As represented in the promissory notes, investors in Redwood played a passive role with no duties and responsibilities in the day-to-day management of the company.
5. Since the investors would be involved in a common enterprise with the expectation of profit to be derived from the essential managerial efforts of others, the investments in Redwood and OPD are investment contract securities as defined by Wis. Stat. § 551.102(28)(d).
6. In connection with the offer and sale of securities to persons in Wisconsin described above, the Respondents provided untruthful material facts to the Wisconsin investor by representing that investor money would be safe, liquid, and that investor principal and profits were in fact "guaranteed" by Rodd & Redwood.
7. Respondent violated Wis. Stat. § 551.501(2), when he made an untrue statement of a material fact in connection with the offer and sale of a security to persons in Wisconsin.
8. On November 2, 2001, the State of Minnesota, Commissioner of Commerce issued a Consent Order against Rodd based on his offer and sale of unregistered securities without a securities license and without disclosing material facts to investors in violation of Minnesota law.
9. In connection with the offer and sale of securities to the persons in Wisconsin described above, the Respondents omitted to disclose that the Minnesota Commissioner of Commerce had previously issued an order against Rodd.

10. Respondent violated Wis. Stats. § 551.501(2) when he omitted to state material facts in connection with the offer and sale of a security to persons in Wisconsin.

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

Dated this 8th day of May, 2013.



Gregory Kipfer
Examiner
Bureau of Enforcement



Leslie M. Van Buskirk
Attorney Supervisor
Bureau of Enforcement