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COMMISSIONERS
GARY PIERCE, Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

ERNEST G. JOHNSON
EXECUTIVE DIRECTOR



ORIGINAL

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ARIZONA CORPORATION COMMISSION

MEMORANDUM

TO: Gary Pierce, Chairman
Bob Stump
Sandra D. Kennedy
Paul Newman
Brenda Burns

Arizona Corporation Commission

DOCKETED

FEB 2 2011

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AZ CORP COMMISSION
DOCKET CONTROL

FROM: Matthew J. Neubert *MJ*
Director of Securities

DOCKETED BY *[Signature]*

DATE: January 27, 2011

RE: Proposed Order to Cease and Desist, Order for Restitution, Order for Administrative Penalties and Consent to Same by Five Star Capital Markets LLC and James and Mary Elizabeth Piccolo (S-20755A-10-0342)

CC: Ernest G. Johnson, Executive Director

Attached is a proposed Order to Cease and Desist, Order for Restitution, Order for Administrative Penalties and Consent to Same by Five Star Capital Markets LLC and James Piccolo ("collectively referred to as "Piccolo Respondents") and Mary Elizabeth Piccolo. The Order requires the Piccolo Respondents to cease and desist their activity, pay restitution in the amount of \$5,577,226.59 and pay an administrative penalty in the amount of \$100,000. Mary Elizabeth Piccolo is joined in this action under A.R.S §44-2021(C) solely for the purposes of determining the liability of the marital community.

The Piccolo Respondents solicited investors to provide investment funds to Charlevoix Homes LLC and Michael Roberts. Investors were to receive eighteen percent interest annually on their investments. The investments were to be secured by a second Deed of Trust or a lien on lots. Neither second Deeds of Trust nor any liens were ever recorded for the benefit of the investors.

The Securities Division believes this Consent is in the best interest of the public.

Originator: Wendy Coy

1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2 COMMISSIONERS

3 GARY PIERCE, Chairman
4 BOB STUMP
5 SANDRA D. KENNEDY
6 PAUL NEWMAN
7 BRENDA BURNS

7 In the matter of)
8 FIVE STAR CAPITAL MARKETS LLC, a)
9 Nevada limited liability company,)
10 JAMES PICCOLO and MARY)
11 ELIZABETH PICCOLO, husband and wife,)
12 CRAIG COTTRELL, CRD# 4552833, and)
13 ANDREA COTTRELL, husband and wife,)
14 CHARLEVOIX HOMES LLC, an Arizona)
15 limited liability company,)
16 and)
MICHAEL ROBERTS, an unmarried man,)
Respondents.)

DOCKET NO. S-20755A-10-0342

DECISION NO. _____

**ORDER TO CEASE AND DESIST, ORDER
FOR RESTITUTION, ORDER FOR
ADMINISTRATIVE PENALTIES AND
CONSENT TO SAME
BY: RESPONDENTS FIVE STAR CAPITAL
MARKETS LLC, JAMES PICCOLO AND
MARY ELIZABETH PICCOLO**

17 FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH
18 PICCOLO elect to permanently waive any right to a hearing and appeal under Articles 11 and 12 of
19 the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order
20 To Cease and Desist, Order For Restitution, Order For Administrative Penalties and Consent To
21 Same ("Order"). FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
22 ELIZABETH PICCOLO admit the jurisdiction of the Arizona Corporation Commission
23 ("Commission"); neither admit nor deny the Findings of Fact and Conclusions of Law contained in
24 this Order; and consent to the entry of this Order by the Commission.
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I.

FINDINGS OF FACT

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3 1. FIVE STAR CAPITAL MARKETS LLC ("FIVE STAR") is a Nevada limited
4 liability company organized since March 24, 2005. According to the records of the Nevada Secretary
5 of State, JAMES PICCOLO is the manager of FIVE STAR. According to the records of the
6 Commission, FIVE STAR is not authorized to transact business as a foreign limited liability company
7 in Arizona.

8 2. JAMES PICCOLO ("PICCOLO") is a resident of Scottsdale, Arizona. During all
9 relevant times, PICCOLO operated Nouveau Riche Corporation ("Nouveau Riche") as the president
10 and CEO. According to the records of the Commission, Nouveau Riche is a Nevada corporation
11 authorized to transact business as a foreign corporation in Arizona. Nouveau Riche is located in
12 Scottsdale, Arizona.

13 3. At all relevant times, PICCOLO and MARY ELIZABETH PICCOLO (may be
14 referred to as "Respondent Spouse") were married. Respondent Spouse is joined in this action under
15 A.R.S. §44-2031(C) solely for purposes of determining the liability of the marital community.

16 4. At all relevant times, PICCOLO was acting for his own benefit and for the benefit of
17 and in furtherance of the marital community.

18 5. PICCOLO negotiated with MICHAEL ROBERTS ("ROBERTS") to allow FIVE
19 STAR to offer the Charlevoix Note (as defined below), including negotiating the commissions that
20 FIVE STAR would receive.

21 6. Between October 2005 and November 2006, Nouveau Riche Corporation
22 ("Nouveau Riche") operated as "an educational company that educates people on real estate --
23 residential real estate investing." Nouveau Riche conducted a series of classes on "dealing with
24 residential real estate." Nouveau Riche sold home study programs and held seminars known as
25 "Intensives" throughout the United States. Intensives were usually two-day seminars held
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1 throughout the United States to promote Nouveau Riche educational programs. CRAIG
2 COTTRELL (“COTTRELL”), an instructor at Nouveau Riche, conducted some of the Intensives.

3 7. In the fall of 2005, as a benefit to the Nouveau Riche students, FIVE STAR, through
4 COTTRELL and others, offered Nouveau Riche students who attended some of the Intensives an
5 investment opportunity to purchase notes in CHARLEVOIX HOMES LLC (“CHARLEVOIX”)
6 real estate developments. Those Nouveau Riche students interested in making an investment
7 received a document titled “Loan Agreement” (“Charlevoix Notes”). The Charlevoix Notes set
8 forth the terms of the investment including the expected return, the collateral and the maturity date.

9 8. On October 1, 2005, after one of the Intensives, FIVE STAR and COTTRELL sent
10 each of the attendees an email offering the attendees the opportunity to invest in the Charlevoix
11 Notes ahead of other Nouveau Riche students. The email stated that “Jim [PICCOLO], Mike
12 [ROBERTS] and I [COTTRELL] are very excited to share this fantastic offer with our community”
13 and “the Phoenix Nouveau Riche community is the first to get the chance to act on the incredible
14 ‘Charlevoix Homes’ opportunity before next Tuesday’s nationwide conference call with Jim
15 Piccolo, Mike Roberts (CEO of Charlevoix Homes) and myself.”

16 9. The October 1, 2005, email also included a link to a power point presentation that
17 further explained the Charlevoix Notes.

18 10. Furthermore, the October 1, 2005, email requested that people interested in making
19 the investment in the Charlevoix Notes should “make [their] payments out to ‘Charlevoix Homes’
20 and mail or deliver (remember this is first come/first serve) them to [COTTRELL] . . .” at FIVE
21 STAR’s Scottsdale, Arizona, address.

22 11. On October 11, 2005, another email was sent to each of the prospective investors
23 and provided another internet link for a “presentation that explains this exciting opportunity in
24 detail including financials.” The email also provided a website link to obtain a copy the
25 Charlevoix Notes.
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1 3. FIVE STAR and PICCOLO violated A.R.S. § 44-1841 by offering or selling
2 securities that were neither registered nor exempt from registration.

3 4. FIVE STAR and PICCOLO violated A.R.S. § 44-1842 by offering or selling
4 securities while neither registered as dealers or salesmen nor exempt from registration.

5 5. FIVE STAR and PICCOLO, directly or indirectly, violated A.R.S. § 44-1991 by (a)
6 employing a device, scheme, or artifice to defraud, (b) making untrue statements or misleading
7 omissions of material facts, or (c) engaging in transactions, practices, or courses of business that
8 operate or would operate as a fraud or deceit.

9 a. FIVE STAR and PICCOLO misrepresented to offerees and investors that the
10 investments in the Charlevoix Notes were guaranteed by a "corporate
11 guarantee" in CHARLEVOIX when, in fact, there was no guarantee.

12 b. FIVE STAR and PICCOLO misrepresented to offerees and investors that the
13 Charlevoix Notes were secured by a second deed of trust held on behalf of the
14 investors by FIVE STAR or a lien recorded on the lots for the benefit of
15 investors. There was no second deed of trust recorded for the benefit of FIVE
16 STAR investors or any liens recorded on the lots to benefit the investors.

17 6. FIVE STAR's and PICCOLO's conduct are grounds for a cease and desist order
18 pursuant to A.R.S. § 44-2032.

19 7. FIVE STAR's and PICCOLO's conduct are grounds for an order of restitution
20 pursuant to A.R.S. § 44-2032.

21 8. FIVE STAR's and PICCOLO's conduct are grounds for administrative penalties
22 under A.R.S. § 44-2036.

23 9. PICCOLO directly or indirectly controlled persons or entities within the meaning of
24 A.R.S. § 44-1999, including but not limited to FIVE STAR. Therefore, PICCOLO is jointly and
25 severally liable under A.R.S. § 44-1999 to the same extent as FIVE STAR for any violations of
26 A.R.S. § 44-1991.

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III.
ORDER

THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and FIVE STAR and PICCOLO consent to the entry of this Order, attached and incorporated by reference, the Commission finds that the following relief is appropriate, in the public interest, and necessary for the protection of investors:

IT IS ORDERED, pursuant to A.R.S. § 44-2032, that FIVE STAR and PICCOLO and any of their agents, employees, successors and assigns, permanently cease and desist from violating the Securities Act.

IT IS FURTHER ORDERED that FIVE STAR and PICCOLO comply with the attached Consent to Entry of Order.

IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that FIVE STAR and PICCOLO individually, and the marital community of PICCOLO and Respondent Spouse, along with any respondent against whom an order is entered under Docket No. S-20755A-10-0342, are jointly and severally liable to pay restitution to the Commission in the principal amount of \$5,577,226.59. Payment is due in full on the date of this Order. Payment shall be made to the "State of Arizona" to be placed in an interest-bearing account controlled by the Commission. Any principal amount outstanding shall accrue interest at the rate of 10 percent per annum from the date of the Order until paid in full.

The Commission shall disburse the funds on a pro-rata basis to investors shown on the records of the Commission. Any restitution funds that the Commission cannot disburse because an investor refuses to accept such payment, or any restitution funds that cannot be disbursed to an investor because the investor is deceased and the Commission cannot reasonably identify and locate the deceased investor's spouse or natural children surviving at the time of the distribution, shall be disbursed on a pro-rata basis to the remaining investors shown on the records of the

1 Commission. Any funds that the Commission determines it is unable to or cannot feasibly disburse
2 shall be transferred to the general fund of the state of Arizona.

3 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036 and A.R.S. § 44-1962, that
4 FIVE STAR and PICCOLO individually, and the marital community of PICCOLO and Respondent
5 Spouse, jointly and severally, shall pay an administrative penalty in the amount of \$100,000.
6 Payment is due in full on the date of this Order. Payment shall be made to the "State of Arizona."
7 Any amount outstanding shall accrue interest as allowed by law.

8 IT IS FURTHER ORDERED that payments received by the state of Arizona shall first be
9 applied to the restitution obligation. Upon payment in full of the restitution obligation, payments
10 shall be applied to the penalty obligation.

11 For purposes of this Order, a bankruptcy filing by FIVE STAR, PICCOLO and Respondent
12 Spouse shall be an act of default. If FIVE STAR, PICCOLO and Respondent Spouse do not
13 comply with this Order, any outstanding balance may be deemed in default and shall be
14 immediately due and payable.

15 IT IS FURTHER ORDERED, that if FIVE STAR, PICCOLO and Respondent Spouse fail
16 to comply with this order, the Commission may bring further legal proceedings against them,
17 including application to the superior court for an order of contempt.

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IT IS FURTHER ORDERED that no finding of fact or conclusion of law contained in this Order shall be deemed binding against any Respondent under this Docket Number who has not consented to the entry of this Order.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

CHAIRMAN

COMMISSIONER

COMMISSIONER

COMMISSIONER

COMMISSIONER

IN WITNESS WHEREOF, I, ERNEST G. JOHNSON, Executive Director of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this _____ day of _____, 2011.

ERNEST G. JOHNSON
EXECUTIVE DIRECTOR

DISSENT

DISSENT

This document is available in alternative formats by contacting Shaylin A. Bernal, ADA Coordinator, voice phone number 602-542-3931, e-mail sabernal@azcc.gov.

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CONSENT TO ENTRY OF ORDER

1. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO admit the jurisdiction of the Commission over the subject matter of this proceeding. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO acknowledge that they have been fully advised of their right to a hearing to present evidence and call witnesses and they knowingly and voluntarily waive any and all rights to a hearing before the Commission and all other rights otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO acknowledge that this Order to Cease and Desist, Order For Restitution, Order For Administrative Penalties and Consent to Same ("Order") constitutes a valid final order of the Commission.

2. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO knowingly and voluntarily waive any right under Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief resulting from the entry of this Order.

3. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO acknowledge and agree that this Order is entered into freely and voluntarily and that no promise was made or coercion used to induce such entry.

4. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO have been represented by an attorney in this matter, they have reviewed this order with their attorney, Jeff Matura, Esq., Graif Barrett & Matura, P.C., and understand all terms it contains. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO acknowledge that their attorney has apprised them of their rights regarding any conflicts of interest arising from dual representation. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO acknowledge that they have each given their informed consent to such representation.

1 5. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
2 ELIZABETH PICCOLO neither admit nor deny the Findings of Fact and Conclusions of Law
3 contained in this Order.

4 6. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
5 ELIZABETH PICCOLO agree that they shall not contest the validity of the Findings of Fact and
6 Conclusions of Law contained in this Order in any present or future proceeding in which the
7 Commission or any other state agency is a party concerning the denial or issuance of any license or
8 registration required by the state to engage in the practice of any business or profession.

9 7. By consenting to the entry of this Order, FIVE STAR CAPITAL MARKETS LLC,
10 JAMES PICCOLO and MARY ELIZABETH PICCOLO agree not to take any action or to make, or
11 permit to be made, any public statement denying, directly or indirectly, any Finding of Fact or
12 Conclusion of Law in this Order or creating the impression that this Order is without factual basis.
13 FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO
14 will undertake steps necessary to assure that all of their agents and employees understand and
15 comply with this agreement.

16 8. While this Order settles this administrative matter between FIVE STAR CAPITAL
17 MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO and the Commission,
18 they understand that this Order does not preclude the Commission from instituting other
19 administrative or civil proceedings based on violations that are not addressed by this Order.

20 9. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
21 ELIZABETH PICCOLO understand that this Order does not preclude the Commission from
22 referring this matter to any governmental agency for administrative, civil, or criminal proceedings
23 that may be related to the matters addressed by this Order.

24 10. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
25 ELIZABETH PICCOLO understand that this Order does not preclude any other agency or officer of
26

1 the state of Arizona or its subdivisions from instituting administrative, civil, or criminal
2 proceedings that may be related to matters addressed by this Order.

3 11. FIVE STAR CAPITAL MARKETS LLC and JAMES PICCOLO agree that they
4 will not apply to the state of Arizona for registration as securities dealers or salesmen or for
5 licensure as investment advisers or investment adviser representatives until such time as all
6 restitution and penalties under this Order are paid in full.

7 12. FIVE STAR CAPITAL MARKETS LLC and JAMES PICCOLO agree that they
8 will not exercise any control over any entity that offers or sells securities or provides investment
9 services within or from Arizona until such time as all restitution and penalties under this Order are
10 paid in full.

11 13. JAMES PICCOLO agrees that he will continue to cooperate with the Securities
12 Division including, but not limited to, providing complete and accurate testimony at any hearing in
13 this matter and cooperating with the state of Arizona in any related investigation or any other
14 matters arising from the activities described in this Order.

15 14. JAMES PICCOLO and MARY ELIZABETH PICCOLO acknowledge that any
16 restitution or penalties imposed by this Order are PICCOLO's obligations as well as the marital
17 community.

18 15. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
19 ELIZABETH PICCOLO consent to the entry of this Order and agree to be fully bound by its terms
20 and conditions.

21 16. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY
22 ELIZABETH PICCOLO acknowledge and understand that if they fail to comply with the
23 provisions of the order and this consent, the Commission may bring further legal proceedings
24 against them, including application to the superior court for an order of contempt.

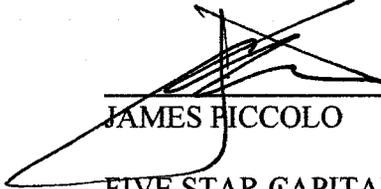
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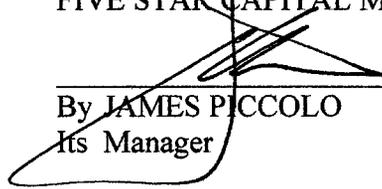
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17. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO understand that default shall render them liable to the Commission for its costs of collection and interest at the maximum legal rate.

18. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO agree and understand that if they fail to make any payment as required in the Order, any outstanding balance shall be in default and shall be immediately due and payable without notice or demand. FIVE STAR CAPITAL MARKETS LLC, JAMES PICCOLO and MARY ELIZABETH PICCOLO agree and understand that acceptance of any partial or late payment by the Commission is not a waiver of default by the Commission.

19. JAMES PICCOLO represents that he is manager of FIVE STAR CAPITAL MARKETS LLC and has been authorized by FIVE STAR CAPITAL MARKETS LLC to enter into this Order for and on behalf of it.

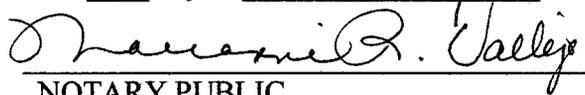


JAMES PICCOLO
FIVE STAR CAPITAL MARKETS LLC


By JAMES PICCOLO
Its Manager

STATE OF ARIZONA)
) ss
County of)

SUBSCRIBED AND SWORN TO BEFORE me this 21ST day of JANUARY, 2011.



NOTARY PUBLIC

My commission expires:
9/30/2012



Mary Elizabeth Piccolo
MARY ELIZABETH PICCOLO

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STATE OF ARIZONA)
) ss
County of)

SUBSCRIBED AND SWORN TO BEFORE me this 21ST day of JANUARY, 2011.

Marianne R. Vallejo
NOTARY PUBLIC

My commission expires:
9/30/2012



1 SERVICE LIST FOR: FIVE STAR CAPITAL MARKETS LLC, James Piccolo, Mary
2 Elizabeth Piccolo, Craig Cottrell, Andrea Cottrell, Charlevoix Homes
3 LLC and Michael Roberts

4 NAME & ADDRESS

5 Jeffrey Matura
6 Graif Barrett & Matura, PC
7 1850 N. Central Ave., Ste. 500
8 Phoenix, Arizona 85004
9 Attorneys for FIVE STAR CAPITAL MARKETS LLC,
10 James Piccolo and Mary Elizabeth Piccolo
11 Craig Cottrell and Andrea Cottrell

12 Michael Roberts
13 8711 E. Pinnacle Peak Rd., #213
14 Scottsdale, Arizona 85525