

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Christopher F. Venti, and
American Finance Investments, Inc.

Respondents.

File No. ODS 07-008

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities ("Department").

2. That a copy of the *Order to Cease and Desist and Notice of Opportunity for Hearing* ("Order and Notice") was delivered to Affiant in the office of the Administrator of the Department ("Administrator") pursuant to Section 1-611 of the Oklahoma Uniform Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

3. That the Administrator has received service of process on behalf of Respondents pursuant to Section 1-611 of the Act.

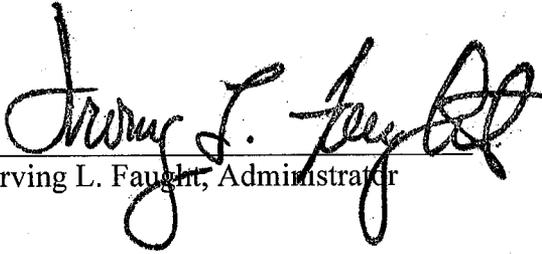
4. That a copy of the *Order and Notice*, and a copy of this *Notice of Service on the Administrator and Affidavit of Compliance* are being sent this 7th day of May, 2007, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondents, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

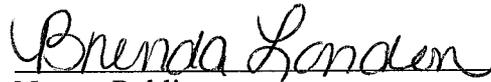
Dated this 4th day of May, 2007.

(SEAL)


Irving L. Faight, Administrator

Subscribed and sworn to before me this 4th day of May, 2007.


BRENDALONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/09


Brenda London
Notary Public

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In the Matter of:

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File No. ODS 07-008

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

Order

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of Christopher F. Venti (Venti) and American Finance Investments, Inc. (American Finance) (collectively, "Respondents") in connection with the offer and/or sale of securities in and/or from Oklahoma. Based on the authority of Section 1-604 of the Act, and the Findings of Fact and Conclusions of Law set forth below, IT IS HEREBY ORDERED that Respondents cease and desist the offer and/or sale of unregistered securities in violation of the Act.

Findings of Fact

1. Venti, a New York resident, is the registered agent for and a principal of American Finance. According to filings with the Oklahoma Secretary of State, the address for Venti is 5830 Northwest Expressway, Suite 230, Oklahoma City, Oklahoma 73132.

2. American Finance, an Oklahoma corporation, is involved in the marketing of private placement programs secured by a "bank endorsed guarantee" (Private Placement Program). In August 2006, American Finance had its corporate status suspended by the Oklahoma Tax Commission.

3. American Finance's website, <http://www.afionline.net>, states that the Private Placement Program is a "by invitation only," secured asset management program "commonly used by the wealthy."

4. The Private Placement Program purportedly involves the purchase and sale of bank debentures in the "International Market" in a "controlled trading program" with a major "Trading Bank."

5. The Private Placement Program is marketed as a "no risk" investment periodically providing investors with a "guaranteed high return."

6. The Private Placement Program purportedly secures the investment funds through a bank endorsed guarantee at the time the funds are deposited with the banking institution. Respondents guarantee that investors' funds will be on deposit in the bank during the contract period and will be returned to the investors in full at the end of their contract terms.

7. In approximately June 2006, American Finance contacted a Michigan resident regarding the Private Placement Program. American Finance represented that its office was located at 5830 Northwest Expressway, Oklahoma City, Oklahoma (Oklahoma Office).

8. A United States Postal Service Store (UPS Store) is located at the purported Oklahoma Office location. American Finance used the UPS Store for their delivery of mail service beginning in October of 2005.

9. American Finance does not have an office located in Oklahoma.

10. The Michigan investor invested \$400,000 with American Finance. The funds were provided to American Finance through an escrow agent. After transferring the funds, the Michigan investor was told by American Finance that the transaction would not be completed. American Finance gave many reasons why the transaction could not be completed to include problems dealing with the bank.

11. The Michigan investor was able to recover \$325,000 of his investment from the escrow agent. The remaining funds were already in the possession of American Finance. American Finance will not refund these funds.

12. The bank debentures described in the Private Placement Memorandum are not registered under the Act. This fact was not disclosed to the Michigan investor.

13. American Finance and Venti are not registered as broker-dealers or agents under the Act. This fact was not disclosed to the Michigan investor.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Section 1-102 of the Act provides in pertinent part:

2. “Agent” means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer’s securities. A partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term. The term does not include an individual excluded by rule adopted or order issued under the act;

* * *

4. “Broker-dealer” means a person engaged in the business of effecting transactions in securities for the account of others or for the person’s own account.

* * *

32. “Security” means a[n] . . . investment contract[.]

2. Section 1-501 of the Act provides in pertinent part:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly:

1. To employ a device, scheme, or artifice to defraud;
2. To make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or
3. To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

3. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as

an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

4. Section 1-301 of the Act provides:

It is unlawful for a person to offer or sell a security in this state unless:

1. The security is a federal covered security;
2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Sections 1-201 through 1-203 of this title]; or
3. The security is registered under this act.

5. Section 1-602 of the Act provides in part:

A. The Administrator may:

1. Conduct public or private investigations within or outside of this state which the Administrator considers necessary or appropriate to determine whether a person has violated, is violating, or is about to violate this act or a rule adopted or order issued under this act, or to aid in the enforcement of this act or in the adoption of rules and forms under this act[.]

6. Section 1-604 of the Act provides in pertinent part:

- A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business

constituting a violation of the act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]

B. An order under subsection A of this section is effective on the date of issuance. Upon issuance of the order, the Administrator shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement whether the Administrator will seek a civil penalty or costs of the investigation, a statement of the reasons for the order, and notice that, within fifteen (15) days after receipt of a request in a record from the person, the matter will be scheduled for a hearing and the hearing shall be commenced within fifteen (15) days of the matter being set for hearing. If a person subject to the order does not request a hearing and none is ordered by the Administrator, within thirty (30) days after the date of service of the order, the order, that may include a civil penalty or costs of the investigation if a civil penalty or costs were sought in the statement accompanying the order, becomes final as to that person by operation of law. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.

Conclusions of Law

1. The bank debentures described in the Private Placement Memorandum are securities as defined by Section 1-102 of the Act.
2. Respondents offered and sold unregistered securities in and/or from the state of Oklahoma, in violation of Section 1-301 of the Act.
3. Venti transacted business in this state as an unregistered agent, in violation of Section 1-402 of the Act.
4. American Finance employed at least one unregistered agent, in violation of Section 1-402 of the Act.

5. Respondents engaged in acts, practices, or a course of business which operated or would operate as a fraud or deceit upon a person, in violation of Section 1-501 of the Act.

6. Respondents omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

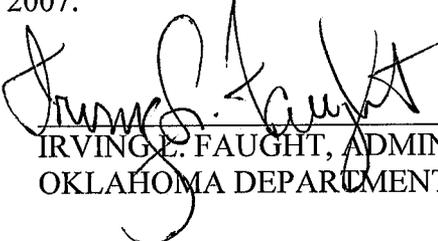
7. The Administrator has the authority to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.

8. It is in the public interest to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 4th day of May, 2007.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

NOTICE OF OPPORTUNITY FOR HEARING

Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of this Order. The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation against Respondents that is contained in the Recommendation.

Within fifteen (15) days after receipt of a request for hearing from Respondents, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested, the Administrator, after notice and opportunity for hearing to Respondents, may modify or vacate this Order or extend it until final determination.

If Respondents do not request a hearing within thirty days (30) days after the date of service of this Order and none is ordered by the Administrator, the Order becomes final as to Respondents by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 4th day of May, 2007.

(SEAL)



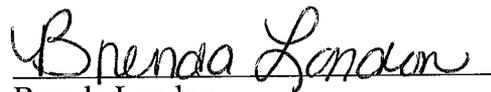
IRVING L. RAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 7th day of May, 2007, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Christopher F. Venti
239 Holiday Lane
Hamburg, NY 14075

American Finance Investments
239 Holiday Lane
Hamburg, NY 14075



Brenda London
Paralegal