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Texas State Securities Board

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IN THE MATTER OF
DAWNSTAR ALLIANCE, LLC
DBA THE LEOPARD FUND
AND DAVID B. PRINCE

§
§
§

ORDER NO. ENF-06-CDO-1614

TO: Dawnstar Alliance, LLC dba The Leopard Fund
202 North Curry Street, #100
Carson City, Nevada 89703
and
112 North Curry Street
Carson City, Nevada 89703

David B. Prince
202 North Curry Street, #100
Carson City, Nevada 89703
and
112 North Curry Street
Carson City, Nevada 89703

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2005) ("Texas Securities Act").

The Staff of the Enforcement Division of the Texas State Securities Board has presented evidence sufficient for the Securities Commissioner to find that:

FINDINGS OF FACT

1. Dawnstar Alliance, LLC dba The Leopard Fund ("Respondent Dawnstar") maintains last known addresses of 202 North Curry Street, #100, Carson City, Nevada 89703 and 112 North Curry Street, Carson City, Nevada 89703.

2. David B. Prince ("Respondent Prince") maintains the same last known addresses as Respondent Dawnstar.
3. On May 6 and 7, 2006, Respondent Dawnstar and Respondent Prince (collectively "Respondents") placed, or caused to be placed, an advertisement in the Business Opportunities section of the *Wall Street Journal* which stated: "Business Loan opportunity/Leopard Fund Pay's [sic] up to 4.75% per *Month* on Principal. Min \$25K/For More Information Please Contact: "TheLeopardFund.net"."
4. The Internet website "TheLeopardFund.net("the website") describes an investment scheme whereby the public can make "loans" to Respondents and receive interest of up to 5% per month, with the return of principal guaranteed.
5. Respondents represent that returns are obtainable "through an association with a private trading group comprised of sophisticated and highly disciplined professionals who have joined their respective skills and abilities in order to optimize key moments and opportunities in the financial markets. These traders have developed a unique, patentable algorithm for timing the placement of funds into the market and thereby enabling consistent returns on principal at the indicated rates."
6. Respondent Dawnstar is comprised of two members, Respondent Prince and Lance Lee.
7. Respondent Dawnstar has not registered any securities for sale in Texas by qualification, notification or coordination and no permit has been granted for their sale in Texas.
8. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
9. In connection with the offer for sale of interests in the above-described investment scheme, Respondents represent that the principal is guaranteed, which is materially misleading or otherwise likely to deceive the public in light of the fact that Respondents do not disclose all material information relating to the reserve fund purportedly maintained for the purpose of effectuating such guarantee.
10. In connection with the offer for sale of interests in the above-described investment scheme, Respondents represent that the return is obtainable "through an association with a private trading group comprised of sophisticated and highly disciplined professionals who have joined their respective skills and abilities in order to optimize key moments and opportunities in the financial markets" which is materially misleading or otherwise likely to deceive the public in light of the fact that Respondents do not disclose the nature of their affiliation with the trading group, who the trading group is composed of, and the terms of the contractual relations with the trading group.

11. In connection with the offer for sale of the above-described investment scheme, Respondents have engaged in fraud by intentionally failing to disclose the assets and liabilities of Respondent Dawnstar and all material information relating to the background of the principals of Respondent Dawnstar.

CONCLUSIONS OF LAW

1. Interests in the above-described investment scheme are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents are violating Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
4. Respondents have made an offer containing a statement that is materially misleading or otherwise likely to deceive the public.
5. Respondents have engaged in fraud in connection with the offer for sale of securities in Texas.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

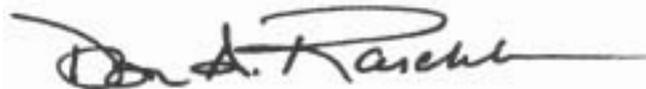
4. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000, or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Deputy Securities Commissioner this 16TH day of May, 2006.



DON A. RASCHKE
Deputy Securities Commissioner