

JOHN MORGAN
SECURITIES COMMISSIONER



CARLA JAMES
DEPUTY SECURITIES COMMISSIONER

Mail: P.O. BOX 13167
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300
Facsimile: (512) 305-8310

Texas State Securities Board

208 E. 10th Street, 5th Floor
Austin, Texas 78701-2407
www.ssb.state.tx.us

BETH ANN BLACKWOOD
CHAIR

DERRICK MITCHELL
MEMBER

E. WALLY KINNEY
MEMBER

DAVID A. APPLEBY
MEMBER

ALAN WALDROP
MEMBER

IN THE MATTER OF
PAUL MANOHARAN

§
§

Order No. ENF-12-CDO/FIN-1717

TO: Paul Manoharan
c/o Law Firm of Rodriguez, Tovar & Lopez
Attn: Francisco J. Rodriguez
1111 W. Nolana
McAllen, Texas 78504

AGREED CEASE AND DESIST ORDER

Be it remembered that Paul Manoharan ("Respondent"), appeared before the Securities Commissioner of Texas ("Securities Commissioner") and consented to the entry of this Order and the Findings of Fact and Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondent has waived (a) Respondent's right to notice and a hearing in this matter; (b) Respondent's right to appear and present evidence in this matter; (c) Respondent's right to appeal this Order; and (d) all other procedural rights granted to Respondent by The Securities Act, Tex. Rev. Civ. Stat. Ann. art. 581-1 et seq. (West 2010) (the "Texas Securities Act"), and the Administrative Procedure Act, Tex. Gov't Code Ann. § 2001.001 et seq. (West 2008 & Supp. 2010).
2. Valley Medical Center, Ltd ("VMC") previously maintained a last known address of 3702 South Expressway 281, Edinburg, Texas 78539.
3. RGCMC, LLC aka Rio Grande City Medical Center ("RGCMC") previously maintained a last known address of 3702 South Expressway 281, Edinburg, Texas 78539.
4. Respondent Manoharan was previously a Manager of VMC and RGCMC.
5. From at least in and around August 2006, and continuing through at least in and around April 2008, Respondent Manoharan offered and sold limited partnership interests in VMC and RGCMC. Respondent represented that funds invested with VMC and RGCMC would be used to acquire land and construct hospitals in

Pharr and Rio Grande City, Texas.

6. The limited partnership interests were not registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
7. Respondent was not registered with the Securities Commissioner as a dealer or agent at any time material hereto.

CONCLUSIONS OF LAW

1. The limited partnership interests are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondent has violated 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. Respondent has violated 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. The foregoing violations constitute bases for the issuance of an Agreed Cease and Desist Order pursuant to Section 23.A of the Securities Act.

ORDER

1. It is therefore ORDERED that Respondent 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 Respondent immediately CEASE AND DESIST from the offer and sale of securities in Texas until Respondent is registered with the Securities Commissioner as a dealer or agent or an available exemption from registration is utilized.
3. It is further ORDERED that Respondent is hereby ASSESSED AN ADMINISTRATIVE FINE in the amount of ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00). Payment shall be made by delivery of a cashier's check to the Securities Commissioner of Texas in the amount of ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00), payable to the State of Texas, contemporaneously with the delivery of this Order.

SIGNED AND ENTERED by the Securities Commissioner this 18th day of

 , 2012.

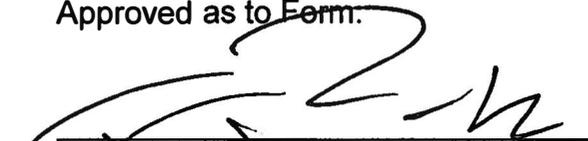

JOHN MORGAN
Securities Commissioner

Respondent:



Paul Manoharan

Approved as to Form:



Joseph J. Rotunda
Director
Enforcement Division



Francisco J. Rodriguez
Attorney for Respondent
1111 W. Nolana
Mc Allen, Texas 78504

ANGELA COLE

Angela Cole
Assistant Director
Enforcement Division

ACKNOWLEDGEMENT

On the 8th day of May, 2012, Paul Manoharan ("Respondent"), personally appeared before me, executed the foregoing Order and acknowledged that:

1. Respondent has read the foregoing Order;
2. Respondent has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and
4. Respondent, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived his rights as set forth therein.

Sonia Maupin

Notary Public in and for
The State of Texas

My commission expires on: 11-28-15

[affix notary seal here]

