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<p>DISTRICT COURT, CITY AND COUNTY OF DENVER, COLORADO</p> <p>1437 Bannock Street Denver, Colorado 80202</p>	
<p>THE STATE OF COLORADO, ex rel. John W. Suthers, Attorney General,</p> <p>Plaintiff,</p> <p>v.</p> <p>DONALD STERLING WHITLOCK and ERIN REESE WHITLOCK, individuals, jointly and severally; AXA PRIVATE EQUITY, LLC; AXA PRIVATE EQUITY HOLDINGS, LLC; GLOBAL HIGH YIELD FUND II, LLC; AIG REAL ESTATE, LLC, AIG REAL ESTATE HOLDINGS, LLC; ALLSTATE REAL ESTATE, LLC; ALLSTATE INVESTMENTS, LLC; ALLSTATE PRIVATE EQUITY, LLC; ALLIANZ US SHORT TERM FUND III, LLC; GE CAPITAL REAL ESTATE, LLC; and GE REAL ESTATE HOLDINGS, LLC, Colorado limited liability companies.</p> <p>Defendants.</p>	<p>▲ COURT USE ONLY ▲</p> <p>Case No.: 09CV11337</p> <p>Ctm:</p>
<p><b>COMPLAINT</b></p>	

Plaintiff, the State of Colorado, upon relation of John W. Suthers, Attorney General for the State of Colorado, by and through the undersigned counsel, states and alleges as follows:

## INTRODUCTION

1. This is an action brought by the State of Colorado, ex rel. John W. Suthers, under the Colorado Consumer Protection Act, §§ 6-1-101 –6-1-115, C.R.S. (2009) (“CCPA”), to enjoin and restrain Defendants, including Defendant Donald Whitlock and Defendant Erin Whitlock acting individually and through various aliases/stolen identities, from engaging in deceptive trade practices, impose statutorily-mandated civil penalties, for restitution, disgorgement of unjust proceeds, and for other relief as provided in the CCPA.

2. This action is also brought by the State of Colorado, ex rel. John W. Suthers, under § 7-80-810, C.R.S. (2009) for judicial dissolution of AXA Private Equity Holdings, LLC, AXA Private Equity, LLC, Global High Yield Fund II, LLC, AIG Real Estate Holdings, LLC, AIG Real Estate, LLC, Allstate Investments, LLC, Allstate Private Equity, LLC, Allstate Real Estate, LLC, Allianz US Short Term Fund III, LLC, GE Capital Real Estate, LLC, and GE Real Estate Holdings, LLC (collectively “defendant limited liability companies”). This statute authorizes the Attorney General to commence a proceeding to dissolve a limited liability company that either obtained its articles of incorporation through fraud or has continued to exceed or abuse the authority conferred upon it by law. § 7-80-810(1)(a)-(b), C.R.S. (2009).

## PARTIES

3. John W. Suthers is the duly elected Attorney General for the State of Colorado and has express authority under § 6-1-103, C.R.S. (2009) to enforce and prosecute violations of the CCPA, and to dissolve limited liability companies under § 7-80-810, C.R.S. (2009).

4. Defendant Donald Whitlock is an individual who resides at 1900 South Ocean Blvd., 9A, Lauderdale-by-the-Sea, Florida 33062 and 107 West Owens Street, Unit 2, Southport, North Carolina 28461. He has previously resided and may still reside at times at 412 North Mill Street, Aspen, Colorado 81611 and/or 6A Riversedge Court, Basalt, Colorado 81621. He uses several aliases, including, but not limited to, “Dan Worthington,” “Donald Morrison,” “Donald Sachs,” “Brian Byler,” “Chris Conlin,” “Robin Parsley,” “Adam Long,” “Stephen Thomas,” “Jim Lull,” “Norman Walko,” “Bill Gibbs,” “Steve Nicholl,” “Wilfred Durden,” “Mike Stewart,” “Steve Miller,” and “David Cohen.”

5. Donald Whitlock has stolen these identities and used them as aliases with the public in various deceptive and fraudulent transactions. He has also used these identities to form fraudulent companies with the Colorado Secretary of State, to open bank and credit card accounts, and to establish Commercial Mail Receiving Agency (“CMRA”) accounts.

6. Defendant Erin Whitlock is an individual and Donald Whitlock’s spouse. She has knowledge of and has participated in some or all of these unlawful practices, and she has knowingly received a substantial amount of funds that were the product of the unlawful practices. She resides at 1900 South Ocean Blvd., 9A, Lauderdale-by-the-Sea, Florida 33062 and 107 West Owens Street, Unit 2, Southport, North Carolina 28461. She has previously

resided and may still reside at times at 412 North Mill Street, Aspen, Colorado 81611 and/or 6A Riversedge Court, Basalt, Colorado 81621.

7. Defendant AIG Real Estate Holdings is a Colorado limited liability company formed under Colorado law on December 12, 2007 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify AIG Holdings, LLC, 222 16th Street, Denver, Colorado 80203, as the registered agent. The principal street address is 400 Park Avenue, New York, New York 10043. These addresses are fictitious and the registered agent is one of the Whitlocks' fraudulent companies, which was voluntarily dissolved on January 15, 2008 and therefore not a defendant.

8. Defendant AIG Real Estate is a Colorado limited liability company formed under Colorado law on January 15, 2008 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Brian Byler, 222 16th Street, Denver, Colorado 80203, as the registered agent and the principal street address of 222 16th Street, Denver, Colorado 80203. This address is fictitious and Brian Byler is a stolen identity.

9. Defendant Allstate Real Estate is a Colorado limited liability company formed under Colorado law on March 6, 2008 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Jim Lull, 600 17th Street, Denver, Colorado 80202, as the registered agent. There is no record of Jim Lull or Allstate Real Estate at this address during any relevant time. Upon information and belief, Jim Lull is a stolen identity. The principal street address of 500 N. Michigan Avenue, Suite 300, Chicago, Illinois 60611 is a virtual office/mail forwarding service operated by Davinci Virtual.

10. Defendant Allstate Private Equity is a Colorado limited liability company formed under Colorado law on June 4, 2008 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Brian Byler, 1708 California Street, Denver, Colorado 80201, as the registered agent. This address is fictitious and Brian Byler is a stolen identity. Its principal street address of 500 N. Michigan Avenue, Suite 300, Chicago, Illinois 60611 is a virtual office/mail forwarding service operated by Davinci Virtual.

11. Defendant Allstate Investments is a Colorado limited liability company formed under Colorado law on July 24, 2008 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Robin Parsley, 600 16th Street, Denver, Colorado 80202, as the registered agent. There is no record of Robin Parsley or Allstate Investments at this address during any relevant time. Robin Parsley is a stolen identity. The principal street address of 500 N. Michigan Avenue, Suite 300, Chicago, Illinois 60611 is a virtual office/mail forwarding service operated by Davinci Virtual.

12. Defendant AXA Private Equity is a Colorado limited liability company formed under Colorado law on December 1, 2008 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Adam Long, 68 South Service Road, Denver, Colorado 80202, as the registered agent. This address is fictitious and Adam Long is a stolen identity. Its

principal street address of 548 Market Street, #19905, San Francisco, California 64104, is a CMRA account with Earth Class Mail.

13. Defendant AXA Private Equity Holdings is a Colorado limited liability company formed under Colorado law on December 11, 2008 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Adam Long, 119 Oakland Street, Denver, Colorado 80201, as the registered agent. This address is fictitious and Adam Long is a stolen identity. The principal street address of 548 Market Street, #19905, San Francisco, California 64104, is a CMRA account with Earth Class Mail.

14. Defendant Global High Yield Fund II is a Colorado limited liability company formed under Colorado law on January 27, 2009 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Adam Long, 27 Downing Street, Denver, Colorado 80201, as the registered agent. This address is fictitious and Adam Long is a stolen identity. Its principal street address of 228 Park Avenue S, #19905, New York, New York 10003, is a CMRA account with Earth Class Mail.

15. Defendant Allianz US Short Term Fund III, LLC is Colorado limited liability company formed under Colorado law on May 11, 2009 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Mark Wallace, 290 W. Springs Street, Denver, Colorado 80202, as the registered agent. This address is fictitious and upon information and belief Mark Wallace is a stolen identity. The principal street address of 411 Walnut Street, Suite 4916, Green Cove Springs, Florida 32043, is a CMRA account with St. Brendan's Isle.

16. Defendant GE Capital Real Estate is Colorado limited liability company formed under Colorado law on July 28, 2009 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Steve Nicholl, 123 W. Broadway, Denver, Colorado 80201, as the registered agent. This address is fictitious and Steve Nicholl is a stolen identity. The principal street address of 411 Walnut Street, Suite 4916, Green Cove Springs, Florida 32043, is the same CMRA account used by Allianz US Short Term Fund III.

17. Defendant GE Real Estate Holdings is Colorado limited liability company formed under Colorado law on September 2, 2009 by the filing of the articles of organization with the Colorado Secretary of State. The articles identify Steve Miller, 6053 S. Glencoe Way, Centennial, Colorado 80121, as the registered agent. There is no record of Steve Miller or GE Real Estate Holdings at that address. Upon information and belief, Steve Miller is a stolen identity. The principal street address of 8605 Santa Monica Boulevard, #37930, Los Angeles, California 90069, is a CMRA account with Earth Class Mail.

18. Each of the defendant limited liability companies were formed by Donald Whitlock and/or Erin Whitlock with the Colorado Secretary of State fraudulently and used solely for deceptive and fraudulent trade practices involving consumers in Colorado and other states.

## **JURISDICTION AND VENUE**

19. This court has jurisdiction under the CCPA, §§ 6-1-103 and -110(1), C.R.S. (2009) and under § 7-80-810 and -811 (2009).

20. Under § 6-1-103, C.R.S. (2009), venue is proper in the City and County of Denver because at least a portion of the transactions involving deceptive trade practices occurred in the City and County of Denver.

21. Under § 7-80-811(1), C.R.S. (2009), venue is also proper in the City and County of Denver, because the defendant limited liability companies have no registered agents and none of the principal street addresses are in Colorado.

## **RELEVANT TIMES**

22. The conduct giving rise to the claims for relief contained in this Complaint began on April 24, 2007 and continues through the present date. Plaintiff therefore timely brings this action pursuant to § 6-1-115, C.R.S. (2009) because Plaintiff commenced the action within three years of the date on which false, misleading, and deceptive acts or practices occurred or were discovered.

## **PUBLIC INTEREST**

23. Through the deceptive trade practices of their business, vocation, or occupation, Defendants Donald Whitlock and Erin Whitlock, and their fraudulent limited liability companies, have deceived consumers in Colorado and other states. These unlawful practices have resulted in the theft of substantial amounts of money and numerous identities.

24. Because the Whitlocks have formed at least 15 limited liability companies with the Colorado Secretary of State, including most recently on September 2, 2009, and because the Whitlocks continue to perpetrate this scheme of deception and fraud, stealing significant sums of money and numerous identities, the Attorney General believes that the Whitlocks and their fraudulent limited liability companies will continue to cause injury, loss, and damage to consumers if they are not immediately enjoined.

25. Accordingly, these legal proceedings are in the public interest.

## **FACTUAL ALLEGATIONS**

### **Real Estate Lending Scam**

26. Between April 24, 2007 and September 2, 2009, Defendant Donald Whitlock and/or Defendant Erin Reese Whitlock formed at least 15 fraudulent limited liability companies with the Colorado Secretary of State to deceive consumers into believing that they are obtaining a real

estate loan commitment from a legitimate and well-known company. While the Whitlocks have used each of these limited liability companies for fraudulent and deceptive purposes, they dissolved four companies and thus the Complaint names only 11 companies. The Whitlocks' fraudulent companies have names similar or identical to the commercial lending subsidiaries of large companies such as ING Group, American International Group, Inc., The Allstate Corporation, the AXA Group, and General Electric.

27. The Whitlocks use their fraudulent companies to pose as the actual companies and represent to consumers that they will provide financing for a real estate project in exchange for a commitment fee generally between \$15,000 and \$35,000. The Whitlocks deceive the public not only with the corporate names but also with e-mail addresses and Web sites with similar domain names as the real company. The Whitlocks also steal the real company's logo and trademark for the fraudulent commitment letters that they provide to consumers as part of the unlawful practices. The Whitlocks interact with the public by using stolen identities, including at times the names of actual persons who are executives with the real company.

28. These fraudulent companies have no business operations, but instead use fictitious registered agents and principal street addresses in San Francisco, Los Angeles, Chicago, and New York that are merely CMRAs or virtual offices that enable the Whitlocks to view their mail on the Internet without ever having to set foot in these locations.

29. To commit the deceptive trade practices, the Whitlocks first create a fraudulent company by filing online articles of organization with the Colorado Secretary of State, using stolen identities for the names of the persons forming the company, serving as registered agents, and filing the articles of organization. They also use fraudulent credit cards that they opened in the names of stolen identities for the payment to the Colorado Secretary of State. At about the same time, the Whitlocks set up online a CMRA account or virtual office for a mailing address to be used by the new fraudulent limited liability company—or they use one of the CMRA accounts for a prior fraudulent company. They establish a CMRA account by submitting false United States Postal Service forms, containing identification such as driver's licenses and passports that they obtained from identity theft victims.

30. Using the information obtained from the Colorado Secretary of State for the new company, the Whitlocks then create online a fraudulent corporate bank account with Bank of America, using stolen identities as the account holders—or in a few cases using Donald Whitlock as the account holder so that he can write checks to cash out the stolen funds. For the Bank of America accounts established in the names of stolen identities, the Whitlocks cash them out by forging checks from the purported account holder/stolen identity or by conducting wire transfers online to their personal bank accounts.

31. Using the Internet, the Whitlocks then locate consumers who are seeking real estate financing for large projects. The Whitlocks deceive these consumers into believing that they are affiliated with the legitimate company whose name their fraudulent company resembles and will provide the financing for the project in exchange for a substantial commitment fee. Neither the

Whitlocks nor their companies have any intent to provide financing. The Whitlocks devote substantial time with these consumers by telephone and e-mail to discuss the real estate project for which the consumer seeks financing, and then they prepare and send a highly detailed and sophisticated loan commitment letter and other documents that contain the real companies' logo and trademark. These commitment letters appear genuine, especially with the e-mail and Web site domain names that are misused by the Whitlocks.

32. After the Whitlocks deceive the consumer into wiring or depositing the commitment fee to their fraudulent corporate accounts, the Whitlocks transfer this money to their own joint bank account, to Erin Whitlock's individual account, or they visit a Bank of America branch and cash out the money in person. They have also withdrawn substantial amounts of money from these fraudulent Bank of America accounts with debit cards that are issued in the names of persons whose identities were stolen and used to set up the corporate account.

33. The Whitlocks then cease all communication with the consumer, repeat the same scam with other consumers, and then set up new companies and bank accounts to perpetrate the scam all over again.

#### **Identity Theft**

34. The Whitlocks also collect personal information, including social security numbers, passports, and driver's licenses, from the consumers under the guise of a loan application or some other legitimate business transaction. Additionally, the Whitlocks routinely pay for Internet search services to locate personal and financial information for various persons.

35. As a result, the Whitlocks have stolen numerous identities to use in their deceptive and fraudulent practices. They use this information to, among other things, form companies with the Colorado Secretary of State, open bank and credit card accounts, and establish CMRA accounts—all of which have served to conceal their involvement with these unlawful practices. Several bank accounts have been closed for fraud, but the Whitlocks merely move on with new names, new companies and new accounts.

#### **Connecting Transactions to the Whitlocks**

36. The Whitlocks conduct these deceptive and fraudulent transactions with the public by telephone and on the Internet. They avoid face-to-face contact with the victims, conceal their identities through the use of stolen identities, and conduct transactions using stolen identities.

37. Nevertheless, each transaction is clearly connected to the Whitlocks, because the commitment fee funds wired or deposited by the victims into the fraudulent companies' bank accounts are immediately transferred to the Whitlocks' joint bank accounts, to Erin Whitlock's individual account, or cashed out in person by the Whitlocks.

38. For instance, on May 30, 2008, a victim in Denver, Colorado wired \$20,000 to the

Whitlocks' fraudulent company Allstate Investments, LLC, believing that he received a loan commitment from the actual Allstate Investments, a lending subsidiary of The Allstate Corporation. Then, on May 30, 2008 and June 2, 2008, the Whitlocks entered a Bank of America branch in Southport, North Carolina, and wrote checks to cash for a total of \$1,900 and purchased an \$18,000 cashier's check made payable to Erin Whitlock, which she deposited into her individual account with Branch Banking and Trust in Southport, North Carolina.

39. Similarly, on August 25, 2009, the Whitlocks received a \$19,970 wire deposit from a victim as part of a deceptive trade practice involving GE Capital Real Estate, LLC. On August 28, 2009 and August 31, 2009, Donald Whitlock visited Bank of America branches in North Carolina and cashed online checks from GE Capital Real Estate, LLC to Don Whitlock to withdraw this money.

40. Likewise, on October 2, 2009, a victim deposited \$15,000 and on November 17, 2009, a victim wired \$15,000 to GE Real Estate Holdings, LLC's Bank of America account as a result of deceptive trade practices. Between October 2, 2009 and October 7, 2009, the Whitlocks withdrew nearly \$12,000 from ATM machines using debit cards issued for this account in the names of stolen identities. On November 3, 2009 and November 20, 2009, Donald Whitlock visited Bank of America branches in south Florida and presented three checks from GE Real Estate's Holdings, LLC's Wilfred Durden made payable to Don Whitlock totaling more than \$18,000. The Whitlocks stole Mr. Durden's identity to set up this account and forged his signature to cash these checks.

41. In addition, the CMRA accounts for these fraudulent companies are connected to the Whitlocks through IP addresses and shipping addresses. The corporate CMRA accounts have used the Whitlocks' home addresses as the shipping address provided to the CMRA for forwarding certain mail items that the Whitlocks cannot read online, such as debit and credit cards, and must be forwarded to a physical address.

42. Moreover, some of these transactions are traced back to Donald Whitlock's personal cellphone or landline. This cellphone was recorded by MetaBank as being used to activate one of the many fraudulent credit card account set up by the Whitlocks and also recorded by TD Ameritrade to inquire about one of the fraudulent accounts used by the Whitlocks to receive and transfer stolen funds. The IP address used to file documents with the Colorado Secretary of State, access the CMRA accounts, and access the bank accounts, all of which are in different names, is the same.

#### **Chronology of Fraudulent Entity Formation: April 24, 2007–September 2, 2009**

43. On April 24, 2007, Donald Whitlock formed under Colorado law ING Holdings, LLC, by filing articles of organization. He identified himself as the registered agent with a registered agent and principal street address of 413 G AABC, Aspen, Colorado 81611. Donald Whitlock identified himself on the articles of organization as the person forming the limited liability company and the person filing the document. He used his personal credit card for the

filing fee. Because ING Holdings, LLC has been voluntarily dissolved, it is not a defendant.

44. Neither Whitlock nor ING Holdings, LLC has any connection or relationship to the actual ING Group, a Dutch insurance and financial services company, or any of its subsidiaries, parent companies or affiliates, including ING Real Estate Finance (USA), LLC.

45. On October 15, 2007, Donald Whitlock filed a statement of dissolution with the Colorado Secretary of State, dissolving ING Holdings, LLC. Although he identified himself as the person filing the document, he used the name Chris Conlin and a credit card in the name of Chris Conlin to pay for the filing. Chris Conlin is an alias used by the Whitlocks in the transactions involving the fraudulent AIG entities and transactions starting in November 2007 and continuing into early 2008.

46. Upon information and belief, Chris Conlin is an identity theft victim.

47. On November 28, 2007, the Whitlocks formed under Colorado law AIG Holdings, LLC, by filing articles of organization. The articles identified Adam Long as the registered agent with a registered agent address of 222 16th Street, Denver, Colorado 80203. They identified Adam Long, same address, and Chris Conlin, 222 W. 34th Street, New York, New York 10016, as the persons forming the limited liability company. The articles identified the principal street address for the company as 222 16th Street, Denver, Colorado 80203, and Adam Long as the person filing the articles. Because AIG Holdings, LLC has been dissolved it is not a defendant.

48. Adam Long is an identity theft victim.

49. Neither the Whitlocks nor AIG Holdings, LLC have any connection or relationship to American International Group, Inc., which is one of the world's largest insurance and financial services companies, or any of its subsidiaries, parents or affiliates.

50. The registered agent address and the principal mailing address for AIG Holdings, LLC is fictitious.

51. On December 12, 2007, the Whitlocks formed under Colorado law Defendant AIG Real Estate Holdings, LLC, by filing articles of organization. The articles identified AIG Holdings, LLC as the registered agent at 222 16th Street, Denver, Colorado 80203. Donald Whitlock identified himself, 400 Park Avenue, New York, New York 10043, as the person forming the limited liability company. The articles identified Chris Conlin, 400 Park Avenue, New York, New York 10043, as the person filing the articles of organization.

52. The principal street address is a virtual office/mail forwarding service or does not exist. The registered agent address is fictitious.

53. Neither the Whitlocks nor Defendant AIG Real Estate Holdings, LLC have any

connection or relationship to American International Group, Inc.

54. On January 15, 2008, at 11:48 a.m., the Whitlocks filed a statement of dissolution with the Colorado Secretary of State, dissolving AIG Holdings, LLC. The Whitlocks identified Adam Long, 222 16th Street, Denver, Colorado 80203, as the person filing the statement of dissolution. Although the Whitlocks identified Adam Long as the person filing the document, a credit card in the name of Chris Conlin was used to pay for the filing.

55. On January 15, 2008, at 11:56 a.m., the Whitlocks then formed under Colorado law Defendant AIG Real Estate, LLC by filing articles of organization. The articles identified Brian Byler as the registered agent with a registered agent address of 222 16th Street, Denver, Colorado 80203. The articles also identified Brian Byler, 222 16th Street, Denver, Colorado 80203, as the person forming the limited liability company and as the person filing the articles of organization. The articles stated the company's principal street address as 222 16th Street, Denver, Colorado 80203. Although the Whitlocks identified Brian Byler as the person filing the document, a credit card in the name of Chris Conlin was used to pay for the filing.

56. Brian Byler is an alias used by the Whitlocks in the transactions involving the fraudulent Allstate entities starting in March 2008 and a stolen identity.

57. Neither the Whitlocks nor Defendant AIG Real Estate, LLC have any connection or relationship to American International Group, Inc.

58. Defendant AIG Real Estate, LLC's registered agent address and principal street is fictitious.

59. On March 6, 2008, the Whitlocks formed under Colorado law Defendant Allstate Real Estate, LLC, by filing articles of organization. The articles identified Jim Lull as the registered agent with a registered agent address of 600 17th Street, Denver, Colorado 80202. Whitlock identified Jim Lull, 600 17th Street, Denver, Colorado 80202, as the person forming the limited liability company and the person filing the articles of organization. Although the Whitlocks identified Jim Lull as the person filing the document, a credit card in the name of Brian Byler was used to pay for the filing.

60. Jim Lull is an alias used by the Whitlocks in the transactions involving the fraudulent Allstate entities starting in March 2008. Upon information and belief, Jim Lull is the victim of identity theft.

61. The legitimate Allstate Real Estate Investment Group is part of Allstate Investments, which is an indirect wholly-owned investment management subsidiary of The Allstate Corporation, a provider of property and casualty insurance, investment, and other financial services. Neither the Whitlocks nor Defendant Allstate Real Estate, LLC have any connection or relationship to The Allstate Corporation or any of its subsidiaries or affiliates.

62. Between March 6, 2008 and the present, there is no record of either Jim Lull or Defendant Allstate Real Estate, LLC at the 600 17th Street, Denver, Colorado 80202 address listed as the company's registered agent address and as the address for the person, Jim Lull, filing the articles of organization.

63. On May 5, 2008, the Whitlocks formed under Colorado law Allstate Investments, LLC, by filing articles of organization. The articles identified Brian Byler as the registered agent with a registered agent address of 222 16th Street, Denver, Colorado 80202. The articles identified Brian Byler, 500 N. Michigan Avenue, Suite 300, Chicago, Illinois 60611, as the person forming the limited liability company and the person filing the articles of organization. The Whitlocks used a credit card in the name of Brian Byler to pay for the filing. Because the Whitlocks dissolved this company on July 21, 2008, and formed a different entity with the same name but different addresses and stolen identities, this entity is not a defendant.

64. Neither the Whitlocks nor Allstate Investments, LLC have any connection or relationship to The Allstate Corporation or any of its subsidiaries or affiliates.

65. Allstate Investments, LLC's registered agent address is fictitious and the principal street address is a virtual office/mail forwarding service.

66. On July 21, 2008, the Whitlocks filed a statement of dissolution, voluntarily dissolving the limited liability company Allstate Investments, LLC. The filing identified Brian Byler, 600 16th Street, Denver, Colorado 80202, as the person filing the statement of dissolution. The Whitlocks used a credit card in the name of Brian Byler to pay for the filing.

67. On June 4, 2008, the Whitlocks formed under Colorado law Defendant Allstate Private Equity, LLC by filing articles of organization. The articles identified Brian Byler as the registered agent with a registered agent address of 1708 California Street, Denver, Colorado 80201. The articles identified Brian Byler, 500 N. Michigan Avenue, Suite 300, Chicago, Illinois 60611, as the person forming the limited liability company and the person filing the articles of organization. The Whitlocks used a credit card in the name of Brian Byler to pay for the filing.

68. The legitimate Allstate Private Equity is part of Allstate Investments, which is an indirect wholly-owned investment management subsidiary of The Allstate Corporation, a provider of property and casualty insurance, investment, and other financial services. Neither the Whitlocks nor Defendant Allstate Private Equity, LLC have any connection or relationship to The Allstate Corporation or any of its subsidiaries, parents or affiliates.

69. Defendant Allstate Private Equity, LLC's registered agent address is fictitious and the principal street address is a virtual office/mail forwarding service.

70. On July 24, 2008, the Whitlocks formed under Colorado law Defendant Allstate Investments, LLC, by filing articles of organization. The articles identified Robin Parsley as the

registered agent with a registered agent address of 600 16th Street, Denver, Colorado 80202. The articles identified Stephen Thomas, 500 N. Michigan Avenue, Suite 300, Chicago, Illinois 60611, as the person forming the limited liability company and the person filing the articles of organization. The Whitlocks used a credit card in the name of Robin Parsley.

71. Both Stephen Thomas and Robin Parsley are victims of identity theft. The Whitlocks have opened a CMRA account and multiple bank accounts in Mr. Parsley's name, including credit cards with MetaBank, a TD Ameritrade account, an E\*Trade Financial account, and a Bank of America account. The Whitlocks have also opened bank accounts, credit cards, and a CMRA account in Mr. Thomas' name. In both cases, the Whitlocks obtained among other personal information identification cards from Mr. Parsley and Mr. Thomas.

72. Defendant Allstate Investments, LLC's registered agent address is fictitious and the principal street address is a virtual office/mail forwarding service.

73. On November 4, 2008, the Whitlocks formed under Colorado law AXA Private Equity, LLC, by filing articles of organization. The articles identified Adam Long as the registered agent with a registered agent address of 1946 Market Street, Denver, Colorado 80202. The articles identified Stephen Thomas, 228 Park Avenue South, New York, New York 10003, as the person forming the limited liability company and the person filing the articles of organization. The Whitlocks used a credit card in the name of Stephen Thomas to pay for the filing. This entity is not a defendant because the Whitlocks dissolved it the following day and later formed a new entity using the same name but a new address and different stolen identities.

74. AXA Private Equity, LLC's registered agent address is fictitious and the principal street address is a virtual office/mail forwarding service.

75. The legitimate AXA Private Equity is a subsidiary of AXA Equitable Life Insurance Company, an affiliate of the parent corporation the AXA Group, which is a Paris-based group of global insurance and financial services companies. Neither the Whitlocks nor AXA Private Equity, LLC, formed on November 4, 2008, have any connection or relationship to any of the legitimate AXA companies.

76. On November 5, 2008, the Whitlocks filed a statement of dissolution, voluntarily dissolving AXA Private Equity, LLC. The filing identified Stephen Thomas, 228 Park Avenue South, New York, New York 10003, as the person filing the statement of dissolution. The Whitlocks used a credit card in the name of Stephen Thomas to pay for the filing.

77. On December 1, 2008, the Whitlocks formed Defendant AXA Private Equity, LLC under Colorado law by filing articles of organization. The articles identified Adam Long as the registered agent with a registered agent address of 68 South Service Road, Denver, Colorado 80202. The articles identified Stephen Thomas as the person forming the limited liability company and the person filing the articles. In this filing, the Whitlocks changed the principal street address from the November 4, 2008 filing from 228 Park Avenue South, New York, New

York 10003, to 548 Market Street, #19905, San Francisco, California 94104.

78. Defendant AXA Private Equity, LLC's registered agent address is fictitious and the principal street address is a CMRA account set up by the Whitlocks. Adam Long and Stephen Thomas are victims of identity theft.

79. On December 11, 2008, the Whitlocks formed under Colorado law Defendant AXA Private Equity Holdings, LLC. Whitlock identified Adam Long as the registered agent with a registered agent address of 119 Oakland Street, Denver, Colorado 80201. The articles identified Norman Walko, 548 Market Street, #19905, San Francisco, California 94104, as the person forming the limited liability company and the person filing the articles of organization.

80. Mr. Walko is an identity theft victim. The Whitlocks have used Mr. Walko's name to form companies with the Colorado Secretary of State, open Bank of America accounts, a TD Ameritrade account, and several MetaBank credit card accounts.

81. Neither the Whitlocks nor Defendant AXA Private Equity Holdings, LLC have any connection or relationship to any of the legitimate AXA companies referenced above. .

82. Defendant AXA Private Equity Holdings, LLC's registered agent is fictitious and the principal street address is CMRA account with Earth Class Mail set up by the Whitlocks.

83. On January 27, 2009, the Whitlocks formed under Colorado law Defendant Global High Yield Fund II, LLC, by filing articles of organization. The articles identified Adam Long as the registered agent with a registered agent address of 27 Downing Street, Denver, Colorado 80201. The articles identified Robin Parsley as the person forming the limited liability company and the person filing the articles of organization. Although the Whitlocks identified Mr. Parsley as the person filing the articles of organization, the Whitlocks used a credit card in the name of Adam Long to pay for the filing.

84. The Whitlocks misrepresent to consumers that Defendant Global High Yield Fund II, LLC is associated with the actual AXA Private Equity. Neither the Whitlocks nor Defendant Global High Yield Fund II, LLC have any connection or relationship to any of the actual AXA companies or to any legitimate investment fund.

85. Robin Parsley is a victim of identity theft, Defendant Global High Yield Fund II, LLC's registered agent is fictitious, and the principal street address is a CMRA account set up by the Whitlocks.

86. On May 11, 2009, the Whitlocks formed Defendant Allianz US Short Term Fund III, LLC under Colorado law by filing articles of organization. The articles identified Mark Wallace as the registered agent with a registered agent address of 290 W. Springs Street, Denver, Colorado 80202. The articles identified Norman Walko, 411 Walnut Street, #4916, Green Cove Springs, Florida, as the person forming the limited liability company and the person filing the

articles of organization.

87. Norman Walko is a victim of identity theft, the registered agent address is fictitious, and the principal street address is a CMRA set up by the Whitlocks. Upon information and belief, Mark Wallace is a victim of identity theft.

88. On July 28, 2009, the Whitlocks formed Defendant GE Capital Real Estate, LLC under Colorado law by filing articles of organization. The articles identified Steve Nicholl as the registered agent with a registered agent address of 123 W. Broadway, Denver, Colorado 80201. The articles identified William B. Johnson as the person forming the limited liability company and the person filing the articles of organization. The articles listed the principal street address of 411 Walnut Street, Suite 4916, Green Cove Springs, Florida 32043. To pay for the filing with the Colorado Secretary of State, the Whitlocks used a credit card account that they opened in the name of identity theft victim Steve Nicholl.

89. Steve Nicholl is a victim of identity theft, the registered agent address is fictitious, and the principal street address is a CMRA account set up by the Whitlocks for other companies such as Defendant Allianz US Short Term Fund III, LLC. Upon information and belief, William B. Johnson is a victim of identity theft.

90. The legitimate GE Capital Real Estate is a global commercial real estate investment company and a unit of GE Capital, which is a subsidiary or division of General Electric. Neither the Whitlocks nor Defendant GE Capital Real Estate, LLC have any connection or relationship to any of the legitimate GE companies.

91. On September 2, 2009, the Whitlocks formed Defendant GE Real Estate Holdings, LLC under Colorado law by filing articles of organization. The articles identified Steve Miller as the registered agent with a registered agent address of 6053 S. Glencoe Way, Centennial, Colorado 80121. The articles identified Wilfred Durden as the person forming the limited liability company and the person filing the articles of organization. The articles listed the principal street address of 8605 Santa Monica Boulevard, #37930, Los Angeles, California 90069.

92. Wilfred Durden is a victim of identity theft, the registered agent address is fictitious, and the principal street address is a CMRA account set up by the Whitlocks.

#### **CCPA VIOLATIONS**

93. In the course of their business, vocation, or occupation, the Whitlocks' misleading and deceptive conduct in forming the defendant limited liability companies and transacting business with consumers using these fraudulent companies and stolen identities violates § 6-1-105(1) of the CCPA.

**FIRST CLAIM FOR RELIEF**

(All Defendants)

(False representations as to the source, sponsorship, approval, or certification of goods, services, or property in violation of § 6-1-105(1)(b), C.R.S. (2009))

94. Plaintiff incorporates by reference all allegations contained in paragraphs 1 through 93 of this Complaint.

95. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants knowingly made false representations as to the source, sponsorship, approval, or certification of goods, services, or property in violation of § 6-1-105(1)(b), C.R.S. (2009).

96. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants deceived and misled consumers.

**SECOND CLAIM FOR RELIEF**

(All Defendants)

(False representation as to affiliation, connection, or association with or certification by another in violation of § 6-1-105(1)(c), C.R.S. (2009))

97. Plaintiff incorporates herein by reference all allegations contained in paragraphs 1 through 96 of this Complaint.

98. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants knowingly made false representations as to affiliation, connection, or association with or certification by another in violation of § 6-1-105(c), C.R.S. (2009).

99. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants deceived and misled consumers.

**THIRD CLAIM FOR RELIEF**

(All Defendants)

(False representation as to the sponsorship, approval, status, affiliation, or connection of a person therewith in violation of § 6-1-105(1)(e), C.R.S. (2009))

100. Plaintiff incorporates herein by reference all allegations contained in paragraphs 1 through 99 of this Complaint.

101. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants knowingly made false representations as to the sponsorship, approval, status, affiliation, or connection of a person therewith in violation of § 6-1-105(1)(e), C.R.S. (2009).

102. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants deceived and misled consumers.

**FOURTH CLAIM FOR RELIEF**

(All Defendants)

(Advertises services with intent not sell them as advertised in violation of § 6-1-105(1)(i), C.R.S. (2009))

103. Plaintiff incorporates herein by reference all allegations contained in paragraphs 1 through 102 of this Complaint.

104. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants advertised services of commercial lending with the intent not to sell them as advertised in violation of § 6-1-105(1)(i), C.R.S. (2009).

105. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants deceived and misled consumers.

**FIFTH CLAIM FOR RELIEF**

(All Defendants)

(Failure to disclose material information concerning services in violation of § 6-1-105(1)(u), C.R.S. (2009))

106. Plaintiff incorporates by reference all allegations contained in paragraphs 1 through 105 of this Complaint.

107. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants failed to disclose material information concerning services of which they knew at the time of advertising or sale thereby intending to induce consumers to enter into the transactions with Defendants and provide Defendants with the commitment fee in violation of § 6-1-105(1)(u), C.R.S. (2009).

108. Through the above-described conduct and in the course of their business, vocation, or occupation, Defendants deceived and misled consumers.

**SIXTH CLAIM FOR RELIEF**  
(All Limited Liability Defendants)

(Judicial Dissolution of Limited Liability Companies under § 7-80-810(1)(a), C.R.S. (2009))

109. Plaintiff incorporates by reference all allegations contained in paragraphs 1 through 108 of this Complaint.

110. Each of the defendant limited liability companies named in this Complaint obtained its articles of organization through fraud.

111. The articles of organization filed with the Colorado Secretary of State for each of the defendant limited liability companies identify registered agent addresses that do not exist or are for properties at which there is no connection to either the company or the registered agent.

112. In addition, the defendant limited liability companies were formed by the Whitlocks by fraudulently using the names of identity theft victims and paid for with credit cards accounts opened by the Whitlocks in the names those identity theft victims.

113. The Whitlocks violated § 7-90-301.5, C.R.S. (2009), which governs the filing of a document with the Colorado Secretary of State, and provides in relevant part: "Causing a document to be delivered to the secretary of state for filing pursuant to this part 3 shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing . . . ."

114. The defendant limited liability companies obtained their articles of organization through fraud and should be dissolved under § 7-80-810(1)(a), C.R.S. (2009) because each company's articles or organization falsely identified the persons filing the articles of organization, the persons forming the company, and the persons serving as the registered agents. The companies were also fraudulently formed by using fictitious registered agent addresses and by paying the filing fees to the Colorado Secretary of State with fraudulent credit cards.

**RELIEF REQUESTED**

WHEREFORE, Plaintiff prays for judgment against the Defendants, including against Defendant Donald Whitlock and against Defendant Erin Whitlock personally, jointly and severally, for the following relief:

A. An order declaring Defendants' above-described conduct to be in violation of the Colorado Consumer Protection Act, §§ 6-1-105(1)(b), (c), (e), (i) and (u), C.R.S. (2009).

B. An order pursuant to § 7-80-810(1)(a), C.R.S. (2009), dissolving the following

defendant limited liability companies:

- (1) AXA Private Equity Holdings, LLC;
- (2) AXA Private Equity, LLC;
- (3) Global High Yield Fund II, LLC;
- (4) AIG Real Estate Holdings, LLC;
- (5) AIG Real Estate, LLC;
- (6) Allstate Investments, LLC;
- (7) Allstate Private Equity, LLC;
- (8) Allstate Real Estate, LLC;
- (9) Allianz US Short Term Fund III, LLC;
- (10) GE Real Estate Holdings, LLC; and
- (11) GE Capital Real Estate, LLC.

C. An order permanently enjoining the Defendants, including Defendant Donald Whitlock and Defendant Erin Whitlock, from engaging in any deceptive trade practices defined in and proscribed by the Colorado Consumer Protection Act and as set forth in this Complaint.

D. Appropriate orders necessary to prevent continued or future deceptive or misleading trade practices by Defendants, including Defendant Donald Whitlock and Defendant Erin Whitlock.

E. A judgment in an amount to be determined at trial to completely compensate or restore to the original position of any person injured as a result of Defendants' violations of the Colorado Consumer Protection Act pursuant to § 6-1-110(1), C.R.S. (2009) and as set forth in this Complaint and against Defendants Donald Whitlock and Erin Whitlock personally, jointly and severally.

F. An order requiring Defendant Donald Whitlock and Defendant Erin Whitlock to disgorge all unjust proceeds derived from their misleading and deceptive trade practices pursuant to § 6-1-110(1), C.R.S. (2009).

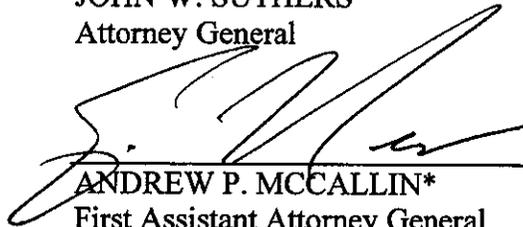
G. An order requiring Defendants, including Defendant Donald Whitlock and Defendant Erin Whitlock, to forfeit and pay to the general fund of the State of Colorado civil penalties, including prejudgment interest, in an amount not to exceed \$2,000 per violation pursuant to § 6-1-112(1), C.R.S. (2009), and not to exceed \$10,000 per violation committed against an elderly person pursuant to § 6-1-112(3), C.R.S. (2009).

H. An order requiring Defendant Donald Whitlock and Defendant Erin Whitlock to pay the costs and expenses of this action incurred by the Attorney General, including but not limited to, Plaintiff's attorney fees under § 6-1-113(4), C.R.S. (2009).

I. Any such further relief as this Court may deem just and proper to effectuate the purposes of the Colorado Consumer Protection Act.

Respectfully submitted this 9th day of December, 2009.

JOHN W. SUTHERS  
Attorney General

A handwritten signature in black ink, appearing to read 'Andrew P. McCallin', is written over a horizontal line.

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