

**STATE OF NEW MEXICO
SECURITIES DIVISION
2550 CERRILLOS RD.
SANTA FE, NEW MEXICO 87505**

IN THE MATTER OF:)
ZOOM FOCUS EYEWEAR, LLC)
)
RESPONDENT)

Order No. 09-09-999-021

CONSENT AGREEMENT

This agreement is entered into between the New Mexico Securities Division (the "Division") and Zoom Focus Eyewear, LLC, a California limited liability company, (the "Company"), having its principal place of business at 11 Cherbourg, Newport Beach, California, 92660.

WHEREAS the Division and the Company agree that:

1. The Company was organized in California on or about September 6, 2006.
2. On or about May 15, 2009, the Company sold 33,772 units of its Class B Preferred Membership Interest to one New Mexico resident in connection with the Company's offering of Class B Preferred Units of Membership Interest.
3. On or about June 2, 2009, the Company filed a claim of registration exemption with the Division pursuant to Section 58-13B-24Q of the New Mexico Securities Act of 1986 (the "Act").
4. The claim of exemption was not timely filed with the Division, but the Company, according to its representations, otherwise complies with all requirements for the registration exemption provided by Section 58-13B-24Q of the Act and further represents that it has complied with all requirements of the federal Securities and Exchange Commission's Regulation D, Rule 506.
5. Because the Company has volunteered that the offer of its securities to a New Mexico resident may not have complied with the provisions of the Act and has made a good faith effort to resolve any issues that may have resulted from such non-compliance, the Director of the Division has determined that the public interest does not require the Division to initiate any further administrative or civil actions based upon the facts described above.

THEREFORE, in order to resolve this matter, and without trial or adjudication or any issue or fact of law, and for the purpose of this Agreement only, it is agreed that:

6. The Company has paid the Division an administrative assessment of \$700.

7. The Company will comply henceforth in all respects with the Act.
8. The Company waives the right to any further notice, hearing or appeal of this matter
9. The Division agrees that it will not bring any further administrative or judicial action against the Company for the sale of Class B Units of Membership Interest based on the facts described in paragraphs 1 - 4, above; however, nothing herein shall prevent the Director from addressing future violations of the Act or past violations of the Act relating to matters not the subject hereof and from using any of the civil and/or administrative remedies at his disposal for such purpose;
10. This Agreement may become void if the Director of the Division finds any of the representations or warranties contained herein are false or materially misleading.

June 22, 2009
Date

June 12, 2009
Date



Bruce R. Kohl, Director
New Mexico Securities Division

ZOOM FOCUS EYEWEAR, LLC
Name of Company

By:



Adrian M. Koppes
(Print Name)

Manager

Title

