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FILED

FEB 23 2026

By 

BEFORE THE DEPARTMENT OF REAL ESTATE
STATE OF CALIFORNIA

* * *

In the Matter of the Accusation of	)	No. H-43225 LA
	)	
PRB SALES, INC., and GERALD VERDE	)	<u>ACCUSATION</u>
DIZA, individually and as designated officer of	)	
PRB Sales, Inc.,	)	
	)	
Respondent(s).	)	

The Complainant, Ray Dagnino, a Supervising Special Investigator of the State of California, for cause of Accusation against PRB SALES, INC. and GERALD VERDE DIZA (collectively "Respondents") alleges as follows:

1.

The Complainant, Ray Dagnino, a Supervising Special Investigator of the State of California, makes this Accusation in her official capacity.

2.

All references to the "Code" are to the California Business and Professions Code and all references to "Regulations" are to Title 10, Chapter 6, California Code of Regulations.

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ACCUSATION

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1 5.

2 (PRIOR DISCIPLINE)

3 On or about May 3, 2019, DIZA and the Department entered into a stipulation
4 and agreement (“stipulation and agreement”) (Case No. H-41193 LA). DIZA, among others,
5 agreed to a public reproof for violations as well as payment of the Department’s investigative
6 and enforcement costs. The June 16, 2020 accusation alleged that DIZA, and others, violated
7 the following real estate laws:

8 (a) Code Section 10137;

9 (b) Code Section 10140.6;

10 (c) Code Section 10159.5;

11 (d) Code Section 10177(d) and (g); and

12 (e) Regulation Sections 2773.

13 LICENSED ACTIVITIES

14 6.

15 At all times relevant herein Respondents were engaged in the business of, acted
16 in the capacity of, advertised or assumed to act as a real estate corporation, within the meaning
17 of Section 10131(a) of the Code. Respondents’ activities also included the selling or offering to
18 sell, buying or offering to buy, soliciting prospective sellers or buyers of, soliciting or obtaining
19 listings of, or negotiating the purchase, sale, or exchange of real property or a business
20 opportunity.

21 APPLICABLE SECTIONS OF THE REAL ESTATE LAW

22 7.

23 Regulation Section 2742(c) states “A corporation licensed under Section 10211
24 of the Code shall not engage in the business of a real estate broker while not in good legal
25 standing with the Office of the Secretary of State.”

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8.

Code Section 10159.2 states, in pertinent part, that “(a) The officer designated by a corporate broker licensee pursuant to Section 10211 shall be responsible for the supervision and control of the activities conducted on behalf of the corporation by its officers and employees as necessary to secure full compliance with the provisions of this division, including the supervision of salespersons licensed to the corporation in the performance of acts for which a real estate license is required. . .”

Grounds for Disciplinary Action

9.

Pursuant to Code Section 10177, “The commissioner may suspend or revoke the license of a real estate licensee, delay the renewal of a license of a real estate licensee, or deny the issuance of a license to an applicant, who has done any of the following:

...

(d) Willfully disregarded or violated the Real Estate Law (Part 1 (commencing with Section 10000)) or Chapter 1 (commencing with Section 11000) of Part 2 or the rules and regulations of the commissioner for the administration and enforcement of the Real Estate Law and Chapter 1 (commencing with Section 11000) of Part 2.

...

(g) Demonstrated negligence or incompetence in performing an act for which he or she is required to hold a license.

(h) As a broker licensee, failed to exercise reasonable supervision over the activities of that licensee’s salespersons, or, as the officer designated by a corporate broker licensee, failed to exercise reasonable supervision and control of the activities of the corporation for which a real estate license is required. . . .”

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FACTS DISCOVERED BY THE DEPARTMENT

10.

On or about March 19, 2024, the Department received a complaint against PRB (under the DBA Pacific Restaurant Brokers), DIZA and licensee Torabi as brokers/agents for the sale of the business "Pacific Whey Café", located in Newport Beach, California.

11.

On or about August 19, 2022, Torabi, on behalf of PRB, drafted or caused to be drafted a Letter of Intent to Purchase ("Letter of Intent") for the sale of the business "Kotsu Ramen & Gyoza" ("Kotsu") as agent for both the buyer and seller. Ther Letter of Intent was printed on PRB's letterhead, which listed PRB's address. Torabi's license number was listed on the Letter of Intent and was listed under the license of PRB. An Agency Disclosure form was also included with the Letter of Intent, which states that PRB was the dual agent for buyer and seller.

12.

On or about March 21, 2023, escrow closed on the sale of Kotsu. PRB was paid \$15,000.00 as commission for the sale of the business.

13.

On or about March 23, 2023, Torabi, on behalf of PRB, drafted or caused to be drafted a Letter of Intent for the sale of the business "Pacific Whey Café" as agent for both the buyer and seller. Ther Letter of Intent was printed on PRB's letterhead, which listed PRB's address. Torabi's license number was listed on the Letter of Intent and was listed under the license of PRB. An Agency Disclosure form was also included with the Letter of Intent, which states that PRB was the dual agent for buyer and seller.

14.

On or about April 29, 2024, a purchase agreement was entered for the sale of the business "Scoopz Ice Cream" ("Scoopz"). Hwan Pak (DRE No. 0267545) ("Pak") was listed as the agent for buyer and PRB was listed as the broker.

15.

As a part of the transaction for the sale of Scoopz, Pak signed a Co-Broker Agreement, on behalf of PRB, to split the commission with Jonathan Hwang of VR Business Brokers.

16.

On or about June 11, 2024, escrow closed for the sale of Scoopz. PRB was paid \$6,000.00 in commissions for the sale of the business.

17.

On or about May 24, 2024, Torabi, on behalf of PRB, drafted or caused to be drafted a Letter of Intent for the sale of the business "Sizzler", located at 10471 Los Alamitos Blvd. in Los Alamitos, California, as agent for both the buyer and seller. The Letter of Intent was printed on PRB's letterhead, which listed PRB's address. Torabi's license number was listed on the Letter of Intent and was listed under the license of PRB. An Agency Disclosure form was also included with the Letter of Intent, which states that PRB was the dual agent for buyer and seller.

18.

From approximately 2023 to 2025, Respondents represented over 20 buyers and/or sellers in the sale and/or purchase of a business.

19.

During the course of the investigation into the complaint, the Department discovered that PRB was, and is, not in good standing with the Office of the Secretary of State. PRB's entity status was listed as "Suspended – FTB" and has been inactive since about July 1, 2019. At the filing of this accusation, PRB's entity status is still listed as suspended.

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1 VIOLATIONS OF THE REAL ESTATE LAW – CAUSES FOR DISCIPLINE

2 20.

3 In the course of the activities described above in Paragraph 6, and based on the
4 facts discovered by the Department in Paragraphs 10 through 19, above, Respondents acted in
5 violation of the Code and Regulations, as described below.

6 21.

7 Respondents engaged in the business of a real estate broker, under PRB's DBA
8 Pacific Restaurant Brokers, while PRB was not in good legal standing with the Office of the
9 Secretary of State in violation of **Regulation Section 2773**.

10 22.

11 Respondent DIZA failed to exercise reasonable supervision and control of the
12 activities of the corporation, PRB, for which a real estate license is required in violation of
13 **Code Section 10177(h)**.

14 23.

15 The overall conduct of Respondents violates the Real Estate Law and constitutes
16 cause for the suspension or revocation of their real estate license and license rights under the
17 provisions of Code Section 10177(g) for negligence and Code Section 10177(d) for willful
18 disregard of the Real Estate Law.

19 24.

20 Each of the foregoing violations in Paragraphs 14 and 15 above constitute cause
21 for the suspension or revocation of the real estate license and/or license rights of Respondents
22 under the provisions of Code sections 10177(d), 10177(g), and 10177(h) (as to DIZA).

23 COSTS

24 25.

25 Section 10106 of the Code, provides, in pertinent part, that in any order issued in
26 resolution of a disciplinary proceeding before the Department, the Commissioner may request
27 the administrative law judge to direct a licensee found to have committed a violation of this

1 part to pay a sum not to exceed the reasonable costs of investigation and enforcement of the
2 case.

3 PRAYER

4 WHEREFORE, Complainant prays that a hearing be conducted on the
5 allegations of this Accusation and that upon proof thereof, a decision be rendered imposing
6 disciplinary action against all licenses and/or license rights under the Real Estate Law (Part 1 of
7 Division 4 of the California Business and Professions Code) of Respondents PRB SALES,
8 INC. and GERALD VERDE DIZA, for the cost of investigation and enforcement as permitted
9 by law, and for such other and further relief as may be proper under applicable provisions of
10 law.

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12 Dated at Los Angeles, California this 18TH day of February, 2026.

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15 
16 Supervising Special Investigator

17 cc: PRB SALES, INC.
18 GERALD VERDE DIZA
19 Sacto.
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