

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: EMERSON CAPITAL CORP., ITS )  
OFFICERS, DIRECTORS, AGENTS, EMPLOYEES, )  
AFFILIATES, SUCCESSORS AND ASSIGNS, AND )  
ADAMS, INDIVIDUALLY. )  
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FILE NO. 1200024

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS: Emerson Capital Corp.  
1030 Forest Avenue  
Glencoe, Illinois 60022

Douglas Adams, President  
Emerson Capital Corp.  
1030 Forest Avenue  
Glencoe, Illinois 60022

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1. That Respondent Emerson Capital Corp., ("Emerson"), has a last known business address of 1030 Forest Avenue, Glencoe, Illinois 60022.
2. That Respondent Douglas Adams., ("Adams"), together with Emerson, ("Respondents") has a last known address of 1030 Forest Avenue, Glencoe, Illinois 60022.
3. That on or about March, 2011 through April 14, 2011, Respondents, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, offered to procure a loan to at least one (1) Illinois resident (the "Borrower").
4. That the Borrower heard of Respondents through the Seller of the business to be purchased.
5. That April 14, 2011 Borrower remitted the sum of Four Thousand (\$4,000.00) Dollars via check to the Respondents as and for the first Tranche of Respondents

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fee of Eleven Thousand (\$11,000.00) Dollars to obtain a Two Hundred Seventy Five Thousand (\$275,000.00) Dollar loan towards the purchase of a business.

6. That Borrower never received a loan or the return his refundable advance fee payment from the Respondents.
7. That the above-referenced Respondents are loan brokers as that term is defined pursuant to Section 15-5.15. of the Illinois Loan Brokers Act of 1995 [815 ILCS 175/15-1 et seq.] (the "Act").
8. That Section 15-10 of the Act provides, inter alia, that it shall be unlawful for any person to engage in the business of loan brokering unless registered under the Act.
9. That Section 15-85. of the Act provides, inter alia, that it is prohibited under the Act for a loan broker to either directly or indirectly act as a loan broker without registration under the Act unless exempt under the Act.
10. That at all times relevant hereto, Respondents, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration as a loan broker with the Secretary of State prior to the aforementioned loan offer from the State of Illinois.
11. That by virtue of the foregoing, Respondents its Officers, Directors, Employees, Affiliates, Successors, Agents, Assigns, have violated Section 15-10 and/or 15-85(b) of the Act.
12. That Section 15-55(c) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated any provision of this Act, the Secretary of State may, by written order temporarily prohibit or suspend such person from acting as a loan broker.
13. That Section 15-55(d) of the Act provides, inter alia, that if the Secretary of State shall find any person is acting or has acted as a loan broker as defined in Section 15-5.15 of this Act, without prior thereto or at the time thereof having complied with the registration requirements of the Act, the Secretary of State may by written order prohibit such person from acting as a loan broker in the State.
14. That based upon the foregoing, the Secretary of State deems it necessary, in order to prevent imminent and additional violations of the Act, and to prevent losses to investors as a result of the referenced prior violation of the Act, to enter an order pursuant to the authority granted under Section 15-55(c) and Section 15-55(d) of the Act which prohibits Respondents, its Officers, Directors, Employees, Affiliates, Successors, Agents, Assigns from acting as a loan broker in the State of Illinois.

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15. That based upon the credible evidence available to the Secretary of State, the entry of this Temporary Order is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 15-55(c) and Section 15-55(d) of the Act, Emerson Capital Corp. its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Douglas Adams individually are hereby PROHIBITED from engaging in the business of loan brokering in the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondents may request a hearing on this matter by transmitting such request in writing to Securities Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60601. Such request must be made within thirty (30) days of the date of entry of this Temporary Order. Upon receipt of a request for hearing, a hearing will be scheduled. Request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for ninety days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS TEMPORARY ORDER SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTES SUFFICIENT BASIS TO MAKE THE TEMPORARY ORDER FINAL.

ENTERED: This 22<sup>nd</sup> day of March, 2011.



JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

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