

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

In Re: Stephen H. Mansker, Jr. and Mansker Associates)
 Holding Company, Inc.))

File No. 11-00279
)
)

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS: Stephen H. Mansker, Jr.
 904 Heathercrest
 Lakeland, Florida 33813

 Mansker Associates Holding Company, Inc.
 c/o Stephen H. Mansker, Jr.
 904 Heathercrest
 Lakeland, Florida 33813

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 finds that:

1. Respondent, Stephen H. Mansker, Jr., (hereinafter "Mansker," or collectively with Respondent Mansker Associates Holding Company, Inc. "Respondents") has a last known address of 904 Heathercrest, Lakeland, Florida 33813. Mansker holds himself out as president of Mansker Associates Holding Company, Inc.
2. Respondent, Mansker Associates Holding Company, Inc. (hereinafter "Mansker Associates" or collectively with Respondent Stephen H. Mansker, Jr. "Respondents") has a last known address of 904 Heathercrest, Lakeland, Florida 33813.
3. Respondent Stephen H. Mansker, Jr. is not and has never been registered in the State of Illinois as a Salesperson.
4. Respondent Mansker Associates Holding Company, Inc. is not and has never been registered in the State of Illinois as a broker dealer.

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5. Respondents on July 29, 2008 issued a promissory note in the amount of \$10,000 to an Illinois resident (hereinafter "Investor A").
6. Respondents on July 29, 2008 issued a promissory note in the amount of \$10,000 to a second Illinois resident (hereinafter "Investor B").
7. Respondents on August 12, 2008 issued a promissory note in the amount of \$10,000 to a third Illinois resident (hereinafter "Investor C").
8. Mansker told the Investors identified in paragraphs 5, 6 and 7 above that they would be paid the principal plus 8% interest in one year. Respondents failed to make such payments.
9. Respondents failed to disclose to the Investors referenced in paragraph 8 the substantial risk of investing in the promissory notes.
10. The promissory notes referenced in paragraphs 5, 6 and 7 are securities as defined in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5.1 et seq.] (the "Act").
11. The activities described in paragraphs 6, 7 and 8 above constitute the offer and sale of a securities as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Act.
12. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
13. Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act, and as a result, the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
14. Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
15. Section 12.C of the Act provides, inter alia, that it shall be a violation for any person to act as a dealer, salesperson, investment advisor, or investment advisor representative, unless registered as such, where such registration is required under the provisions of the Act.
16. Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.

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17. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
18. That by virtue of the foregoing, Respondents has violated Sections 12.A, 12.C, 12.D and 12.G of the Act.
19. The aforementioned findings are based upon credible evidence.
20. Section 11.F (2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
21. The entry of this Temporary Order prohibiting Respondents from offering or selling securities in or from the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents Stephen H. Mansker, Jr. and Respondent Mansker Associates Holding Company, Inc. are prohibited from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

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

Dated: This 19th day of March 2012.

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A handwritten signature in black ink, appearing to read "Jesse White" with a stylized flourish at the end.

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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