

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

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

) File No. 11-00279
)
)
)

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

WHEREAS, a Temporary Order of Prohibition was previously issued by the Secretary of State which prohibited Respondent, "Stephen H. Mansker, Jr." and Respondent Mansker Associates Holding Company, Inc. from offering or selling securities in or from the State of Illinois until further order from the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final;

WHEREAS, the Respondents have failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's Findings of Fact as follows:

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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.
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

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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.
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.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents are **PROHIBITED** from offering or selling securities in or from this State until the further Order of the Secretary of State.

Dated: This 2nd day of May 2012.



JESSE WHITE
Secretary of State
State of Illinois

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Attorney for the Secretary of State:
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Illinois Securities Department
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Chicago, Illinois 60602
312-793-9643

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the ACT. Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony for each offence.

This is a final order subject to administrative review pursuant to the Administrative Review Law [735 ILCS 5/3-101 et seq.] and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. 1 Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.