

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

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<b>IN THE MATTER OF:</b>	)	
	)	
	)	
<b>James Parker;</b>	)	
<b>ConnectWE.com</b>	)	<b>File Number: 1000417</b>
its partners, members, officers, directors,	)	
agents, employees, affiliates, successors	)	
and assigns;	)	
<b>ConnectWE Inc.,</b>	)	
its partners, members, officers, directors,	)	
agents, employees, affiliates, successors	)	
and assigns;	)	

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**CONSENT ORDER OF PROHIBITION**

**TO RESPONDENTS:**      James H. Parker  
                                 1317 W. Taylor Street  
                                 Suite 1F  
                                 Chicago, Illinois 60607

                                 James H. Parker  
                                 6223 S. Kimbark Ave. Unit 2  
                                 Chicago, Illinois 60637

                                 ConnectWe Inc.  
                                 c/o Tod Edwards  
                                 1317 W. Taylor Street  
                                 Suite 1F  
                                 Chicago, Illinois 60607

                                 ConnectWe.com  
                                 1317 W. Taylor Street  
                                 Suite 1F  
                                 Chicago, Illinois 60607

WHEREAS, Respondents James H. Parker, ConnectWE.com, ConecetWE Inc., and his/its partners, members, officers, directors, agents, employees, affiliates, successors and assigns, ("Respondents"), on the 26<sup>th</sup> day of July, 2011, executed a certain Stipulation to Enter Consent Order of Prohibition (the "Stipulation"), which hereby is incorporated by reference herein.

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WHEREAS, by means of the Stipulation, James H. Parker, ConnectWE.com, ConecetWE Inc., and his/its partners, members, officers, directors, agents, employees, affiliates, successors and assigns, have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, issued November 12, 2010 and the Notice of Hearing issued dated December 16, 2010, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Prohibition ("Consent Order").

WHEREAS, by means of the Stipulation, James H. Parker, ConnectWE.com, ConecetWE Inc., and his/its partners, members, officers, directors, agents, employees, affiliates, successors and assigns, have acknowledged that the following Findings of Fact are intended to be a final determination of the issues and Respondents agree that they shall be estopped from making arguments contrary to the Findings of Fact in any collateral proceeding(s).

WHEREAS, by means of the Stipulation, James H. Parker, ConnectWE.com, ConecetWE Inc., and his/its partners, members, officers, directors, agents, employees, affiliates, successors and assigns, have acknowledged that the following shall be adopted as the Secretary of State's Findings of Fact, and has admitted to the truth thereof:

1. Acknowledges that Respondents have waived their rights to an attorney regarding this matter.
2. Acknowledges service upon them of the Notice of Hearing issued by the Secretary of State, Securities Department dated December 16, 2010 (the "Notice").
3. Admits to the jurisdiction of the Secretary of State over them and over the subject matter of this proceeding.
4. Waives compliance with the provisions of the Administrative Procedure Act [5 ILCS 100/10-5 et Seq.] regarding contested cases pursuant to Section 25 thereof.
5. Waives any and all rights to hearing and post-hearing procedures otherwise available pursuant to the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
6. Waives any right he may have to judicial review by any court by way of suit, appeal or extraordinary remedy resulting from the entry of the Consent Order.
7. Acknowledges and admits that the following allegations contained in the Amended Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

### **COUNT I** **FRAUD IN THE SALE OF SECURITIES**

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- 1) Respondent James H. Parker (“Parker”) is a natural person with the last known address of 6223 S. Kimbark Ave. Unit #2, Chicago, Illinois.
- 2) Respondent ConnectWe.com is not a registered entity in the State of Illinois.
- 3) Respondent ConnectWE Inc. is an Illinois Corporation registered with the Illinois Secretary of State Business Services.
- 4) Respondent Parker represented himself as the President/Founder of ConnectWE, Inc. and ConnectWE.com.
- 5) Respondents directly sold and offered to sell stock and investment contracts to the general public, including residents of the State of Illinois (“Investors”).
- 6) Respondents solicited Illinois Investors through general solicitation on WVON radio and an e-mail blast, to purchase stocks and investment contracts.
- 7) Respondent Parker used the investor money for setting up the beta site and well as using the investor money for personal use.
- 8) Respondents refused or omitted, to inform Investors that respondents were not registered with the Illinois Secretary of State Securities Department and/or that Respondent Parker was permanently prohibited for offering or selling securities by the Illinois Secretary of State Securities Department on December 11, 2009.
- 9) The activities described above constitute the offer and sale of a stock and investment contract and therefore a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act").
- 10) Section 12.F of The Act states that it shall be a violation of the provisions of this Act for any person to, “engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.” 815 ILCS 5/12.F.
- 11) Section 12.G of the Act states that it shall be a violation of the provisions of this 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.” 815 ILCS 5/12.G.

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- 12) Section 12.I of the Act states that it shall be a violation of the provisions of this Act for any person to, “employ any device, scheme, or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly. 815 ILCS 5/12.I.
- 13) By virtue of this foregoing conduct, Respondents violated Sections 12.F, 12.G, and 12.I of the Act.

**COUNT II**

**FAILURE TO REGISTER SECURITIES**

- 1-8) Paragraphs 1-8 are re-alleged and incorporated by reference.
- 9) The activities described above constitute the offer and sale of a stock and investment contracts and therefore a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act").
- 10) 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.
- 11) Respondent 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.
- 12) 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.”
- 13) 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.”
- 14) By virtue of the foregoing, Respondent violated Sections 12.A and 12.D of the Act.

**COUNT III**

**UNREGISTERED DEALER/SALESPERSON**

- 1-8) Paragraphs 1-8 are re-alleged and incorporated by reference.

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- 9) Through the conduct described in paragraphs three (3) through eight (8), the respondent acted as a dealer and/or salesperson for the sale of stock and investment contracts to investors.
- 10) That 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a dealer, salesperson unless registered such, where such registration is required under this Act.
- 11) That at all relevant times, the respondents were not registered as a dealer and/or salesperson under the Act.
- 12) That by acting as a salesperson and/or dealer and an investment advisor and/ or investment advisor in the State of Illinois, without being registered as such, respondent violated section 12.C of the Act.

### **COUNT IV** **VIOLATION OF ORDER OF PROHIBITION**

- 1-8) Paragraphs 1-8 are re-alleged and incorporated by reference.
- 9) That on November 10, 2009, a Temporary Order of Prohibition (“TOP”) was issued on the Respondent James Parker, prohibiting him from offering or selling securities in the State of Illinois.
- 10) That on December 14, 2009, a Final Order of Prohibition (“Order”) was issued on the Respondent James Parker, permanently prohibiting him from offering or selling securities in the State of Illinois.
- 11) That as recently as October 2010, Respondent continued to offer and sell securities to investors in the State of Illinois.
- 12) 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.”
- 13) 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.”
- 14) That by virtue of the foregoing violations of the 2009 Order, respondent violated Sections 12.A and 12.D of the Act.

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WHEREAS, by means of the Stipulation Respondents have acknowledged that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondents violated Sections 12.F, 12.G and 12.I of the Act.

The Respondents violated Sections 12.A and 12.D of the Act.

The Respondents violated section 12.C of the Act.

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they shall be PERMANENTLY PROHIBITED from offering and selling of securities in or from the State of Illinois in compliance with the Illinois Securities Law of 1953 815 ILCS 5/1 et seq. (The "Act").

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they shall be levied fines shall be levied fines in this matter in the amount of Five Thousand Dollars (\$5,000.00). One Half of said costs (Two Thousand Five Hundred Dollars [\$2,500.00]) have been paid by certified or cashier's check, made payable to the Secretary of State, Securities Audit and Enforcement Fund. The remaining Two Thousand Five Hundred Dollars (\$2,500.00) shall be paid within 30 days of the signing of the Stipulation to Enter Consent Order of Prohibition, which is August 26, 2011. Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondents shall be PERMANENTLY PROHIBITED from offering and selling securities in or from the State of Illinois in compliance with the Illinois Securities Law of 1953.
2. The Respondent, Parker, is levied fines in this matter in the amount Five Thousand Dollars (\$5,000.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on has submitted Two Thousand Five Hundred Dollars (\$2,500.00) in payment thereof. The remaining Two Thousand Five Hundred Dollars \$2,500.00 of the fine shall be paid on or before August 26, 2011.
3. The Department shall retain jurisdiction over this proceeding for the sole purpose of enforcing the terms and provisions of the Stipulation herein.

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4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 27<sup>th</sup> day of July, 2011



JESSE WHITE  
Secretary of State  
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

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 Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 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.

Attorney for the Secretary of State:  
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