

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

IN THE MATTER OF:)
MONEY MATTERS FOR WOMEN OF COLOR, INC.,)
an Illinois corporation,)
NEVADA GOLD EXCHANGE, LLC,)
a Nevada limited liability company,)
ABU H. ALI, son of Abu H. Ali I; also known as ABU H. ALI, II,)
individually, and as president)
of Money Matters for Women of Color, Inc.,)
and JUANITA ALI, also known as N. JUANITA ALI,)
individually, and as general manager)
of Money Matters for Women of Color, Inc..)

File No. 0700207

NOTICE OF HEARING

TO RESPONDENTS: Money Matters for Women of Color, Inc.
P.O. Box 661278
Chicago, IL 60666

Money Matters for Women of Color, Inc.
1061 W. Jackson Street - #102
Chicago, IL 60607

Money Matters for Women of Color, Inc.
6130 W. Flamingo Road - #309
Las Vegas, Nevada 89103

Money Matters for Women of Color, Inc.
6130 W. Flamingo Road - #309
Las Vegas, Nevada 89103

Money Matters for Women of Color, Inc.
10 S. Riverside Plaza - #1800
Chicago, IL 60606

Abu H. Ali
Juanita Ali
10 S. Riverside Plaza - #1800
Chicago, IL 60606

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Nevada Gold Exchange, LLC
3960 Howard Hughes Parkway – 5th Floor
Las Vegas, NV 89169

Abu H. Ali
26151 Lakeshore Blvd. – Suite 2101
Euclid, OH 44132

Abu H. Ali
12307 Chesterfield
Cleveland OH 44198

Abu H. Al, President
Safety 1st Financial Group Inc.
4100 N. Marine Drive – Suite 6A
Chicago, IL 60613

Abu H. Ali
612 Mulford St. – Apt. 201
Evanston, IL 60202-3530

N. Juanita Ali
P.O. Box 6490
Evanston, IL 60204

You are hereby notified that a public hearing will be held at the office of the Illinois Securities Department, 69 W. Washington Street – Suite 1220, in Chicago, Illinois 60602, on December 6, 2011, at 10:00 a.m., or as soon thereafter as possible before Illinois Secretary of State Hearing Officer Soula Spyropoulos, or such other hearing officer who shall be presiding at that time. This Notice of Hearing is made in accordance with sections 11.E and F of the Illinois Securities Law of 1953 [815 ILCS 5/11.E and F] (“Act”) and Subpart K of the Rules and Regulations under the Illinois Securities Law of 1953 [814 Ill. Adm. Code 130, Subpart K].

The hearing will be held to determine whether an order should be entered that would permanently prohibit each of the Respondents from selling securities or offering securities for sale in the state of Illinois; permanently prohibit from acting as a investment adviser, investment adviser representative, and federal covered investment adviser in Illinois; impose fines of up to \$10,000.00 for each of the violations alleged below; charge the Respondents as costs of investigations all reasonable expense, including attorney’s fees and witness fees arising from this proceeding [815 ILCS 5/11.E(2) and (e), 5/8.E(1) and (2); 5/11.E(4); 5/2.1, 5/2.5, and 5a; and 5/12.F, G, and I]; and grant such other relief as may be authorized under the Act.

NATURE OF CASE

Money Matters for Women of Color, Inc., is an Illinois company that purports to offer “wealth management” and retirement planning services to investors. One of the most-emphasized tenets of the company marketing strategy is that its customers should never lose any of their principle invested. When the company offered and sold a gold investment contract to an Illinois investor, however, it failed to disclose it had not set up internal safeguards to protect customers from loss of investments when its president died. When one investor attempted to retrieve her investment, company representatives told her the company had not maintained control over precious metal assets of the investor in its custody. As a consequence, the company claims, a portion of the investor’s assets were taken by a third party.

THE PARTIES

The Companies: Money Matters for Women of Color and Nevada Gold Exchange, LLC

1. Respondent Money Matters for Women of Color (“Money Matters”) was incorporated as an Illinois corporation on October 6, 1999. The company was involuntarily dissolved by the Illinois Secretary of State on March 12, 2010. Despite its dissolution in 2010, Money Matters has continued to hold itself out as a legal business entity through at least as late as September 21, 2011.
2. As of September 21, 2011, the last address Money Matters has on file with the Illinois Secretary of State is 10 S. Riverside Plaza – Suite 1800, in Chicago, Illinois 60606. As of that date, the company also held itself out to the public as its mailing address 6130 W. Flamingo Road - #309, in Las Vegas, Nevada 89103; a post office box address at P.O. Box 66128 in Chicago, Illinois 60666; and an appointment-only office address at 1061 W. Jackson Street - #102, in Chicago, Illinois 60607.
3. As of September 21, 2011, the last registered agent Money Matters has on file with the Illinois Secretary of State is Abu H. Ali, the father of Respondent Abu H. Ali, II. Money Matters identified Ali the elder as its registered agent from October 16, 2002, through at least as late as September 21, 2011. Ali the elder’s address for service of process for the company during this period was at the company’s office at 10 S. Riverside Plaza – Suite 1800, in Chicago, Illinois 60606.
4. On information and belief, Money Matters’ primary address is 6130 W. Flamingo Road - #309, in Las Vegas, Nevada.
5. Respondent Nevada Gold Exchange, LLC (“Nevada Gold”), was organized as a Nevada limited liability company on November 5, 2008. The company was dissolved on July 16, 2009.

6. As of September 21, 2011, the last address Nevada Gold has on file with the Nevada Secretary of State is 3960 Howard Hughes Parkway – 5th floor, in Las Vegas, Nevada 89169. The company also held this address out to the public as its mailing address beginning at least as early as December 5, 2008.
7. As of September 21, 2011, the last registered agent Nevada Gold has on file with the Nevada Secretary of State is Respondent Ali's late father, Abu Ali. Nevada Gold identified Ali senior as its registered agent from September 5, 2008, through at least as late as September 21, 2011. Ali senior's address for service of process for this company during this period was at the company's office at 3960 Howard Hughes Parkway - 5th Floor, in Las Vegas, Nevada 89169.
8. On information and belief, Nevada Gold's primary address is 3960 Howard Hughes Parkway - 5th Floor, in Las Vegas, Nevada 89169.

The People Running the Companies: Abu Ali II, and Juanita Ali

9. Respondent Abu H. Ali, also known as Abu H. Ali, II ("Junior"), is a natural person.
10. As of January 25, 2011, the last address Junior reported to the Illinois Secretary of State in his position as president of a company named Safety 1st Financial Group Inc., was 4100 N. Marine Drive – Suite 6A, in Chicago, Illinois 60613. He reported he also was the registered agent of the company, with an address of 612 Mulford Street – Apt 201, in Evanston, Illinois 60202-3530.
11. As of September 21, 2011, the last address Junior reported to the Ohio Secretary of State was 12307 Chesterfield, in Cleveland, Ohio 44108.
12. On information and belief, Junior's address is 12307 Chesterfield, in Cleveland, Ohio 44108.
13. Respondent Juanita Ali, also known as N. Juanita Ali ("Juanita A.") is a natural person.
14. In two September 2011 emails to the investor described in this Notice, Juanita A. identified her address as P.O. Box 6490 in Evanston, Illinois 60204.
15. On information and belief, Juanita A.'s address is P.O. Box 6490 in Evanston, Illinois 60204.

The Investor

16. Investor #1 is a natural person who was a resident of Illinois during the period from at least as early as autumn 2008 through at least as late as September 20, 2011.

FACTS

17. Beginning in 1999, a man named Abu H. Ali (“Senior”) began advertising and conducting retirement planning seminars in the Chicago, Illinois, area for the company Money Matters for Women of Color (“Money Matters”).
18. Senior was president of the company. In a monthly company newsletter, he held himself out to the public as Money Matters’ “CEO.”
19. Senior also was managing and sole member of a sister company named Nevada Gold Exchange, LLC (“Nevada Gold”). Nevada Gold traded precious metals for Money Matters clients who purchased precious metals investment contracts that relied on funds deposited in precious metal-trading individual retirement accounts.
20. Senior’s wife, Respondent Juanita Ali (“Juanita A.”), served as general manager of both Money Matters and Nevada Gold.
21. Some time between 1999 and 2007, Senior’s son, Respondent Abu H. Ali II (“Junior”), also began conducting the wealth management seminars for the company. After Ali senior’s death on June 7, 2009, Ali A. junior began holding himself out to the public as the company’s president.
22. Some time in or around 2005, at the suggestion of a friend, Investor #1 began attending the seminars in Illinois.
23. In 2008, at several of the seminars attended by Investor #1, Senior told attendees, “The dollar is being devaluated, but you can’t go wrong with [investing in] gold.”
24. Persuaded by Senior’s seminar recommendations, Investor #1 met with Senior in late 2008 to arrange to invest in gold. The meeting was held in Investor #1’s home in Illinois. At the meeting, Senior offered and sold Investor #1 an investment contract. Under the investment contract, Investor #1 agreed to deposit \$23, 252.96 of her savings into a gold precious metal IRA and authorized Senior to use the account to make gold purchases on her behalf.
25. After the meeting, in a letter dated December 5, 2008, Ali senior mailed Investor #1 the documents required to establish the gold investment custodial IRA under cover of a letter from a company named Nevada Gold Exchange, LLC. In the letter, Senior identified himself as a precious metals dealer for the company. Investor #1 completed and returned the documents to Nevada Gold.
26. By January 12, 2009, Senior had used his authority to make gold purchases for Investor #1 to withdraw her entire \$23,000-plus investment from her gold IRA.

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27. In the summer of 2009, Investor #1 learned Senior had died on June 7, 2009. Respondent Money Matters' internet website began holding Respondent Ali junior out as president of the company.
28. In or around August 2009, the investor left telephone messages with Respondent Money Matters to check on the status of her gold investment.
29. After a time, Respondent Juanita A. returned Investor #1's calls, saying that \$10,000 of the investor's investment was available to be returned to her, but that the remaining \$13,000 of the investment had, without Juanita A.'s knowledge, been transferred to the custody and control of a man named Barry L. Taylor ("Barry"). Juanita A. said Barry was a brother of the deceased Senior.
30. Respondent Juanita A. told Investor #1 she had never been aware Barry had any interest or power of control of Money Matters assets or holdings for Money Matters clients until she began checking the status of the investor's gold investments.
31. Respondent Junior replaced Senior as Investor #1's precious metals agent for Ali senior's gold purchase of \$10,000.
32. Respondent Juanita A. told Investor #1 she had attempted without success to contact Barry regarding the investor's remaining \$13,000 investment.
33. By letter dated October 30, 2009, Respondent Junior, now president of Respondent Money Matters, wrote Investor #1:

You are receiving this letter of notification that Barry L. Taylor has taken the inventory and assumed the legal responsibility of Nevada Gold Exchange, LLC.

Please feel free to contact him directly regarding the . . . [gold] purchased and stored on your behalf in the private vault he took possession of.
34. Investor #1 left several telephone messages for Barry and wrote him a letter requesting the return of her investment, but received no response, and has never recovered this investment from Money Matters or Nevada Gold.

**FRAUDULENT TRANSACTIONS AND FAILURES TO DISCLOSE
in violation of 815 ILCS 5/12.F and G**

35. When Respondents Money Matters for Women of Color, Inc., and Nevada Gold Exchange, LLC, offered and sold Investor #1 the \$23,000 gold investment contract, neither they nor their representatives disclosed to her that they did not have sufficient internal controls to prevent the misappropriation of customer investment funds and precious metals in their custody. These failures to disclose were:
 - (a) Transactions, practices, or courses of business by the Respondents that worked or tended to work a fraud or deceit on Investor #1.
 - (b) Omissions by the Respondents to state material facts necessary to avoid misleading Investor #1 about the risks of investing with the Respondents.
36. Section 12.F of the Act provides it is a violation of the Act 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 securities purchaser or seller.
37. Section 12.G of the Act provides it is a violation of the Act to obtain money through the sale of securities by means of any untrue statement or 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.
38. The gold investment contract Senior and Respondents Money Matters and Nevada Gold sold Investor #1 was a security, as the term "security" is defined in Section 2.1 of the Illinois Securities Law of 1953, as amended ("Act").
39. A reasonable investor would consider these omitted procedures to be material in evaluating the competence and integrity of the companies that would be managing an investment and the enterprise in which the investor was determining whether to invest.
40. These failures to disclose were material, that is, necessary in order to keep the representations the Respondents did make to Investor #1 from being misleading.

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NOTICE TO RESPONDENTS: You are required to file an answer, including all affirmative defenses, if any; special appearance; or other pleading responsive to the allegations outlined above in writing within thirty days of service of this Notice of Hearing addressed to:

Bernadette Cole
Enforcement Attorney
Illinois Securities Department
Office of Secretary of State
69 W. Washington St. – Suite 1220
Chicago, Illinois 60602

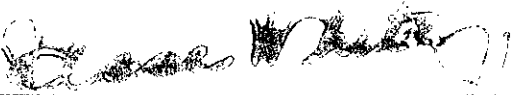
Telephone: 312.793.9642

Your failure to file a responsive pleading within thirty days of service of this Notice on you shall be construed as an admission of the allegations in this Notice, and waives your right to this hearing.

You may appear personally on your own behalf, or be represented by an attorney. You or your attorney may present evidence; cross-examine witnesses, and otherwise participate in this proceeding. Your failure to appear at this hearing constitutes a default, unless you or your attorney, upon due notice, has moved for and obtained a continuance.

A copy of the Rules and Regulations promulgated under the Illinois Securities Law and pertaining to hearings held by the Illinois Securities Department, Office of the Secretary of State, are available at the Department's website at: <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>.

Entered: This 22nd day of September, 2011.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for Secretary of State:
Bernadette Cole
Enforcement Attorney
Illinois Securities Department
Office of Secretary of State
69 West Washington Street - Suite 1220
Chicago, Illinois 60602
Telephone: 312.793.9642

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Hearing Officer
Soula Spyropoulos
4125 W. Lunt Ave.
Lincolnwood, IL 60712