

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: Great Power Investments, LLC and
Walter G. Martinez

FILE NO. 09000352

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS Great Power Investments, LLC
C/o Walter B. Martinez
104 E. Crest Avenue Ste B
Bensenville, Illinois 60106

Walter B. Martinez
238 N. Westmont Drive Suite 210
Alta Monte Springs, Florida 32714

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:

1. That Respondent Walter G. Martinez ("Martinez" or collectively with Great Power Investment, LLC "Respondents") is an Illinois resident and owner of Great Power Investment, LLC. His last known address is 238 N. Alta Monte Springs, Florida 32714.
2. That Respondent Great Power Investment, LLC ("Great Power Investment" or collectively with Martinez "Respondents") was registered as an Illinois Limited Liability Corporation on September 10, 2008 and involuntarily dissolved on March 12, 2010. Its last known address is 104 E. Crest Avenue Ste B, Bensenville, Illinois 60106.
3. That Investor "ABS" is a resident of the State of Illinois.

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4. That in February and March of 2008 Martinez through Great Power Investments offered and sold to Investor "ABS" investment contracts totaling \$85,000 in 3 separate real estate ventures.
5. That Investor "ABS" on each of first 2 Investment contracts was to receive \$314 per month as 'commission" for 5 years. After 5 years Investor "ABS" upon the sale of the property would receive her \$20,000 investment back plus an additional 20%.
6. That on the third investment contract Investor "ABS" was to receive her \$45,000 investment back plus \$9,000 upon the sale of the property.
7. That Investor "ABS" received her "commission" on the first contract until February 2009.
8. That Investor "ABS" subsequently learned that Martinez was unable to purchase the properties for the 2 other investment contracts.
9. That to date, despite demands of Investor "ABS", Respondents have failed to pay Investor "ABS", pursuant to the terms of the contract or return to her the amount invested.
10. That the activities described above constitutes the offer and sale of a security and as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act");
11. That 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.
12. That Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the securities were not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
13. That 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.
14. That 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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15. 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.
16. By virtue of the foregoing, Respondent violated Sections 12.A, 12.D and 12.G of the Act.
17. That the aforementioned findings are based upon credible evidence.
18. That 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.
19. That the entry of this Temporary Order prohibiting Respondent, or its agents, affiliates, successors and employees, from offering or selling securities in 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 Great Power Investments, LLC and Walter G. Martinez 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 9th day of March 2011.

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A handwritten signature in black ink that reads "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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