

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: Randall, Scott & Partners

)
) File No. 10-00188
)

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENT: Randall, Scott & Partners
20 N. Wacker Drive
Chicago, Illinois 60606

James B. Clarke & Co., Ltd.
Manuel Ma. Icaza St. and 51 Street
P.H. Magna Corp. Building
Floor 7, Office #772
Panama City, Panama

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 Randall, Scott & Partners ("RSP") is a company with a last known address of 20 N. Wacker Drive, Chicago, Illinois 60606.
2. That RSP is not registered in Illinois.
3. That RSP offered to sell on behalf of an Investor shares of Remington Gold, Inc. which the Investor had purchased in 2009 through Respondent James B. Clarke and Co., Ltd. ("Clarke").
4. That Respondent Clarke holds itself out as "International Securities Broker & Investment Services." Clarke is not registered in Illinois or anywhere else in the United States.

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5. That in December 2009 the Investor entered into an agreement with RSP whereby RSP would sell the Investor's shares of Remington Gold, Inc. to an undisclosed principal.
6. That the Investor per the agreement referenced above paid \$10,640 to RSP as a performance guarantee.
7. That RSP requested an additional 30% of the anticipated net sales price of \$105,336 from the Investor as "withholding tax". This amounted to \$31,680.30. The Investor did not comply and has been unable to locate the RSP for the return of the shares of Remington Gold, Inc. and his \$10,640 performance guarantee.
8. That the Illinois Securities Department attempted to locate RSP at the above address and found that there was no Company there by the name of Randall, Scott and Partners. The Company was not in the office directory and the security person on duty never heard of Randall, Scott & Partners.
9. 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");
10. 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.
11. 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.
12. 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.
13. 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.
14. Section 12.F of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the 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."

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15. That by virtue of the foregoing, the Respondents have violated Sections 12.A, 12.D and 12.F of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents Randall, Scott & Partners and James B. Clarke & Co., Ltd. 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 11th day of March 2011.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
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