

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

IN THE MATTER OF:)	
)	
Arthur Lin (CRD#4437111),)	File Number: 1000096
)	
Gloria Lin.)	
)	
)	

NOTICE OF HEARING

TO THE RESPONDENTS:

- Arthur Lin
c/o his attorney
Peter B. Shaeffer, Esq.
30 North LaSalle St., Ste. 2140
Chicago, IL 60602

- Arthur Lin
900 N. Arlington Heights Road
Itasca, Illinois 60143

- Arthur Lin
4975 Lichfield Drive
Barrington, Illinois 60010

- Gloria Lin
4975 Lichfield Drive
Barrington, Illinois 60010

You are hereby notified in accordance with Sections 11.E and F of the Illinois Securities Law of 1953 [815 ILCS 5/11.E and F] ("the Act") and 14 Ill. Adm. Code 130, subpart K, that a public hearing will be held at the Secretary of State's office at the office of the Illinois Securities Department, 69 W. Washington Street, Suite 1220, in Chicago, Illinois 60602, on September 22, 2010 at the hour of 10:00 a.m. or as soon thereafter as possible before James Kopecky, or such other hearing officer who shall be presiding at that time.

Said hearing will be held to determine whether an Order shall be entered pursuant to Section 11.E of the Act revoking the registration of Respondent Arthur Lin as an investment adviser representative and securities salesperson in the State of Illinois and prohibiting Respondent Gloria Lin from offering or selling securities in the State of Illinois and/or granting such other relief as may be authorized under the Act including, but not limited to, the imposition

Notice of Hearing

-2-

of a monetary fine in the maximum amount pursuant to Section 11.E of the Act, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

BACKGROUND

1. Respondent **Arthur Lin** is an individual with last known addresses of 900 N. Arlington Heights Road, Itasca, Illinois 60143 and 4975 Lichfield Drive, Barrington, Illinois 60010.
2. LPL Financial Corporation ("LPL") is a securities broker-dealer and federally covered investment adviser located at One Beacon Street, 22nd Floor, Boston, Massachusetts 02108-3106.
3. At all relevant times, Arthur Lin was registered with the Secretary of State of the State of Illinois as an investment adviser representative and securities salesperson with LPL.
4. Marcin Malarz ("Malarz") is an individual with last known addresses of 5301 Keystone Drive, Rolling Meadows, IL 60008 and 1313 E. Westleigh Road, Lake Forest, IL 60045.
5. In September of 2006, Malarz formed Malarz Equity Investments, LLC ("MEI"), an entity with a last known address of 5301 Keystone Court, Rolling Meadows, IL 60008. MEI was a company that purported to purchase apartment buildings and convert the apartment buildings into condominiums. Malarz was a manager and co-founder of MEI.
6. On September 8, 2006, Malarz filed MEI's Articles of Organization with the Office of the Secretary of State of Illinois, Department of Business Services. In the Articles of Organization, Arthur Lin was also listed as a manager of MEI.
7. While serving as an investment adviser representative and securities salesperson for LPL, Arthur Lin sold MEI's promissory notes to several Illinois investors, including several of his LPL customers.
8. Respondent **Gloria Lin** is the wife of Arthur Lin and has a last known address of 4975 Lichfield Drive, Barrington, Illinois 60010. At all relevant times, Gloria Lin provided income tax preparation services to individuals at two different locations in Downers Grove, Illinois. Gloria Lin is listed as a co-founder of MEI in the company's offering documents.

COUNT 1

FRAUD IN THE OFFER AND SALE OF SECURITIES

Failure to Disclose Conflicts of Interest by Arthur and Gloria Lin

9. Investor A is an Illinois resident and a tax client of Gloria Lin. While providing tax preparation services to Investor A, Gloria Lin informed Investor A that her husband,

Arthur Lin, offered investment advisory services. Gloria Lin then recommended Arthur Lin's services to her.

10. In June of 2008, Investor A consulted Arthur Lin, and moved her investment assets to LPL so that Arthur Lin could provide her with investment advice.
11. In September of 2008, Arthur Lin advised Investor A to liquidate a substantial amount of her investments with LPL and invest those funds in MEI. In advising Investor A, Arthur Lin told Investor A that the stock market is doing poorly, and an investment in MEI would be a safe place to invest her money.
12. What Arthur Lin omitted to tell Investor A was that he was a manager of MEI and that his wife, Gloria Lin, was a co-founder of MEI.
13. In addition, Arthur Lin also failed to inform Investor A that Malarz used company funds to pay substantial amounts of money to Arthur's wife, Gloria Lin. Between December 4, 2006 and March 15, 2008, Malarz made payments totaling at least \$382,000 to Gloria Lin from MEI's bank account with Chase Bank.

Material Misrepresentations and Omissions Regarding Pending Litigation and Maximum Amount of Money to be Raised by the Offering

14. In the process of soliciting an investment in MEI from Investor A, Arthur Lin provided Investor A with a document called a Summary Information Memorandum ("SIM") which described MEI's investment offering.
15. The SIM that Arthur Lin provided to Investor A stated that:
 - a. **Investors would receive a 12% return on their principal;**
 - b. **Malarz personally guaranteed principal and interest payments to investors;**
 - c. **There is no pending litigation against MEI;**
 - d. **The offering would be capped at \$3 million;**
 - e. **Investments would be used to purchase apartment buildings and convert those apartment buildings into condominiums.**
16. Although the SIM stated that there was no pending litigation against MEI, the SIM failed to mention the fact that Malarz was named as a defendant in more than one civil action at the time that Arthur Lin solicited an investment in MEI from Investor A.
17. One of the civil actions against Malarz involved a foreclosure action initiated on October 11, 2007. As a result of this action, a judgment of foreclosure was entered against Malarz and others on February 27, 2008, and the property in question was subsequently sold at a Sheriff's auction.

Notice of Hearing

-4-

18. Arthur Lin failed to disclose to Investor A that, contrary to what the SIM represented, Malarz was involved in pending litigation, and had an outstanding judgment against him.
19. MEI's SIM also misrepresented that the investment offering of promissory notes would be capped at \$3 million. At the time that Arthur Lin solicited the investment from Investor A, Arthur Lin had already sold well over \$3 million of MEI's promissory notes. In the time that he was selling promissory notes on behalf of MEI, Arthur Lin sold \$6.3 million worth of promissory notes to MEI investors.
20. Arthur Lin never informed Investor A that he had already sold over \$3 million of MEI's promissory notes even though the SIM that he provided to Investor A said that the offering would be capped at \$3 million.
21. The misrepresentations and omissions of material fact made in regard to the pending litigation against Malarz and the \$3 million cap on investments in MEI address the solvency and financial condition of MEI and Malarz and their ability to make principal and interest payments to investors.
22. Additionally, these misrepresentations and omissions of material fact obfuscate the true risks of investing in MEI, and make Malarz's personal guarantee to make principal and interest payments to investors misleading.

Material Misrepresentations and Omissions Regarding the Misuse of Proceeds from Sale of Promissory Notes

23. In addition to misrepresentations and omissions of material fact that were made that address the solvency and financial condition of MEI and Malarz, the SIM also made misrepresentations and omissions of material facts regarding the use of the proceeds from the sale of promissory notes. MEI's SIM states:

The company intends to raise up to \$3,000,000 from Investors which will be used to purchase several apartment buildings, likely five or six, in the suburban Chicagoland area which the Company intends to convert to condominium ownership by the Company and to sell to condominium unit purchasers.
24. What the SIM omitted to state was that a substantial amount of investor funds would be used to pay back previous investors of MEI's promissory notes.
25. Additionally, Arthur Lin failed to inform Investor A that Malarz used investor funds to pay back previous investors of MEI.
26. In the end, as a result of Arthur Lin's fraudulent conduct, Investor A purchased a \$100,000.00 MEI promissory note on September 29, 2008.

Notice of Hearing

-5-

27. Investor A's \$100,000 investment was deposited into MEI's checking account at Fifth Third Bank on September 29, 2008. The balance of MEI's Fifth Third Bank checking account after Investor A's investment was deposited into that account was \$100,147.
28. The day after Investor A's \$100,000 investment was deposited into MEI's bank account, Malarz immediately made \$46,098.00 worth of payments to previous investors of MEI. These payments include:
 - a. \$7,600.00 to Investor B on 9/30/08
 - b. \$15,050.00 to Investor C on 9/30/08
 - c. \$5,675.00 to Investor D on 9/30/08
 - d. \$14,000.00 to Investor E on 9/30/08
 - e. \$3,773.00 to Investor F on 9/30/08
29. These payments were made to previous investors despite the fact that Arthur Lin told Investor A that her money would be used to finance the conversion of apartment buildings into condominiums.
30. To date, despite the terms of the promissory note she purchased on September 29, 2008, Investor A has never received even one of the payments promised to her. Furthermore, Investor A never received any principal or interest payments even though Malarz personally guaranteed that these payments would be made.
31. The offer and sale of MEI's promissory notes constitute the offer and sale of 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").
32. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
33. Section 12.F of the Act provides 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.
34. Section 12.G of the Act provides 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.
35. Section 12.H of the Act states that it shall be a violation of the provisions of this Act for any person to sign or circulate any statement, prospectus, or other paper or document required by any provision of this Act or pertaining to any security knowing or having reasonable grounds to know any material representation therein contained to be false or untrue.

Notice of Hearing

-6-

36. Section 12.I of the Act provides 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.
37. By virtue of the foregoing, Arthur Lin violated Sections 12.A, 12.F, 12.G, 12.H, 12.I of the Act.
38. By virtue of the foregoing, Gloria Lin violated Sections 12.A and 12.F of the Act.
39. Section 8.E(1)(b) of the Act provides, *inter alia*, that the registration of a salesperson or investment adviser representative may be suspended or revoked if the Secretary of State finds that the salesperson or investment adviser representative has engaged in any unethical practice in connection with any security, the offer or sale of securities or in any fraudulent business practice.
40. Section 8.E(1)(g) of the Act provides, *inter alia*, that the registration of a salesperson or investment adviser representative may be suspended or revoked if the Secretary of State finds that the salesperson or investment adviser representative has violated any of the provisions of this Act.
41. By virtue of the foregoing, Arthur Lin's registration as a securities salesperson and investment adviser representative in the State of Illinois is subject to suspension or revocation pursuant to Sections 8.E(1)(b), and 8.E(1)(g), of the Act.

COUNT 2

MAKING FALSE STATEMENTS TO THE SECRETARY OF STATE

42. Paragraphs 1-31 are re-alleged as if fully set forth herein.
43. Pursuant to the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act") and the Rules and Regulations promulgated under the Act, securities salespersons are required, through their broker-dealer, to file an application for registration with the Secretary of State by filing a U-4 form through the CRD system. The U-4 form must be amended within ten (10) business days when the salesperson experiences a change that renders any information contained in the initial application for registration inaccurate.
44. Arthur Lin completed his first U-4 form as an employee of LPL Financial Corporation on September 29, 2006. On this U-4 form he answered the following question:

"Are you currently engaged in any other business either as a proprietor, partner, officer, director, employee, trustee, agent or otherwise? (Please exclude non *investment-related* activity that is exclusively charitable, civic, religious or fraternal and is recognized as tax exempt.) If YES, please provide the following details: the name of the other business, whether the business is

investment-related, the address of the other business, the nature of the other business, your position, title, or relationship with the other business, the start date of your relationship, the approximate number of hours/month you devote to the other business, the number of hours you devote to the other business during securities trading hours, and briefly describe your duties relating to the other business."

45. In answering this question, Arthur Lin stated that he was involved in outside business activity, but failed to disclose that he was a manager for MEI or was otherwise involved with MEI.
46. Arthur Lin amended his U-4 seven times between September 29, 2006 and February 22, 2010. In each amendment to his U-4 form, Arthur Lin failed to disclose that he was a manager of MEI or was otherwise involved with MEI.
47. Section 12.E of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to make or cause to be made in any application, report, or document filed under this Act or any rule or regulation made by the Secretary of State pursuant to this Act, any statement which was false or misleading with respect to any material fact.
48. By virtue of the foregoing, Arthur Lin violated Section 12.E of the Act.
49. Section 8.E(1)(h) of the Act provides, *inter alia*, that the registration of a salesperson or investment adviser representative may be suspended or revoked if the Secretary of State finds that such salesperson or investment adviser representative has made any material misrepresentation to the Secretary of State in connection with any information deemed necessary by the Secretary of State to determine a salesperson's or investment adviser representative's business repute or qualifications.
50. Section 8.E(1)(g) of the Act provides, *inter alia*, that the registration of a salesperson or investment adviser representative may be suspended or revoked if the Secretary of State finds that the salesperson or investment adviser representative has violated any of the provisions of this Act.
51. By virtue of the foregoing, Arthur Lin's registration as a salesperson and investment adviser representative in the State of Illinois is subject to suspension or revocation pursuant to Sections 8.E(1)(h) and 8.E(1)(g) of the Act.

COUNT 3

OFFER AND SALE OF UNREGISTERED SECURITIES

52. Paragraphs 1-31 are re-alleged as if fully set forth herein.
53. 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

Notice of Hearing

-8-

registered either by coordination or qualification prior ... to their offer or sale" in the State of Illinois.

54. Arthur Lin 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 securities were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
55. Additionally, Gloria Lin, as co-founder of MEI, 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 securities were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
56. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
57. 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.
58. By virtue of the foregoing, Arthur Lin and Gloria Lin violated Sections 12.A and 12.D of the Act
59. Section 8.E(1)(g) of the Act provides, *inter alia*, that the registration of a salesperson or investment adviser representative may be suspended or revoked if the Secretary of State finds that the salesperson or investment adviser representative has violated any of the provisions of this Act.
60. By virtue of the foregoing, Arthur Lin's registration as a securities salesperson and investment adviser representative in the State of Illinois is subject to suspension or revocation pursuant to Section 8.E(1)(g) of the Act.

NOTICE: You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the "Rules"), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this Notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Notice of Hearing

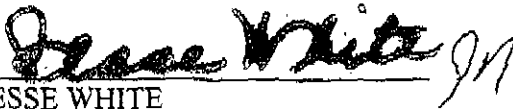
-9-

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default, unless any Respondent has upon due notice 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 Office of the Secretary of State, Illinois Securities Department, are available at the Department's website at:
<http://www.cyberdriveillinois.com/departments/securities/lawrules.html>, or on request.

Delivery of Notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 22nd day of July 2010.



JESSE WHITE
Secretary of State
State of Illinois

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