

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

**IN THE MATTER OF: MOSHE YEHUDA DUNOFF,  
d/b/a INTEREAST FINANCIAL BROKERS, and  
d/b/a GRUBER AND GREEN, INC.  
his partners, officers and directors, agents, employees,  
affiliates, successors, and assigns.**

**FILE NO. 1000183**

**ORDER OF PROHIBITION**

**TO RESPONDENTS:** Moshe Yehuda Dunoff  
D/B/A Intereast Financial Brokers  
And D/B/A Gruber and Green, Inc.  
3612 Fords Lane  
Apt D  
Baltimore, MD 21215  
And  
2023 W. Oxford Street  
Philadelphia, PA 19121

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on September 9, 2010 which prohibited Moshe Yehuda Dunoff d/b/a Intereast Financial Brokers and d/b/a Gruber and Green, Inc. and his partners, officers and directors, agents, employees, affiliates, successors and assigns (“Respondents”) from offering or selling securities in or from the State of Illinois until further order of the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the “Act”), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any acts alleged therein and constitute a sufficient basis to make the Temporary Order final;

WHEREAS, the Respondents have failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said

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Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the Temporary Order;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the Temporary Order as the Secretary of State's Findings of Fact as follows:

1. Respondent Moshe Yehuda Dunoff (hereinafter "Dunoff" or "Respondent") was at all relevant times referred to herein, doing business as Interest Financial Brokers, and also doing business as Gruber and Green, Inc. with addresses of 3612 Fords Lane, Apt D, Baltimore, MD 21215, and 2023 W. Oxford Street, Philadelphia, PA 19121.
2. Respondent Dunoff operated a website entitled GruberandGreen.com ("Website") which offered investment advising and security sales services to potential internet customers.
3. The Website held out a fictitious address of "Gruber and Green, Inc., Suite 12, Floor 24, 311 Florance Av. Evanston Chicago IL 60602".
4. Respondent is/was in the business of providing investment advising and stock brokering to the general public from a location he held out to be within the State of Illinois.
5. Through the internet web site and through email communications Respondent offered investment advisory and/or brokerage services worldwide, advised at least one internet Investor ("Investor") to purchase stock in a particular Nasdaq company, and Respondent offered to act as the broker in any purchase transactions of the stock in the suggested company.
6. Between September 1, 2009 and December 31, 2009 an investor, pursuant to the website, wired into Respondent's bank account payments of approximately \$39,000 and \$59,000 for the purchase of the shares of stock which Respondent advised the Investor to purchase.
7. That the activities described in paragraphs 3, 4 5, 6, and 7 above constitute the business of being an "investment adviser", and of being a "salesperson" as those terms are defined in Sections 2.9 and 2.11 of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
8. That Section 8 of the Act provides, *inter alia*, that all investment advisers and salespersons, except those exempt, shall be registered prior to acting and giving investment advice in the State of Illinois.
9. That Respondent failed to file with the Secretary of State an application for registration as investment advisor or as a salesperson as required by the Act and that

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as a result the Respondents were not registered pursuant to Section 8 prior to giving investment advice and selling securities in the State of Illinois.

10. That Section 12.C of the Act provides, *inter alia*, that it shall be a violation for any person to act as an investment advisor or as a salesperson except in accordance with the provisions of the Act.
11. 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.
12. That by virtue of the foregoing, Respondent has violated Sections 12.C and 12.D of the Act.

### **FRAUD IN SALE OF SECURITIES**

13. Respondent failed to effect the purchase of the stock for the Investor as promised, but instead converted the Investor's money and used it for his own personal purposes.
14. Respondent failed to return any portion of Investor's money.
15. Respondents failed and refused to notify Investor of the risk involved in the transaction that could result in the loss of the money paid by the Investor, and failed to inform Investor that the investment would be converted and used for Respondent's personal purposes.
16. Section 12.F of the Act provides, *inter alia*, that it shall be a violation 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.
17. 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.
18. By virtue of the foregoing, Respondent violated Sections 12.F and 12.G of the Act and will violate them again if he provides further investment advice, or if he makes any sales of securities in the State of Illinois.

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NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent **Moshe Yehuda Dunoff d/b/a Interest Financial Brokers and d/b/a Gruber and Green, Inc.** and his partners, officers and directors, agents, employees, affiliates, successors and assigns, are **PROHIBITED** from rendering investment advice and from offering or selling securities in or from this State until the further Order of the Secretary of State.

**NOTICE:** Failure to comply with the terms of this Order shall be a violation of Section 12.D of the ACT. Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony for each offence.

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 Act (14 Ill. Admin. Code, Ch. 1 Sec. 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.

Dated: This 1<sup>st</sup> day of ~~October~~ November 2010.

  
JESSE WHITE

James J. Tierney  
Illinois Securities Department  
69 West Washington Street  
Suite 1220  
Chicago, Illinois 60602  
312-793-9650