

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: HASSAN WASHINGTON

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) File No 0900294  
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ORDER OF PROHIBITION

TO THE RESPONDENT: Hassan Washington  
508 East Bradley Avenue  
Champaign, Illinois 61820

WHEREAS, the record of the above captioned matter has been reviewed by the Secretary of State or his duly authorized representative;

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State;

WHEREAS, the proposed Findings of Facts and Conclusions of Law and Recommendation of the Hearing officer, Jon K. Ellis, in the above-captioned matter have been read and examined;

WHEREAS, the following proposed Findings of Fact are correct and are adopted by the Secretary of State as follows:

1. The pleadings and exhibits have been offered and received from the Department and a proper record of all proceedings has been made and preserved as required by law.
2. The Hearing Officer has ruled on all motions and objections timely made and submitted.
3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and subject matter dealt with herein, due and proper notice having been previously given as required by statute in this Matter.
4. As no Answer was timely filed, the Respondent is therefore deemed to be in default.
5. The Respondent is an individual with a last known address of 508 East Bradley Avenue, Champaign, Illinois 61820.

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6. During the month of May, 2007, the Respondent offered and sold to TS, an Illinois resident, an investment in a car remodeling business for an investment amount of \$32,300.
7. That Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act") defines the term "Security" as any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit sharing agreement, collateral trust certificate, pre-organization certificate or subscription, transferable share, investment contract, investment fund share, face-amount certificate, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas or other mineral lease, right or royalty, any put, call, straddle, option, or privilege on any security, certificate of deposit or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "Security", or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. "Security" does not mean a mineral investment contract or a mineral deferred delivery contract; provided, however, the Department shall have authority to regulate these contracts as hereinafter provided.
8. The aforementioned business venture investment is a security as that term is defined pursuant to Section 2.1 of the Act.
9. On February 5, 2010, pursuant to Section 11c of the Act, the Department sent an Inquiry Letter to the Respondent requiring that a written response be forwarded to the Department within 10 days of receipt.
10. The records of the Department indicate the Respondent received the aforesaid Inquiry Letter on February 22, 2010.
11. On or about February 22, 2010, the Department received a phone call from the Respondent advising that he had

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received the aforesaid Inquiry Letter and would be sending a response.

12. The Department did not receive a reply to the aforesaid Inquiry Letter within the required time period.
13. On or about March 8, 2010, the Respondent again advised the Department by phone that he would be sending the aforesaid response that day.
14. As of September 15, 2010, the Department has never received a written response of any kind to the aforesaid Inquiry Letter from the Respondent.
15. Section 5 of the Act provides, inter alia, that all securities except those set forth under section 2.A of the Act, or those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act, shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
16. Section 2.5 of the Act defines the term "Sale or Sell" to include the full meaning of that term as applied by or accepted in the courts of this State, and shall include every contract of sale or disposition of a security or interest in a security for value.
17. Section 2.5a of the Act defines the term "Offer" to include every offer to sell or otherwise dispose of, or solicitation of an offer to purchase, a security or interest in a security for value; provided that the term "Offer" shall not include preliminary negotiations or agreements between an issuer or any underwriter or among underwriters who are or are to be in privity of contract with an issuer, or the circulation or publication of an identifying statement or circular or preliminary prospectus, as defined by rules or regulations of the Secretary of State.
18. Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any securities except in accordance with the provisions of the Act.
19. Section 12.C of the Act provides, inter alia, that it shall be a violation of the Act for any person to act as

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a dealer or salesperson unless registered as such, where such registration is required.

20. Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provisions of the Act.
21. At all times relevant hereto, the Respondent Hassan Washington failed to file an application for registration of the above-mentioned securities with the Secretary of State prior to their offer or sale in the State of Illinois.
22. At all times relevant hereto, the Respondent Hassan Washington failed to file an application for registration as a dealer or salesperson for the sale of securities in the State of Illinois.
23. At all times relevant hereto, the Respondent Hassan Washington acted as a dealer and/or salesperson of securities while not being registered as such.
24. Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection C or D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State provided that any person who is the subject of an order of permanent prohibition may petition the Secretary of State for a hearing to present evidence of rehabilitation or change of circumstances justifying the amendment or termination of the order of permanent prohibition.
25. Section 11.E(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State.

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26. Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses, and may issue an order of public censure against the violator.
27. By virtue of the foregoing, the Respondent has violated Sections 12.A, C and D of the Act and are subject to a fine not to exceed \$10,000.00 per violation, costs of investigation, reasonable expenses, an order of censure, and an order which permanently prohibits the Respondent from offering or selling securities in the State of Illinois.
28. The entry of a final written order of permanent prohibition and a fine not to exceed \$10,000.00 per violation are proper in the Matter, given the conduct of the Respondent as described in Secretary of State Exhibit Nos. 1-6.

WHEREAS, the following proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

1. The actions, representations, and/or omissions of the Respondent made in connection with the failure to offer or sell any security in accordance with the provisions of the Act are violations of Section 12.A of the Act. The actions, representations, and/or omissions of the Respondent made in connection with the failure to register as a dealer or salesperson as required by the Act are violations of Section 12.C of the Act. The actions, representations, and/or omissions of the Respondent made in connection with the failure to file required documents with the Secretary of State are violations of Section 12.D of the Act.
2. Because of the Findings of this Order and the Exhibits admitted as Secretary of State Exhibits Nos. 1-6, the Respondent is subject to the entry of a final written Order that permanently prohibits the Respondent pursuant to Sections 11.E(2) and 11.E(3) of the Act from offering or selling securities in the State of Illinois, imposes a fine pursuant to Section 11.E(4) of the Act not to exceed \$10,000.00 for each violation of the Act, and grants such other relief as may be authorized under the Act.

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NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Respondent Hassan Washington shall be permanently prohibited from offering or selling securities in the State of Illinois.
2. The Respondent Hassan Washington shall pay a fine in the amount of \$10,000.00 for multiple violations of the Act

ENTERED: This 30<sup>th</sup> day of September, 2010

  
Jesse White  
Secretary of State  
State of Illinois

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

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 Illinois Securities Act, [14 Ill. Admin. Code Ch. I, Section 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.

Attorney for the Secretary of State:  
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