

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: INDEPENDENT PARTNER
BROKERAGE, INC.

Case No. 0700390

ORDER OF PROHIBITION

TO RESPONDENT:

Independent Partner Brokerage, Inc.
211 E. Ontario St. – 18th Floor
Chicago, IL 60611

Nevada Corporate Headquarters
Resident Agent
for Independent Partner Brokerage, Inc.
101 Convention Center Drive – Suite 700
Las Vegas, NV 89109

WHEREAS, a Temporary Order of Prohibition was issued by the Illinois Secretary of State, on November 27, 2007, which prohibiting Respondent Independent Partner Brokerage, Inc., from offering or selling securities in the State of Illinois for a maximum period of ninety (90) days.

WHEREAS, under Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/11] (“Act”), the failure to request a hearing within thirty calendar days of the entry of a temporary order of prohibition constitutes an admission of any facts alleged in the order and constitute a sufficient basis to make the order final.

WHEREAS, the Respondent has failed to request a hearing on the matters contained in the Temporary Order of Prohibition within thirty calendar days of the entry of the Temporary Order, and is hereby deemed to have admitted the facts alleged in the Temporary Order.

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

COUNT I
Offer and Sale of Unregistered Security
July 16, 2007

1. From at least as early as July 2007, and continuing through at least as late as October 1, 2007. Respondent Independent Partner Brokerage, Inc. ("Respondent" or "company"), was a corporate business entity organized in the State of Nevada. The Respondent's mailing address and main operations office in the United States is 211 E. Ontario Street – 18th Floor, Chicago, Illinois 60611. Its incorporation and additional mailing address is 101 Convention Center Drive – Suite 700, Las Vegas, Nevada 89109.
2. From at least as early as July 2007, and continuing through at least as late as October 1, 2007. Investor TB was a natural person who was a resident of the State of Illinois.
3. From at least as early as July 2007, and continuing through at least as late as October 1, 2007, the Respondent offered and sold securities in Illinois through an internet website ("Website"), without filing an application with the Illinois Secretary of State to register them prior to their offer or sale in Illinois.
4. Section 12.A of the Illinois Securities Law of 1953, as amended ("Act"), provides it is a violation of the Act for any person to offer or sell any security except in accordance with the provisions of the Act. 815 ILCS 5/12.A.
5. Section 5 of the Act provides that all securities are required to be registered with the office of the Secretary of State of Illinois prior to their offer or sale in Illinois, except those set forth under Section 2a of the Act, or those exempt under Sections 3 or 4, or registered under Sections 6 or 7 of the Act.
6. Section 12.D of the Act provides it is a violation of the Act 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 in accordance with the Act.
7. From at least as early as July 2007, and continuing through at least as late as October 1, 2007, the Respondent made the following representations on its Internet website:
 - (a) "You **invest** the amount of your choosing between **\$325 to \$90,000.**"
 - (b) "We leverage the funds 50 to 1 and then invest in the largest market in the world and consistently earn a tiny percentage which pays you and us."
 - (c) "You **earn** between **3% to 6.75%** simple interest **EVERY 2 WEEKS** starting 60 days after initial investment and continuing **for 3 years.**"
 - (d) An account balance from \$1,001 to \$5,000 would earn 4.25 percent simple interest every two weeks, which in turn would earn a yearly total return of 110.5 percent simple interest.

- (e) **“WE PAY YOU EVERY 2 WEEKS** by ATM card or check (you can also re-invest a part or all of your return to make your account grow faster).” (Emphasis in the original.)
8. On the website, the Respondent claimed the invested funds would be used in the company’s business enterprise of:
- providing a service of currency exchange between international entities which earns us a fee. This first method is done by contract so we receive a guaranteed profit every time. The second method for earning funds is by leveraging funds and then trading them in the foreign currency market. This second method is how we earn the majority of the funds we use to pay you.
9. In early July 2007, investor TB, at the Respondent’s direction, registered on the company’s website to become a member of the company, agreed to the terms and conditions of the investment the Respondent offered on its Website, and agreed to invest \$2,000 in the company.
10. Investor TB mailed his \$2,000 investment payment to the Respondent in the form of a cashier’s check.
11. The Respondent acknowledged receiving investor TB’s \$2,000 payment on July 16, 2007.
12. The investment agreement between the Respondent and investor TB included the following terms:
- (a) The Respondent would hold the invested funds for sixty days for the funds to become “cleared.”
 - (b) The Respondent was to pay investor TB simple interest on the investment in the amount of 4.25 percent every two weeks after the funds cleared, and on the first and fifteenth days of each succeeding month, for three years after the investment funds were cleared.
 - (c) Investor TB was to reinvest seventy-five percent of his interest payment with the Respondent.
 - (d) The Respondent was to pay investor TB the twenty-five percent balance of his interest payment every two weeks after the funds cleared, and on the first and fifteenth day of each succeeding months, for a period of three years after the initial investment payment cleared.
 - (e) The Respondent was to make the interest payments to investor TB by mailing investor TB a check drawn on a United States bank.
13. The Respondent made interest payments to Investor TB dated September 15, 2007, and October 1, 2007, in accordance with their agreement.

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14. The next interest payment under the agreement was due to have been mailed on October 15, 2007.
15. The Respondent failed to pay Investor TB the October 15, 2007 interest payment or any further payments in accordance with their agreement.
16. On October 24, 2007, investor TB attempted to learn the cause of the delayed interest payment by leaving several telephone messages with the Respondent's customer service call center to return his calls. The Respondent failed to return investor TB's calls.
17. On October 24, 2007, investor TB also telephoned the Respondent's Chicago, Illinois office several times, only to hear the telephone ring several times and then cease ringing without connecting investor TB with the company.
18. The agreement between the Respondent and investor TB was an investment contract ("Investment Contract").
19. The Investment Contract was a security, as the term "security" is defined by Section 2.1 of the Act.
20. The Respondent's offer and sale to investor TB of the Investment Contract described in paragraphs 7 through 12 constituted an offer and sale of a security, as the terms "offer" and "sale" are defined by Sections 2.5 and 2.5a of the Act.
21. Section 5 of the Act provides that all securities are required to be registered in the State of Illinois prior to their offer or sale in Illinois, except those set forth under Section 2a of the Act, or those exempt under Sections 3 or 4, or registered under Sections 6 or 7 of the Act.
22. The Investment Contract the Respondent offered and sold to Investor TB was a security that was:
 - (a) Not set forth under Section 2a of the Act.
 - (b) Not exempt from registration in the State of Illinois under Section 3 of the Act.
 - (c) Not exempt from registration in the State of Illinois under Section 4 of the Act.
 - (d) Not registered in the State of Illinois under Section 6 of the Act.
 - (e) Not registered in the State of Illinois under Section 7 of the Act.
23. Section 12.A of the Act provides it is a violation of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
24. Section 12.D of the Act provides it is a violation of the Act to fail to file with the Illinois 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 in accordance with the Act.

25. Section 11.F(2) of the Act provides the Secretary of State may temporarily prohibit for a maximum period of ninety days the offer or sale of securities by any person without notice and prior hearing, if, based on credible evidence, the Secretary in his or her opinion deems 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.

COUNT II

**Offer and Sale of Unregistered Security
September 28, 2007**

- 1-8. Paragraphs 1 through 8 of Count I are realleged and incorporated by reference.
9. In September 2007, Investor TB agreed to the terms and conditions of the investment agreement the Respondent offered on its Website, and agreed to invest \$2,000 in the company.
10. Investor TB mailed his \$2,000 investment payment to the Respondent in the form of a cashier's check.
11. The Respondent acknowledged receiving investor TB's \$2,000 payment on September 28, 2007.
12. The investment agreement between the Respondent and investor TB included the following terms:
- (a) The Respondent would hold the invested funds for sixty days for the funds to become "cleared."
 - (b) The Respondent was to pay investor TB simple interest on the investment in the amount of 4.25 percent every two weeks after the funds cleared, and on the first and fifteenth days of each succeeding month, for three years after the investment funds were cleared.
 - (c) Investor TB was to reinvest seventy-five percent of his interest payment with the Respondent.
 - (d) The Respondent was to pay investor TB the twenty-five percent balance of his interest payment every two weeks after the funds cleared, and on the first and fifteenth day of each succeeding months, for a period of three years after the initial investment payment cleared.
 - (e) The Respondent was to make the interest payments to investor TB by mailing investor TB a check drawn on a United States bank.
13. The Respondent failed to pay Investor TB any interest payments in accordance with their agreement.
14. The agreement between the Respondent and investor TB was an investment contract.

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15. An investment contract is a security, as the term "security" is defined by Section 2.1 of the Illinois Securities Law of 1953 ("Act"). 815 ILCS 5/2.1.
16. The investment contract ("Investment Contract") the Respondent offered and sold to investor TB described in paragraphs 7 through 9 constituted an offer and sale of a security, as the terms "offer" and "sale" are defined by Sections 2.5 and 2.5a of the Act.
17. Section 5 of the Act provides that all securities are required to be registered in the State of Illinois prior to their offer or sale in Illinois, except those set forth under Section 2a of the Act, or those exempt under Sections 3 or 4, or registered under Sections 6 or 7 of the Act.
18. The Investment Contract the Respondent offered and sold Investor TB was a security that was:
 - (a) Not set forth under Section 2a of the Act.
 - (b) Not exempt from registration in the State of Illinois under Section 3 of the Act.
 - (c) Not exempt from registration in the State of Illinois under Section 4 of the Act.
 - (d) Not registered in the State of Illinois under Section 6 of the Act.
 - (e) Not registered in the State of Illinois under Section 7 of the Act.
19. Section 12.A of the Act provides it is a violation of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
20. By failing to register or provide notice filing of the Investment Contract in accordance with the provisions of Section 5 of the Act, the Respondent has violated Section 12.A of the Act.
21. Section 12.D of the Act provides it is a violation of the Act to fail to file with the Illinois 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 in accordance with the Act.
22. By failing to file the registration or notice filing documents for the Investment Contract required by Section 5 of the Act, the Respondent has violated Section 12.D of the Act.
23. Section 11.F(2) of the Act provides the Secretary of State may temporarily prohibit for a maximum period of ninety days the offer or sale of securities by any person without notice and prior hearing, if, based on credible evidence, the Secretary in his or her opinion deems 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.

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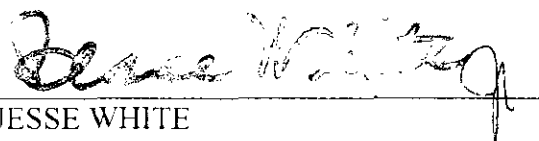
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WHEREAS, the Secretary of State, by and through his duly authorized representative, adopts the following Conclusions of Law:

1. By failing to file the registration or notice-filing documents for the Investment Contract as required by Section 5 of the Illinois Securities Law of 1953, as amended ("Act"), the Respondent has violated Section 12.A of the Act. 815 ILCS 5/2.1.
2. By failing to file the registration or notice-filing documents for the Investment Contract as required by Section 5 of the Act, the Respondent has violated Section 12.D of the Act.
3. By failing to file the registration or notice-filing of the Investment Contract as required by Section 5 of the Act, the Respondent has violated Section 12.A of the Act.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT: in accordance with the authority granted by Section 11.F(2) of the Illinois Securities Law of 1953, as amended [815 ILCS 11/F(2)], Respondent Independent Partner Brokerage, Inc., is **PERMANENTLY PROHIBITED** from offering or selling securities in or from the State of Illinois.

Dated: This 25th day of November, 2009.



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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