

Notice of Hearing

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State of Illinois, an opportunity to purchase supplies, equipment or services purportedly sufficient to enable the Illinois resident to start a business, including, but not limited to, instructional materials, unlimited consulting, setting up a web site, live "webinars", a marketing "package", as well as assistance in market research, website design and online marketing, in return for total payments in the amount of \$14,459.31;

3. That Thrive Learning Institute, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, represented to the Illinois resident, either directly or indirectly, that it would provide a marketing plan;
4. That Section 5-5.10(a) of the Illinois Business Opportunity Sales Law of 1995, [815 ILCS 602 5-1 et seq.] (the "Act") provides, inter alia, that a business opportunity is a contract or agreement, between a seller and a purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any product, equipment, supplies or services enabling the purchaser to start a business when the purchaser is required to make a payment to the seller or a person recommended by the seller and the seller represents directly or indirectly, orally or in writing, that the seller will provide a marketing plan;
5. That the above-referenced promotion, solicitation or offer constitutes an offer and/or sale of a business opportunity as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act;
6. That Section 5-25 of the Act provides, inter alia, that it is unlawful for any person to offer or sell any business opportunity in the State of Illinois unless that business opportunity is registered under the Act or is exempt from registration under Section 5-10 of the Act;
7. That Section 5-95 (b)(1) of the Act provides, inter alia, that no person shall, either directly or indirectly, offer or sell any business opportunity without registration under this Act unless the person offering or selling the opportunity is exempt under the Act;

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8. That Section 5-95(b)(2) of the Act provides, inter alia, that no person shall fail to file with the Secretary of State any report, document or answer required to be filed under the provisions of this Act or any rule made by the Secretary of State pursuant to this Act.
9. That at all times relevant, Respondent Thrive Learning Institute, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, failed to obtain or file for registration of the above-referenced business opportunity prior to any offer or sale in the State of Illinois;
10. That, by virtue of the foregoing, Respondent Thrive Learning Institute, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, has violated Sections 5-25, and 5-95 (b)(1)(2) of the Act;
11. That Section 5-65 of the Act provides, inter alia, that whenever it appears to the Secretary of State that any person has engaged or is about to engage in any act or practice constituting a violation of the Act, the Secretary of State may issue an Order directing such person to cease and desist from engaging in any act or practice constituting a violation of any provision of the Act;
12. That Section 5-65 of the Act provides, inter alia, that the Secretary of State, after finding that any provisions of this Act has been violated, may impose a fine as provided by rule or order against the violator not to exceed \$10,000 per violation and may issue an order of public censure against the violator and charge the costs of the investigation and reasonable expenses;
13. That by virtue of the foregoing, the Respondent Thrive Learning Institute, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, is subject to a fine of up to \$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 business opportunities in the State of Illinois.

You are further notified that you are required pursuant to 14 Ill. Adm. Code 130, Subpart K: Procedures For Administrative Hearings (the "Rules"), and specifically Sections 130.1104 and

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130.1107 of the Rules, to file an answer to the allegations outlined above, a Special appearance, or other responsive pleading, within thirty days of the receipt of this notice. Your failure to do so within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a hearing.

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.

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

Dated this 24th day of November, 2008.



Jesse White
Jesse White
Secretary of State
State of Illinois

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