

STATE OF ILLINOIS
SECRETARY OF STATE
DEPARTMENT OF SECURITIES

IN THE MATTER OF: Ultimate Fantasy Football)
League; Doug Diershow; James)
DeGeorge; Jason Cook)

FILE NO. C0700517

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENT:

**Ultimate Fantasy Football League
18W100 22nd Street, Suite 102
Oakbrook Terrace, Illinois 60181**

**Doug Diershow
18W100 22nd Street, Suite 102
Oakbrook Terrace, Illinois 60181**

**Doug Diershow
7 Kingston Dr.
Oak Brook, IL 60523**

**James DeGeorge
18W100 22nd Street, Suite 102
Oakbrook Terrace, Illinois 60181**

**Jason Cook
18W100 22nd Street, Suite 102
Oakbrook Terrace, Illinois 60181**

**Jason Cook
1900 Spring Road
Suite 503 Oak Brook, IL 60523**

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein finds:

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BACKGROUND:

1. That Respondent Ultimate Fantasy Football League, (hereinafter "UFFL" and together with Doug Diershow and/or Jason Cook, the "Respondents") at all relevant times was a limited liability company with an address of 18W100 22nd Street, Suite 102, Oakbrook Terrace 60181.
2. That UFFL purports to be in the business of developing, marketing and managing fantasy sports games, and related products and services, within the fantasy sports industry.
3. That Doug Diershow resides at 7 Kingston Drive, Oak Brook, IL 60523.
4. That Respondent Doug Diershow, at all relevant times was Chief Executive Officer of Ultimate Fantasy Football League.
5. That Jason Cook has a last known address of 18W100 22nd Street, Suite 102, Oakbrook Terrace 60181.
6. That Respondent Jason Cook at all relevant times was Chief Executive Officer of Ultimate Fantasy Football League.
7. That Jim DeGeorge has a last known address of 18W100 22nd Street, Suite 102, Oakbrook Terrace 60181.
8. That Jim DeGeorge at all relevant times was Vice President of Sales & Operations of Ultimate Fantasy Football League.

TRANSACTION #1

9. That on or around April 21st, 2007 Respondents placed an ad in the Chicago Tribune.
10. That the Ad was placed under the heading Partnerships and Investments.
11. That the Ad stated the following: Booming Sports Opportunity. Spokesman known globally. Huge upside low risk. The Ad also contained the phone number 630-479-0375 which is the contact information belonging to an agent of the Respondent UFFL.
12. That on April 23rd, 2007, after seeing the Ad, Investor A contacted the Respondents.
13. That on or around April 23rd, 2007, the Respondents sent Investor A a fifteen page slideshow detailing UFFL's business.

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14. That on April 27th, 2007, Respondent Doug Diershow met with Investor A at Respondents' office at 18W100 22nd Street, Suite 102, Oakbrook Terrace 60181.
15. That during that meeting, Doug Diershow, solicited Investor A to purchase an equity interest in UFFL.
16. That on May 11th, 2007, Investor A received from Respondents a private placement memorandum ("PPM") and an Executive Summary for the investment opportunity in UFFL.
17. That the Ultimate Football Fantasy League LLC PPM states that UFFL was offering \$3,500,000 Limited Liability Company equity interests in UFFL at a price of \$1 for each equity interest, with a minimum \$50,000 subscription (the "Equity Offering").
18. That on May 22nd, 2007, Investor A purchased a \$100,000 equity interest in UFFL and wired \$100,000 to UFFL.

TRANSACTION #2

19. That Investor B at all times was an Illinois resident.
20. That in April of 2007 Investor B attended a presentation (the "Presentation") given by Respondents at a restaurant where Respondents solicited investors to purchase equity interests in UFFL.
21. That in April of 2007, Respondents provided Investor B with a PPM for the Equity Offering.
22. That on June 12, 2007, Investor B purchased a \$50,000 equity interest in UFFL and mailed to UFFL a check for \$50,000.

TRANSACTION #3

23. That Investor C at all times was an Illinois resident.
24. That in June of 2007 Jim DeGeorge and Doug Diershow solicited Investor C to purchase a promissory note (the "Note") issued by Ultimate Fantasy Football League.
25. That on August 17th, 2007 Respondents sold to Investor C a Note in the amount of \$100,000.
26. That the terms of the promissory Note state that UFFL promises to pay Investor C the sum of \$100,000 dollars together with interest thereon at the rate of 5% per

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annum and that the total amount of principal and accrued interest shall be due no later than 90 days from the date of the Note.

Count I: FAILURE TO REGISTER SECURITIES

27. Counts 1-26 are realleged and incorporated by reference.
28. That the activities described above 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] (the "Act").
29. 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 registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
30. That Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
31. Section 12.A of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, ("the Act") provides, *inter alia*, that it shall be a violation of the Act to offer or sell any security except in accordance with the provisions of this Act.
32. That by virtue of the foregoing, Respondents violated 12.A of the Act.
33. Section 12.D of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, ("the Act") provides, *inter alia*, that it shall be 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 this Act or any rule or regulation made by the Secretary of State pursuant to the Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
34. That by virtue of the foregoing, Respondents violated 12.D of the Act.
35. That Section 11.F(2) of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, ("the Act") provides, *inter alia*, that the Secretary of State may temporarily prohibit or suspend for a maximum period of 90 days, by an order effective immediately the offer or sale of securities by any person, without the notice and prior hearing in this subsection prescribed, if the Secretary of State shall in his or her opinion, based on credible evidence, deem it necessary to prevent an imminent violation of this Act or to prevent losses to investors which the

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Secretary of State reasonably believes will occur as a result of a prior violation of this Act.

36. That by virtue of the foregoing, the Respondents, pursuant to Section 11.F(2), are subject to an order temporarily prohibiting them from offering or selling securities in the State of Illinois effective October 24, 2007.
37. That Section 11.F(2) of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, ("the Act") provides, *inter alia*, that the Secretary of State may temporarily prohibit for a maximum period of 90 days, by an order effective immediately, the offer or sale of securities by any person, or the business of rendering investment advice, without the notice and prior hearing in this subsection prescribed, if the Secretary of State shall in his or her opinion, based on credible evidence, deem it necessary to prevent an imminent violation of this Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of this Act.
38. That the entry of this Temporary Order prohibiting Respondents Ultimate Fantasy Football League, Doug Diershow, James DeGeorge and Jason Cook, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent **Ultimate Fantasy Football League**, its predecessors, successors, assigns, and present and former partners, is **PROHIBITED** from offering or selling securities in or from the State of Illinois until the further Order of the Secretary of State.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent **Doug Diershow** is **PROHIBITED** from offering or selling securities in or from the State of Illinois until the further Order of the Secretary of State.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent **James DeGeorge** is **PROHIBITED** from offering or selling securities in or from the State of Illinois until the further Order of the Secretary of State.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent **Jason Cook** is **PROHIBITED** from offering or selling securities in or from the State of Illinois until the further Order of the Secretary of State.

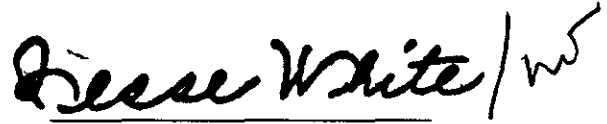
NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within

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thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 16th day of April, 2008

Handwritten signature of Jesse White in black ink, with a vertical line and a flourish to the right.

JESSE WHITE
Secretary of State
State of Illinois

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