

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

INDEPENDENT WEALTH SOLUTIONS, LLC., , its partners,)
officers, directors, employees, affiliates, successors and assigns)

FILE NO. 0700421

ORDER TO CEASE AND DESIST

TO THE RESPONDENT: | | Independent Wealth Solutions, LLC.
405 W. Southern Ave., Ste. #3
Tempe, Arizona 85282

WHEREAS, a Summary Order to Cease and Desist (the "Summary Order") was issued by the Secretary of State on April 4, 2008, Independent Wealth Solutions, LLC, its officers and directors, employees, agents, affiliates, successors and assigns (the "Respondent") to CEASE and DESIST from offering or selling any business opportunities in the State of Illinois in violation of the provisions of the Business Opportunity Sales Law of 1995 [815 ILCS 602 et seq.] (the "Act"), until the further the order of the Secretary of State.

WHEREAS, pursuant to Section 5-65(1) of the Act, the failure to request a hearing within thirty (30) calendar days after entry of the Summary Order shall be deemed to constitute a waiver of all rights by such person to a hearing and the cease and desist order as to such person shall become permanent.

WHEREAS, the Summary Order sent to the Respondent on April 4, 2008, by certified mail.

WHEREAS, the Respondent has failed to request a hearing on the matters contained in the Summary Order within thirty (30) calendar days after entry of said Summary Order.

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

1. That Independent Wealth Solutions, LLC, Respondent (the "Respondent") is a business entity maintaining its principal offices at 405 W. Southern Ave., Ste #3, Tempe, Arizona 85282.
2. That during April, May and June of 2007 the Respondent cold called at least one Illinois Resident at her home in Chicago, Illinois.

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3. That said Illinois resident after several telephone conversations with Respondents representatives ordered and purchased the exclusive distributorship program (the "Program") which Respondent offered to the Illinois resident as the opportunity to start their own website from which they would generate a profit for every sale that is made by Respondents sales staff for every lead the Purchaser has purchased.
4. That the Respondent represented to the Purchasers that the Program Respondent would provide to the Purchaser coaching which included a referral program, distributorship rights, GPS products, an advertising and tax expert and Purchaser's very own website with a name chosen by Purchaser with one years free website hosting.
5. That the Invoice and terms of agreement of the Program set forth the payment structure as follows: "Independent Wealth Solutions LLC wants to congratulate you on joining our distributorship program...you will be paid monthly commission checks every time a customer signs up for our distributorship, or purchases a GPS product using your distributor ID# on your website."
6. Respondent sold a Package to a least one Illinois resident in the State of Illinois on June 27, 2007 for a one-time payment for the life of the business of one thousand and no cents (\$1,000.00) dollars.
7. That Section 5-5.10(a)(6) of Business Opportunity Sales Law of 1995, [815 ILCS 602 et seq.] (The "Act") provides, inter alia, that a business opportunity is a contract or agreement, between a seller and 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 of more than \$500 and the seller represents directly or indirectly, orally or in writing, that the seller or a person recommended by the seller will provide a marketing plan.
8. That the Respondent Program, described in paragraphs three through five (3-5), constitutes a business opportunity as that term is defined in Section 5-5.10 of the Act.
9. That the activities described in paragraphs two, three and six (2, 3 and 6) constitute an offer and sale as those terms are defined under Section 5-5.20 and Section 5-5.40 of the Act.
10. That the activities described in paragraph four (4) constitute a marketing plan as that term is defined under Section 5-5.15 of the Act.
11. 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 this State unless the business opportunity is registered under the Act or is exempt under Section 5-10 of the Act.

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12. That at all relevant times, Respondent, Independent Wealth Solutions, LLC, their officers and directors, agents, employees, affiliates, successors and assigns, failed to register the business opportunity described in paragraphs three through five (3-5) as required pursuant to Section 5-25 of the Act.
13. That Section 5-60(2) of the Act provides, inter alia, that the Secretary of State may require any person to file a statement, under oath, as to all the facts and circumstances concerning a matter to be investigated.
14. That on January 28, 2008, pursuant to the authority granted in Section 5-60 of the Act, the Department sent a letter (the "5-60 Letter") to the Respondent by certified mail, return receipt requested. The 5-60 Letter requested certain information which the Department deemed necessary for its use to determine whether the Respondent had violated the Act in offering for sale the Distributorship without registration as a business opportunity, within ten (10) business days.
15. That the certified mail receipt was returned to the Department signed by addressee's agent on about January 31, 2008.
16. That the Respondent failed and refused to respond to the 5-60 Letter.
17. That as of this date, the Respondent continues to fail to respond to the 5-60 Letter.
18. That Section 5-60(d) of the Act provides, inter alia, that it shall be a violation of the provisions of the Act for any person to fail to file with the Secretary of State any document required to be filed under the provisions of Section 5-60.
19. That, by virtue of the foregoing, the Respondent violated Section 5-60 of the Act.
20. That, by virtue of the foregoing, the Respondent violated Section 5-25 of the Act.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the Summary Order as the Secretary of State's Conclusions of Law:

The Respondent has violated Section 5-25 and Section 5-60 of the Act.

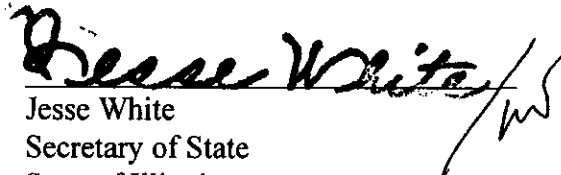
NOW THEREFORE, IT IS HEREBY ORDERED: That pursuant to Section 5-65 of the Act, the Respondent, Independent Wealth Solutions, LLC, its officers and directors, employees,

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NOW THEREFORE, IT IS HEREBY ORDERED: That pursuant to Section 5-65 of the Act, the Respondent, Independent Wealth Solutions, LLC, its officers and directors, employees, agents, affiliates, successors and assigns, is hereby ordered to CEASE and DESIST from offering or selling any business opportunities in the State of Illinois in violation of the provisions of the Act.

ENTERED: This 20th day of May, 2008.


Jesse White
Secretary of State
State of Illinois

NOTICE: Pursuant to Section 5-115 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 this Order, shall be guilty of a Class 3 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 Act (14 Ill. Admin. Code, Ch. I, 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.

Attorney for the Secretary of State:

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