

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

\_\_\_\_\_  
IN THE MATTER OF: GRACE EDWARDS )  
\_\_\_\_\_) )

FILE NO. 0600537

**CONSENT ORDER OF PROHIBITION**

**TO THE RESPONDENT:** Grace Edwards  
6201 S. Indiana Ave.  
Chicago, Illinois 60637

WHEREAS, Respondent Grace Edwards ("Edwards"), on the 20<sup>th</sup> day of November, 2007, executed a certain Stipulation to Enter Consent Order of Prohibition (the "Stipulation"), which is hereby incorporated by reference herein.

WHEREAS, by means of the Stipulation, Grace Edwards has admitted to the jurisdiction of the Secretary of State and service of the Second Amended Notice of Hearing of the Secretary of State, Securities Department, dated May 18, 2007, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Prohibition ("Consent Order").

WHEREAS, by means of the Stipulation, Grace Edwards has acknowledged that the following Findings of Fact are intended to be a final determination of the issues and Respondent Grace Edwards agrees that she shall be estopped from making arguments contrary to the Findings of Fact in any collateral proceeding(s).

WHEREAS, by means of the Stipulation, Grace Edwards has acknowledged that the following shall be adopted as the Secretary of State's Findings of Fact, and has admitted to the truth thereof:

1. All Things In Common, LLC d/b/a More Than Enough, LLC ("MTE") is a business entity with locations at 1111 East 87<sup>th</sup> Street, Suite 800, Room 400, Chicago, Illinois 60619; 24567 Rensselear St., Oak Park, Michigan 48237; and 7759 South Eberhart Ave., Chicago, Illinois 60619.
2. Respondent Grace Edwards was a board member of MTE.
3. MTE engaged in the offer and sale the "Spend and Redeem" program, an investment contract and therefore a security as those terms are defined at Sec. 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 (815 ILCS 5) (the "Act").

4. The board members of MTE, including Respondent Edwards, failed to register the Spend and Redeem program with the Illinois Securities Department.
5. Section 5 of the Act states, *inter alia*, that all securities except those set forth under Section 2a of this Act, or those exempt under Section 3 of this Act, or those offered or sold in transactions exempt under Section 4 of this Act, or face amount certificate contracts required to be registered under Section 6 of this Act, shall be registered as hereinafter in this section provided, prior to their offer or sale in this State.
6. Respondent Edwards 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 and sale in the State of Illinois.
7. Section 12.A of the Act provides it shall be a violation of the provisions of this Act for any person to offer or sell any security except in accordance with the provisions of this Act.
8. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the provisions of this Act for any person 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 this Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
9. Respondent Edwards while acting as a board member of MTE oversaw the finance department.
10. During the time period that Respondent Edwards oversaw MTE's finance department she knew, or should have known, that MTE
  - a. MTE had no investments substantive investments capable of producing returns sufficient to repay investors;
  - b. MTE was using investor funds to meet MTE's obligation to repay prior investors;
  - c. MTE's ability to repay investors was dependant on MTE continuing to fraudulently raise funds from future investors;
11. Despite having this knowledge, Respondent Edwards took no actions to disclose to investors the true financial status of MTE, and/or take any actions to stop MTE from accepting new funds.
12. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the provisions of this Act for any person to engage in any transaction, practice or

course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.

13. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the provisions of this Act for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.
14. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the provisions of this Act for any person to employ any device, scheme or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly.
15. Section 11.E(2) of the Act provides, *inter alia*, if the Secretary of State shall find that any person has violated Sections 12.A, D, F, G, & I of the Act, the Secretary of State may by written order permanently prohibit the person from offering or selling any securities in this state.

WHEREAS, by means of the Stipulation, Respondent Grace Edwards has acknowledged that the following are true and shall be adopted as the Secretary of State's Conclusions of Law:

1. By virtue of the foregoing violations of sub-sections 12.A, D, F, G & I, Respondent Grace Edwards is permanently prohibited from:
  - a) offering or selling any securities in or from the State of Illinois pursuant to Section 11.E(2) of the Act.
  - b) engaging in the business of offering investment advice in or from the State of Illinois.

WHEREAS, by means of the Stipulation, Grace Edwards has acknowledged and agreed that she shall be permanently prohibited from offering or selling any securities in or from the State of Illinois.

WHEREAS, by means of the Stipulation, Grace Edwards has acknowledged and agreed that she shall be permanently prohibited from engaging in the business of offering investment advice in or from the State of Illinois.

WHEREAS, by means of the Stipulation, Grace Edwards has acknowledged and agreed that she shall waive any and all right, title, and interest to bank funds that have been frozen in association with litigation in case numbers 06 CH 20651, 06 CH 22504, 06 CH 23138 and 06 CH 20997 in the Circuit Court of Cook County, except for the funds held in the TCF National Bank Account ending with the last four digits #3540, which is a joint account held by Grace Edwards and Valerie Edwards.

Consent Order of Prohibition

4

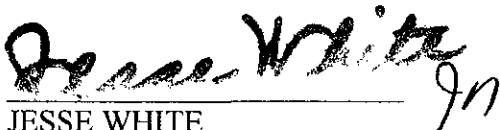
WHEREAS, by means of the Stipulation, Grace Edwards has acknowledged and agreed to waive any and all claims she may have to any restitution fund established in any action relating to MTE.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the formal hearing as it relates to Grace Edwards may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. Grace Edwards is permanently prohibited from offering or selling any securities in or from the State of Illinois.
2. Grace Edwards is permanently prohibited from engaging in the business of offering investment advice in or from the State of Illinois.
3. Grace Edwards has waived any and all right, title, and interest to bank funds that have been frozen in association with litigation in case numbers 06 CH 20651, 06 CH 22504, 06 CH 23138 and 06 CH 20997 in the Circuit Court of Cook County, except for the funds held in the TCF National Bank Account ending with the last four digits #3540, which is a joint account held by Grace Edwards and Valerie Edwards.
4. Grace Edwards has waived any and all claims she may have to any restitution fund established in any action relating to MTE.
5. The Second Amended Notice of Hearing dated May 18, 2007, as it relates to Respondent Grace Edwards, is dismissed without further proceedings.

ENTERED This 28<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
JESSE WHITE  
Secretary of State  
State of Illinois