

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

IN THE MATTER OF:)
)
ROY H. WAUGH) **File Number: 0700062**
d/b/a 412 Omni Media, LLC, his/its partners,)
members, officers and directors, agents,)
employees, affiliates, successors and assigns.)

ORDER OF PROHIBITION

TO RESPONDENT: Roy H. Waugh
4503 West DeYoung Street
Suite 100C
Marion, Illinois 62959
and
87 Choctaw Drive
Carbondale, Illinois 62901
and
7427 Hawthorn Avenue NE
Albuquerque, New Mexico 87113

D/b/a 412 Omni Media, LLC
4503 West DeYoung Street
Suite 100C
Marion, Illinois 62959

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on March 6, 2007 which prohibited Roy H. Waugh d/b/a 412 Omni Media, LLC (“Respondent” or “RW”) from offering or selling securities in or from the State of Illinois until further order of the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the “Act”), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any acts alleged therein and constitute a sufficient basis to make the Temporary Order final;

WHEREAS, the Respondent has failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and the Respondent 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, has adopted the Findings of Fact contained in the Temporary Order as the Secretary of State's Findings of fact as follows:

1. Respondent Roy H. Waugh ("Respondent" or "RW"), has a last known address of 4503 West DeYoung Street, Suite 100C, Marion, Illinois 62959 and/or 87 Choctaw Drive, Carbondale, IL 62901 and/or 7427 Hawthorn Av NE, Albuquerque, NM 87113.
2. Respondent RW, during all times relevant herein, was doing business as 412 Omni Media, LLC ("412 Omni Media") with a last known address of 4503 West DeYoung Street, Suite 100C, Marion, Illinois 62959.

FAILURE TO REGISTER SECURITIES

3. Between 2005 and 2006, Respondent RW directly and indirectly sold and offered to sell shares of 412 Omni Media to the general public, including residents of the State of Illinois ("Investors").
4. RW solicited Investors to purchase shares of 412 Omni Media at \$5,000 per share, and half-shares at \$2,500 per half-share.
5. At least one Investor paid to RW the sum of \$5,000, in exchange for which Respondent RW delivered a certificate of ownership in 412 Omni Media Limited Liability Corporation.
6. The activities described above constitute the offer and sale of a transferable share and therefore 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 5/1 *et. seq.*] (the "Act").
7. 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.
8. Respondent failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and, as a result, the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
9. Section 12.A of the Act provides, *inter alia*, that it shall be a violation for any person "to offer or sell any security except in accordance with the provisions of the Act."

Order of Prohibition

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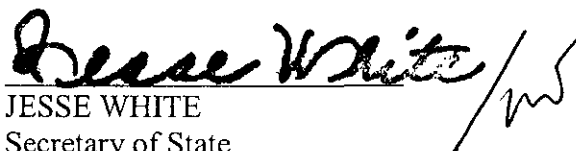
10. Section 12.D of the Act provides, *inter alia*, that it shall be a violation for any person "to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act."
11. By virtue of the foregoing, Respondent violated Sections 12.A and 12.D of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent Roy H. Waugh d/b/a 412 Omni Media, LLC, his/its partners, members, officers and directors, agents, employees, affiliates, successors and assigns, are **PROHIBITED** from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the ACT. Any person or entity that 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 4 felony for each offence.

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. 1 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.

Dated: This 3rd day of May 2007.


JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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