

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: )

ROY H. WAUGH )

d/b/a 412 Omni Media, LLC, his/its partners, )

members, officers and directors, agents, )

employees, affiliates, successors and assigns. )

File Number: 0700062

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENT:

Roy H. Waugh  
4503 West DeYoung Street  
Suite 100C  
Marion, Illinois 62959  
and  
87 Choctaw Drive  
Carbondale, Illinois 62901

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

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 find:

1. Respondent Roy H. Waugh ("RW"), has a last known address of 4503 West DeYoung Street, Suite 100C, Marion, Illinois 62959 and/or 87 Choctaw Drive, Carbondale, IL 62901.
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."
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.
12. The aforementioned findings are based upon credible evidence.
13. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
14. The entry of this **Temporary Order of Prohibition** prohibiting Respondent, or their agents, affiliates, successors and employees, from offering or selling securities in the

Temporary Order of Prohibition

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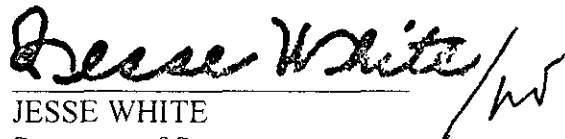
State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

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

NOTICE is hereby given that Respondent may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within 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 of Prohibition and will extend the effectiveness of this Temporary Order of Prohibition for sixty (60) 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 6<sup>th</sup> day of MARCH 2007.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

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Illinois Securities Department  
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