

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

IN THE MATTER OF: Marshall G. Wolbers)
and Meridian Technologies, LLC,)
ITS OFFICERS, EMPLOYEES, AGENTS,)
SUCCESSORS AND ASSIGNS.)

FILE NO. C0500432

NOTICE OF HEARING

TO THE RESPONDENT:

**Marshall G. Wolbers
645 Rockland Ave.
Lake Bluff, IL 60044**

**Meridian Technologies
838 North Western Ave.
Suite 03
Lake Forest, IL 60045**

You are hereby notified that pursuant to Section 11.E of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602, on the 5th day of July, 2006, at the hour of 10:00 a.m., or as soon as possible thereafter, before James L. Kopecky, Esq. or such duly designated Hearing Officer of the Secretary of the State.

Said hearing will be held to determine whether an Order shall be entered pursuant to Section 11.E of the Act prohibiting Respondents from selling or offering for sale securities in the State of Illinois and/or granting such other relief as may be authorized under the Act including but not limited to imposition of a monetary fine in the maximum amount pursuant to 11.E(4) of the Act, payable within 10 (ten) days of the order.

The grounds for such proposed action are as follows:

**COUNT I
Fraud or Deceit**

1. Marshall G. Wolbers (“Wolbers”, or collectively with Respondent Meridian Technologies, the “Respondents”) is an individual whose last known address is 645 Rockland Ave., Lake Bluff, IL 60044. Wolbers was the Manager of Meridian Technologies, LLC, an Illinois limited liability company.
2. Meridian Technologies, LLC (“Meridian Technologies” or collectively with Respondent Wolbers, the “Respondents”), was an Illinois limited liability company. Meridian Technologies’ last known address is 838 North Western Avenue, Suite 03, Lake Forest, Illinois 60045.
3. Investor #1 (“Investor #1” or collectively with Investor #2 “Investors”) is an Illinois resident.
4. Investor #2 (“Investor #2” or collectively with Investor #1 “Investors”) is an Illinois resident.
5. On July 16th, 1999, Illinois Securities Department permanently prohibited Respondents from selling securities in the state of Illinois. A copy of the July 16, 1999, order is attached as Exhibit 1.
6. Respondents have repeatedly solicited Investors to purchase securities in the form of notes issued by Meridian Technologies.
7. On May 18, 2001, Respondents sold to Investor #1 a "Convertible Note" (hereinafter “Note #1”) in the amount of \$3,500. The note paid the greater the prime rate + 3.0% or 6.25%. The Investor #1 had an option to convert the note into membership units of Meridian Technologies.
8. On December 8, 2001 Respondents sold to Investor #2 a "Convertible Note" (hereinafter “Note #2”) in the amount of \$15,000. The note paid the greater the prime rate + 3.0% or 6.25%. The Investor #2 had an option to convert the note into membership units of Meridian Technologies.
9. Respondents never informed Investors that Respondents were prohibited from selling securities in the State of Illinois at the time of Investors’ purchase.
10. Respondents stated to Investors that the proceeds of the Notes were to be used for various start-up expenses for Meridian Technologies.
11. The money received by Respondents on May 18, 2001 from Investor #1 was never used for any expenses related to Meridian Technologies.
12. To date Respondents have not made any payments due to Investors on Note #1 and Note #2.

13. Respondents' activities described above involve the sale of a convertible note and, therefore, a security as that term is defined in Sections 2.1 and 2.5 of the Act.
14. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to engage in any transaction, practice or course of business in conjunction with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
15. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the 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.
16. Section 12.H of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to sign or circulate any statement, prospectus, or other paper or document required by any provision of this Act or pertaining to any security knowing or having reasonable grounds to know any material representation therein contained to be false or untrue.
17. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the 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.
18. By virtue of the foregoing, Respondents violated Section 12.F, 12.G, 12.H and 12.I of the Act.

COUNT II

Acting as a Salesperson Without Being Registered in the State of Illinois

19. Paragraphs 1-18 are realleged and incorporated by reference.
20. Respondents' activities described above involve the sale of a convertible notes and, therefore, a security as that term is defined in Sections 2.1 and 2.5 of the Act.
21. Section 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a salesperson unless registered as such under the provisions of this Act.
22. By virtue of the foregoing, Respondents violated Section 12.C of the Act.

COUNT III

Failure to Comply With The Terms of an Order of The Secretary of State

19. Paragraphs 1-18 are realleged and reincorporated by reference.
20. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
21. By virtue of the foregoing, Respondents violated Section 12.D of the Act.

You are further notified that you are required pursuant to Section 1104 of the Rules to file an answer to the allegations outlined above, a Special Appearance pursuant to Section 1107 of the Rules, or other responsive pleading within thirty (30) days of receipt of this notice. Your failure to do this within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to appear shall constitute default by you.

A copy of the Rules promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department is included with this Notice.

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 10 th day of May, 2006.


JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Illinois Securities Department
Miltie Verveniotis
69 W. Washington Street
Suite 1220
Chicago, Illinois 60602
(312) 793-3022

Hearing Officer:
James L. Kopecky
321 North Clark Street
Suite 220
Chicago, Illinois 60610