

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

IN THE MATTER OF: PAUL B. LITWICKI.

Case No. C0500078

ORDER OF PROHIBITION

TO THE RESPONDENT: Paul B. Litwicki
1651 Canyon Run Road
Naperville, IL 60565

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on March 18, 2005 which prohibited Paul B. Litwicki (the "Respondent") from offering or selling securities in or from the State of Illinois until further order from 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 facts alleged therein and constitute a sufficient basis to make the Temporary Order final;

WHEREAS, the Respondents have 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 said Temporary Order;

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

1. Paul B. Litwicki ("Respondent"), is a natural person whose last known mailing address is 1651 Canyon Run Road, Naperville, Illinois 60565.
2. Constance and John Craig are Illinois residents (the "Craigs").
3. In or around March, 2002, Respondent visited the Craigs at their home and offered them an investment opportunity in Wireless E-Commerce, Inc. ("WE"). Respondent told the Craigs that this investment would provide a

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guaranteed quarterly interest of 10.25% for a minimum of three years, at which time their investment “could be converted to shares in the company.” Respondent told the Craigs that this would be a great investment for them and that they “would not lose their money.” In fact, Respondent attested that he was heavily invested in the company himself.

4. On or about March 21, 2002, Respondent visited the Craigs at their home and the Craigs gave Respondent their \$50,000 investment check for WE payable to WE, as instructed by Respondent.
5. On or about March 22, 2002, Respondent returned to the Craigs’ home and delivered a copy of the WE “confidential private placement memorandum” and subscription agreement. The Craigs filled out and signed the subscription agreement as instructed by Respondent.
6. On or about April 3, 2002, the Craigs received their first quarterly interest payment. The Craigs received 4 more quarterly interest payments, the last of which was received in April, 2003.
7. Since April 2003, the Craigs have not received any interest payments nor any return of their principal investment. The Craigs have made several attempts to contact both WE and Respondent regarding their investment and the financial status of WE but were unsuccessful in getting any answers.
8. The investment opportunity referred to in paragraph three through five (3-5) is an investment contract and is a security as defined in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5] (“the Act”).
9. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act, or those offered and sold in transactions exempt under Section 4 of the Act, shall be registered with the Secretary of State by filing the proper application prior to their offer or sale in or from the State of Illinois.
10. The activities detailed in paragraphs three through five (3-5) constitute an offer and sale under Sections 2.5 and 2.5(a) of the Act.
11. Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any securities except in accordance with the provisions of the Act.
12. Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State, Securities Department (the “Department”) any required application, report or document.

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13. At all times relevant hereto the securities referenced in paragraphs three through five (3-5) were offered for sale at a time when this security did not have the proper application on file at the Department.
14. At all times relevant hereto Respondent failed to file an application for the registration of the securities described in paragraphs three through five (3-5).
15. By virtue of the foregoing, Respondent has violated Section 12.A and Section 12.D of the Act.
16. 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 dealer, salesperson or investment adviser, or investment adviser representative, unless registered as such, where such registration is required, under the provisions of the Act.
17. At all relevant times, Respondent was not and is not registered as a salesperson with the Department.
18. By virtue of the foregoing, Respondent has violated Section 12.C of the Act.

NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to Section 11.F of the Act, Respondent Paul B. Litwicki is hereby permanently **PROHIBITED** from offering or selling securities in or from this State of Illinois.

ENTERED: This 18th day of October 2005.

A handwritten signature in black ink that reads "Jesse White" followed by a stylized flourish or initials "JW".

JESSE WHITE
Secretary of State
State of Illinois

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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.

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 Illinois Securities 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.