

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: VICTORIA BERNAL, LTD.,)
VICTORIA BERNAL, and JOSEPH DOMINO)
_____)

FILE NO. 0300002

ORDER OF PROHIBITION

TO RESPONDENTS:

Victoria Bernal, Ltd.
4236 Highland Avenue
Downers Grove, IL 60515

Victoria Bernal
4236 Highland Avenue
Downers Grove, IL 60515

Joseph Domino
9672 Bennington Drive
Huntley, IL 60142

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on September 23, 2005 which prohibited Victoria Bernal, LTD., Victoria Bernal, and Joseph Domino (the "Respondents") 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 Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order;

Order of Prohibition

-2-

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. Respondent Victoria Bernal Ltd., (hereinafter "VB", collectively with Bernal and Domino, "Respondents") is an Illinois corporation and maintained a business address at 4236 Highland Avenue, Downers Grove, Illinois 60515.
2. Respondent Victoria Bernal (hereinafter "Bernal", collectively with VB and Domino, "Respondents") was the President of VB, and maintained a residence address at 4236 Highland Avenue, Downers Grove, Illinois.
3. Respondent Joseph Domino (hereinafter "Domino", collectively with VB and Bernal, "Respondents") was a partner in VB with Bernal, and maintained a residence address at 9672 Bennington Drive, Huntley, Illinois 60142.
4. On or about April 15, 2002, or thereabouts, Bernal as the President of VB, and Bernal and Domino individually, entered into a promissory note (the "Note") with an Illinois resident (the "Investor") for \$20,000. Concurrently with the entry of the Note, a transaction agreement ("the Agreement") and loan and security agreement were also executed.
5. The Agreement provided that Investor was loaning money to Respondents for the purchase of an Automated Teller Machine (ATM). Investor was to receive twenty percent (20%) of any Investor ATM fees and fifty percent (50%) of any leasing transaction fee. The Note was due on March 31, 2022.
6. On or about April 25, 2002, Investor wired \$20,000 to VB's bank account at National Bank in Illinois.
7. Investor has never received any payment of interest or return of his principal as promised and as in the Agreement. Investor has been unable to contact Respondents regarding his investment.
8. The activities described in paragraphs 4 through 6 (4-6) above constitute the offer and sale of a security as those terms are defined in Sections 2.1 and 2.5a 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 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.

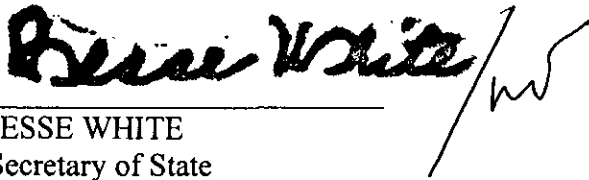
Order of Prohibition

-3-

10. Respondents failed to file with the Secretary of State an application for registration of the investment opportunity 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 in the State of Illinois.
11. 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.
12. 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.
13. By virtue of the foregoing, Respondents have violated Sections 12.A and 12.D of the Act.

NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to Section 11.F of the Act, Respondents **VICTORIA BERNAL, LTD., VICTORIA BERNAL,** and **JOSEPH DOMINO** are hereby permanently **PROHIBITED** from offering or selling securities in or from the State of Illinois.

Dated: This 7th day of November 2005.



JESSE WHITE
Secretary of State
State of Illinois

Order of Prohibition

-4-

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.