

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

IN THE MATTER OF: PRYOR COUNTS & CO., INC.)

FILE NO. 0400736

ORDER OF CANCELLATION

TO THE RESPONDENT: Pryor Counts & Co., Inc.
 (B/D #: 11002)
 1515 Market Street
 Suite 819
 Philadelphia, Pennsylvania 19102

This matter having come on for consideration before JESSE WHITE, Secretary of State, through his designated representative, the Securities Director, and having been fully advised in the premises by the staff of the Illinois Securities Department, Office of the Secretary of State, (the "Department") herein finds:

1. That Pryor Counts & Co., Inc., ("Respondent") is now and at all times relevant hereto was registered as a dealer in the State of Illinois pursuant to Section 8 of the Illinois Securities Law [815 ILCS 5/1 et seq.] (the "Act").
2. That the Respondent failed to renew it's Registration as a dealer in the State of Illinois for the year 2005 by December 31, 2004 as required under the provisions of the Act.
3. That on January 14, 2005, a representative of the Department telephoned the Respondent at the number as listed in the records of the Central Registration Depository (CRD). The representative heard a recorded message that the telephoned number had been disconnected.
4. That Section 8.E(2) of the Act provides, inter alia, that if the Secretary of State finds that any registrant or applicant for registration is no longer in business as a dealer or cannot be located after reasonable search, the Secretary of State may by order cancel the registration or application.

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5. That the Department has determined that the Respondent has ceased to do business as a dealer in the State of Illinois.
6. That it is in the public interest to enter an order which cancels the dealer registration of the Respondent in the State of Illinois.

NOW THEREFORE IT IS HEREBY ORDERED: That the dealer registration of the Respondent in the State of Illinois is hereby cancelled.

DATED: This 4th day of January 2005.


JESSE WHITE
Secretary of State
State of Illinois