

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

IN THE MATTER OF: WILLIAM H. JOHNSON and
PETER S. MIRANDA.

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) FILE: C0200440
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TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENT: William H. Johnson
3316 N. Lincoln Ave
Chicago, IL 60657

Peter S. Miranda
415 Central Ave.
Highland Park, IL 60035

On information and belief, I, Jesse White, Secretary of 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. William H. Johnson ("Johnson," or collectively with Miranda, "Respondents"), is a natural person whose last known mailing address is 3316 N. Lincoln Avenue, Chicago, Illinois 60657.
2. Peter S. Miranda, ("Miranda," or collectively with Johnson, "Respondents"), is a natural person whose last known mailing address is 415 Central Avenue, Highland Park, IL 60035.
3. Kimberly and Joe Keane are Illinois residents (the "Keanes").
4. On or around December, 1999, Respondent Miranda offered the Keanes stock in Dolphin.com. Respondent Miranda told the Keanes that he and Respondent Johnson were given the stock in exchange for services provided to an officer of Dolphin.com. Respondent Miranda told the Keanes that he and Respondent Johnson owned the stock and offered to sell it to them for \$30,000. Respondent

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Miranda told the Keanes that the stock would probably "go public in March of 2000."

5. On or about December 22, 1999, the Keanes gave Respondent Miranda their \$30,000 investment check for Dolphin.com payable to Respondent Johnson, as instructed by Respondent Miranda. The Keanes were told by Respondent Miranda that Respondent Johnson would transfer the shares to the Keanes and send them the stock certificates.
6. On or about December 23, 1999, Respondent Johnson deposited the Keanes' investment check into his personal bank account.
7. On or about September 18, 2000, Respondent Miranda sent the Keanes a letter confirming their purchase of \$30,000 in Dolphin.com at \$3 per share and restating that Dolphin.com plans "on taking the company public shortly after with positive market conditions."
8. Despite numerous attempts by the Keanes to contact Respondents for the stock certificates, the Keanes never received their promised stock certificates or any return of their principal.
9. The shares of Dolphin.com referred to in paragraph four and five (4 & 5) are securities as defined in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5] ("the Act");
10. 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;
11. The activities detailed in paragraphs four through five (4-5) constitute an offer under Section 2.5(a) of the Act;
12. 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;
13. 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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14. At all times relevant hereto the securities referenced in paragraphs four through five (4-5) were offered for sale at a time when this security did not have the proper application on file at the Department;
15. At all times relevant hereto Respondents by and through their agents and employees failed to file an application for the registration of the securities described in paragraphs four through five (4-5) and eight through nine (8-9) above;
16. By virtue of the foregoing, Respondents by and through their agents and employees have violated Section 12.A and Section 12.D of the Act;
17. Section 12.F of the Act provides, inter alia, that it is a violation of the Act to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
18. Respondents have violated Section 12.F of the Act in that they took funds from Illinois Investors and misrepresented that their funds would be used to purchase the shares of Dolphin.com but failed to provide the investors with either the shares or other evidence of ownership as promised.
19. 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 which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act;
20. Based on the above-referenced evidence, the Secretary of State deems it necessary to temporarily prohibit the offer or sale of any and all securities issued or issuable by Respondents, their agents, employees and affiliates in the state of Illinois or to any Illinois resident to prevent an imminent violation of the Act; and
21. The entry of this Temporary Order prohibiting Respondents, their agents, employees and affiliates from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes of the Act.

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NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the granted by Section 11.F of the Act, Respondents William H. Johnson and Peter S. Miranda are **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 Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry 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 and will extend the effectiveness of this Temporary Order for sixty 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 26th day of January 2005.



JESSE WHITE
Secretary of State
State of Illinois

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