

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

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**IN THE MATTER OF: PAUL B. LITWICKI.**  
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)  
) **Case No. C0500078**  
)

**TEMPORARY ORDER OF PROHIBITION**

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

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. 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 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.

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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;
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;

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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;
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 Respondent, 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 Respondent, 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, Paul B. Litwicki is **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 18<sup>th</sup> day of March 2005.



JESSE WHITE  
Secretary of State  
State of Illinois

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