

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF:	OUR STOCK PROFITS	)	FILE NO. 0100373
	ITS OFFICERS, DIRECTORS,	)	
	EMPLOYEES, AFFILIATES,	)	
	SUCCESSORS, AGENTS AND	)	
	ASSIGNS,	)	

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ORDER OF PROHIBITION

TO THE RESPONDENT:           Our Stock Profits  
                                  9 East Elm Court  
                                  Rensselaer, New York 12144

WHEREAS, the record of the above-captioned matter has been reviewed by the Secretary of State or his duly authorized representative;

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State;

WHEREAS, the proposed Findings of Facts and Conclusions of Law and Recommendation of the Hearing officer, John K. Ellis, in the above-captioned matter have been read and examined; and

WHEREAS, the proposed Findings of Fact are correct and are adopted by the Secretary of State as follows:

1. The evidence, exhibits and testimony have been offered and received from all parties and a proper record of all proceedings has been made and preserved as required.
2. The Hearing Officer has ruled on all motions and objections timely made and submitted.
3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and the subject matter dealt with herein, due and proper notice having been previously given as required by statute in this case.
4. As no answer, special appearance or other responsive pleading was filed, the Respondent is therefore deemed to be in default.

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5. That at all times relevant, Respondent, Our Stock Profits, was a purported business entity with a last known address of 9 East Elm Court, Rensselaer, New York 12144;
6. That on or about June 22, 2001, Our Stock Profits, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns offered to at least one (1) Illinois resident, a high yield investment program which, for a minimum investment of \$100, was purported to return 100% on the participant's investment to Our Stock Profits exactly 14 days (2 weeks) from when the participant invested; Our Stock Profits represented that the money invested would be transferred to an online brokerage stock account and invested in stocks;
7. That the above referenced investment program is an investment contract and is a security as the term is defined pursuant to Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
8. That 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 prior to their offer or sale in the State of Illinois;
9. That 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 securities except in accordance with the provisions of the Act;
10. That 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 any document of application required to be filed under the provision of the Act;
11. That at all times relevant hereto, Our Stock Profits, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;

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12. That by virtue of the foregoing, Our Stock Profits, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns have violated Section 12(A) and 12(D) of the Act;
13. That Section 11(E)(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
14. That Section 11(E)(3) of the Act provides, inter alia, that if the Secretary of State finds that any person is engaged or has engaged in the business of selling or offering for sale securities as a dealer without prior thereto and at the time thereof having complied with the registration requirements of the Act, the Secretary of State may by written order prohibit such person from engaging in the business of selling or offering for sale securities in this State;
15. That Section 11(E)(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act;
16. That by virtue of the foregoing, the Respondent, Our Stock Profits, is subject to a fine of up to \$10,000.00 per violation and an order which permanently prohibits the Respondent from offering or selling securities in the State of Illinois, pursuant to Section 11(E)(2), Section 11(E)(3), and Section 11(E)(4) of the Act; and
17. The entry of a Final Order of Prohibition is proper in this case, given the conduct of the Respondent as described in Secretary of State Exhibits No. 1-12 and the testimony, as well as the fact that the Respondent failed to appear at the hearing and properly answer the charges.

WHEREAS, the proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

1. After proper notification, the Complainant may proceed with a hearing in the Respondent's absence. (735 ILCS 5/1-105 and 5/2-1301; Ryan v. Bening, 1978, 22 Ill. Dec. 873, 66 Ill. App.3d 127, 383 N.E.2d 681; Koenig v.

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Nardullo, 1968, 99 Ill. App. 480, 241 N.E.2d 567) Significantly, the Notice of Hearing outlines that a default judgment may be entered against a Respondent who fails to appear or answer the charge(s).

2. The Respondent's actions, representations, and/or omissions which were made in connection with a general solicitation and an offer or sale of an unregistered security intended to work a fraud upon an Illinois purchaser are a violation of 815 ILCS 5/12.A. The Respondent's actions, representations, and/or omissions made in connection with a failure to file the required Application for Registration with the Secretary of State are violations of 815 ILCS 5/12.D.
3. That by virtue of the foregoing, the Respondent is subject to a Permanent Order of Prohibition in the State of Illinois and/or granting such other relief as may be authorized under the Act.
4. Because of the Findings of this Order, the documents admitted as Secretary of State Exhibits Numbers 1-12, the testimony, as well as the fact that the Respondent failed to answer the charges or appear at the hearing, the entry of a written Order pursuant to 815 ILCS 5/11.E(2) of the Act which permanently prohibits the offer or sale of securities by the Respondent in the State of Illinois is proper in this matter.

WHEREAS, the proposed Recommendation of the Hearing Officer is adopted by the Secretary of State.

NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to the foregoing Findings of Fact, Conclusions of Law, and the Recommendation of the Hearing Officer, the Respondent, Our Stock Profits, is permanently prohibited from offering or selling securities in the State of Illinois.

Dated this 28<sup>th</sup> day of October, 2004.

Jesse White *JP*  
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 Illinois Securities Law of 1953, as amended, 815 ILCS 5/1 et seq. (the "Act"). Any person or entity who 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 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.

Attorney for the Secretary of State  
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520 South Second Street  
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Hearing Officer:  
Jon K. Ellis  
1035 South 2<sup>nd</sup> Street  
Springfield, Illinois 62704