

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

IN THE MATTER OF: GORDON J. VANDEVALD,)
and FxTRADE FINANCIAL, LLC, his /its partners,)
officers and directors, agents, employees, affiliates,)
successors, and assigns)

FILE NO. 0400214

ORDER OF PROHIBITION

TO THE RESPONDENT: GORDON J. VANDEVELD
2530 Iroquois Road
Wilmette, Illinois 60091

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on May 26, 2004, temporarily prohibiting Respondent from offering or selling securities in the State of Illinois until further order from the Secretary of State.

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 a Temporary Order shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Respondent has 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 Respondent is hereby deemed to have admitted the facts alleged in the said Temporary Order.

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 Final Findings of Fact as follows:

1. FxTrade Financial, LLC ("FxTrade") is or was, at all times referred to herein, a Tennessee company with its address at 315 Ridge Lake Boulevard, Suite 300, Memphis, Tennessee 38125.

Order of Prohibition

-2-

2. Respondent Gordon J. Vandeveld ("Vandeveld" or "Respondent") is or was an agent of FxTrade. He resides at 2530 Iroquois Road, Wilmette, Illinois 60091. His business address is 1765 Maple Street, Suite 10, Northfield, Illinois 60093.
3. Between November 2003 and April 2004, FxTrade, by and through its agent Respondent Vandeveld, solicited at least one Illinois resident to invest in "FxTrade Individual Retirement Account" which purported to pay a "guaranteed monthly return of 2%-3% (minimum investment: \$100,000).
4. During and subsequent to that solicitation Respondent Vandeveld caused to be delivered to at least one Illinois resident ("Offeree") an offering circular, sales literature, and a contract to be signed by the Offeree and sent, with at least \$100,000, to FxTrade.
5. The activities set forth in paragraphs 3 and 4 above constitute the offer of an investment contract, and therefore a security, as those terms are defined in Section 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
6. Section 5 of the Act provides, inter alia, that all securities except those exempt under section 3, or those offered and 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.
7. Respondent failed to file with the Secretary of State an application for registration of the securities 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 being offered for sale in the State of Illinois.
8. 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.
9. 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.


Order of Prohibition

-3-

10. By virtue of the foregoing, Vandeveld has violated Sections 12.A and 12.D of the Act.

NOW IT IS HEREBY ORDERED: That pursuant to Section 11.F of the Act, Respondent Gordon J. Vandeveld shall be and hereby is PROHIBITED from offering or selling any securities within the State of Illinois.

Dated: This 4th day of August 2004.


JESSE WHITE
Secretary of State
State of Illinois

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 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 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.