

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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)  
IN THE MATTER OF: )

OVANES "JOHN" MIKAELIAN )  
AAA VENTURE BUSINESS BROKERS LTD. )  
a/k/a VENTURE BUSINESS BROKERS LTD. )  
And his/their partners, officers and directors, )  
managers, agents, employees, affiliates, )  
successors and assigns. )  
\_\_\_\_\_ )

No. C1300005

NOTICE OF HEARING

TO THE RESPONDENTS: OVANES "JOHN" MIKAELIAN  
111 KRISTIN CIRCLE  
SCHAUMBURG, ILLINOIS 60195

AND

AAA VENTURE BUSINESS BROKERS LTD.  
111 KRISTIN CIRCLE  
SCHAUMBURG, ILLINOIS 60195  
AND/OR  
P.O. BOX 482  
ARLINGTON HEIGHTS, ILLINOIS 60006

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130, subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 14th day of August, 2013 at the hour of 10:00 a.m. or as soon thereafter as possible before James Kopecky, Esq or such other designated Hearing Officer as the Secretary of State may appoint

Said hearing will be held to determine whether a permanent Order shall be entered prohibiting Respondents **Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd.** and their partners, officers and directors, agents and employees, affiliates, successors and assigns from offering business brokering services in or from the State of Illinois and/or granting such other relief as may be authorized under the Act, including but not limited to, the imposition of a monetary

fine in the maximum amount pursuant to Sec. 11.E(4) of the Act, payable within ten (10) days of the Order

The grounds for such proposed action are as follows:

1. Respondent Ovanes "John" Mikaelian (hereinafter at times "Mikaelian" or together with AAA Venture Business Brokers Ltd. "Respondents") has a last known address of 111 Kristin Circle, Schaumburg, Illinois 60195.
2. Respondent AAA Venture Business Brokers Ltd. ( hereinafter at times "Venture" or together with Mikaelian "Respondents) is an Illinois corporation with a last known address of 111 Kristin Circle, Schaumburg, Illinois 60195, and has a mailing address of P.O. Box 482, Arlington Heights, Illinois 60006
3. Respondent Mikaelian is the sole shareholder, director, officer and employee of Venture.
4. Mikaelian at times operated AAA Venture Business Brokers Ltd. under the abbreviated name of Venture Business Brokers Ltd.
5. Respondents AAA Venture Business Brokers Ltd. and Ovanes "John" Mikaelian are currently registered with the Secretary of State of Illinois as business brokers, and have been so registered since March 17, 2003
6. In August 2011, Respondents Mikaelian and Venture contracted with a business seller ("Client") to act as Client's agent in brokering the sale of an auto body shop located in Des Plaines, Illinois (the "Business") to a third-party ("Buyer").
7. In that contract Client agreed to sell the Business to Buyer for a purchase price of \$205,000.00
8. In August 2011 Respondents Mikaelian and Venture took \$20,000 00 from Buyer as a deposit on the purchase (the "Earnest Money"). Buyer paid the Earnest Money by writing a check for \$20,000.00 payable to Venture Business Brokers, Ltd
9. The \$20,000 Earnest Money was endorsed by Venture Business Brokers, Ltd. and deposited into Respondents' general account at Harris Bank.
10. Respondents represented to both the Client and the Buyer that the Earnest Money would be held in escrow.

11. In fact, Respondent Mikaelian did not place the Earnest Money into escrow, but rather, deposited it into Respondents' general business banking account under the name "Venture Business Brokers, Ltd."
12. Client and Buyer were unable to effect the close of the sale of the "Business", and the Client and Buyer authorized the release and return of the \$20,000 Earnest Money to the Buyer
13. However, Respondents Mikaelian and Venture have refused and failed to return the Earnest Money to Buyer.
14. Respondents refused to return the Earnest Money because Respondent Mikaelian spent the money for personal and business purposes.
15. The Venture Business Brokers, Ltd. bank account is depleted to below \$20,000, is usually overdrawn, and as such, Respondent Mikaelian and Venture are insolvent and unable to pay their debts.
16. The activities described in paragraph 5 through 8, above, are the activities of a business broker as defined by Section 10-5 10 of the Illinois Business Brokers Act of 1995 (the "Act"). 815 ILCS 307/10-1 et seq.
17. Section 10-40(a) of the Act states, in pertinent part, that the Secretary of State may deny, suspend or revoke a registration of a business broker if the business broker: 1) is insolvent; or 2) has violated any provision of this Act.
18. Section 10-40(b) of the Act states that the Secretary of State may by summary order deny, suspend or revoke a registration of a Business Broker pending final determination of any proceeding under Section 10-40.
19. As stated in paragraphs 13 through 14, above, Respondents are insolvent and are financially unable to perform their contractual obligations and duties as business brokers.
20. Section 10-85(a) of the Act states in pertinent part that a business broker shall not, in connection for the services of a business broker, either directly or indirectly (1) employ any device, scheme, or article to defraud; (2) make any untrue statements of a material fact or omit to state a material fact necessary in order to make the statements made, in the light of circumstances under which they are made, not misleading; or (3) engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon any person.

21. The activities described in paragraphs 8 through 14, above, constitute a violation of Section 10-85(a)(1), (2) and (3), respectively, of the Act.
22. The Activities described in paragraphs 13-14 above, constitute a violation of Section 10-40 of the Act
23. Pursuant to Section 10-40(a) and (b) of the Act Respondents registration as a Business Broker in the State of Illinois is subject to summary revocation pending a final determination by administrative hearing on this matter.
24. Pursuant to Section 10-55 of the Act, if the Secretary of State determines, after notice and opportunity for a hearing, that Respondents violated the Act, the Secretary of State may impose an administrative fine of \$10,000.00 for each violation.

You are further notified that you are required pursuant to Section 130 1104 of the Rules and Regulations (14 Ill. Adm Code 130) (the "Rules"), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default unless any Respondent has upon due notice moved for and obtained a continuance.

The Rules promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department may be viewed online at <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>.

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 3<sup>rd</sup> day of June 2013.



JESSE WHITE  
Secretary of State  
State of Illinois

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