

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: WILLIAM BRUCE, JR.,

)
) FILE NO. 0200292
)

ORDER OF PROHIBITION

TO RESPONDENT: William Bruce Jr.
8420 West Bryn Mawr
Chicago, Illinois 60631

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on April 7, 2004 prohibiting Respondent from offering or selling securities in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ICS 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 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 duty authorized representatives, 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. William Bruce Jr.'s ("Respondent") last known address is 8420 West Bryn Mawr, 729 North Main Street, Chicago, Illinois 60631.
2. In about May of 2000, Respondent approached an Illinois resident (Investor) and solicited the Investor's participation in a promissory note at the price of \$25,000.00 with a return on the investment of \$2,000,000.00 in twenty days, and a guarantee that in the event the \$2,000,000.00 program (\$2,000,000.00 Program) did not perform as promised, Respondent would pay the Investor \$25,000.00 on or before July 1, 2000 (the "Offering").

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3. Subsequent to the foregoing solicitation, the Investor purchased the Offering on May 17, 2000, receiving a promissory note executed by Respondent for his investment in the \$2,000,000.00 Program and paid the Respondent via wire transfer.
4. The activities described in paragraphs 2 and 3 above constitute the offer and sale of a promissory note, or certificate of interest or participation in a profit-sharing agreement, or an investment contract and therefore a security as those terms are defined in Sections 2.1 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
5. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or 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.
6. Respondent failed to file with the Secretary of State an application for registration of the investment opportunity 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 its offer in the State of Illinois.
7. 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.
8. 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.
9. By virtue of the foregoing, Respondent has violated Sections 12.A and 12.D of the Act, and Respondent will violate Section 12.A of the Act again if they make further offers, or if they make any sales, of the security described above in the State of Illinois.
10. The aforementioned findings are based upon credible evidence.
11. 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 that will occur as a result of prior violations of the Act.

WHEREAS, the Secretary of State by and through his duly authorized representative, has adopted the Conclusions of Law contained in the Temporary Order as the Secretary of State's Conclusion of Law, as follows:

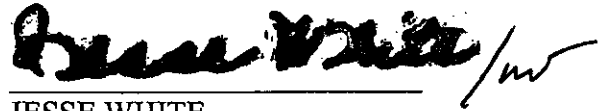
By virtue of the foregoing, Respondent has violated Sections 12.A and 12.D of the Act.

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NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent William Bruce Jr. is permanently PROHIBITED from offering or selling securities in the State of Illinois.

Dated: This 26th day of May 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 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.

Attorney for the Secretary of State:

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