

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

\_\_\_\_\_)  
IN THE MATTER OF: HOLOWORLD, INC., its )  
officers and directors, employees, agents, affiliates, )  
successors and assigns. )  
\_\_\_\_\_)

FILE NO. 0100337

**TEMPORARY ORDER OF PROHIBITION**

TO THE RESPONDENT:    Holoworld, Inc.  
                                 21700 North Oxnard Street, #540  
                                 Woodland Hills, California 91367

Holoworld, Inc.  
21031 Ventura Bouelevard, Suite 520  
Woodland Hills, California 91364

On information and belief, I, Jesse White, Secretary of State, for the State of Illinois, through my designated representative, having been fully advised in the premises by the staff of the Securities Department (the "Department"), Office of the Secretary of State, herein find:

1.     Holoworld, Inc. ("Holoworld"), is a Delaware corporation whose last known address is 21700 N. Oxnard St., #540, Woodland Hills, California 91367.
2.     On September 30, 1999, the Secretary of State entered an Order of Prohibition, which permanently Prohibited Respondent Holoworld, Inc., from offering or selling any securities in the State of Illinois
3.     In January 2000, the Respondent, through its agent Anita Simone, offered units of Aliscor LLC, to one or more Illinois residents.
4.     On about January 28, 2000, the Respondent sold 1/2 unit of Aliscor LLC, to one or more Illinois residents at a cost of \$5,000.00.
5.     The units described in paragraphs two and three (2-3) constitute a security as that term is defined under Section 2.1 of the Illinois Securities Law of 1953 (815 ILCS 5) (the "Act").
6.     The activities of Respondent described in paragraph two (2) constitute an offer as the term "offer" is defined under Section 2.5a of the Act.
7.     The activities of Respondent described in paragraph three (3) constitute a sale as the term "sale" is defined under Section 2.5 of the Act.

Temporary Order of Prohibition

-2-

8. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 and 4 of the Act shall be registered either by coordination or qualification prior to their offer or sale in this State.
9. At all relevant times, the Respondent failed to register the security described in paragraph five (5) as required pursuant to Section 5 of the Act.
10. 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.
11. By virtue of the foregoing, the Respondent violated Section 12.A of the Act.
12. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the provisions of the Act for any person to fail to file any application, report or document required to be filed under the provisions of the Act or under any rule or regulation made by the Secretary of State pursuant to the Act.
13. By virtue of the foregoing, the Respondent violated Section 12.D of the Act.
14. By virtue of paragraphs two through four (2-4) the Respondent violated the Order that was entered against it by the Secretary of State on September 30, 1999.
15. The aforementioned findings are based upon credible evidence.
16. 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 to 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.
17. Based upon the above-referenced credible evidence, the Secretary of State deems it necessary to temporarily prohibit the offer or sale of any and all securities issued or issuable by the Respondent in the State of Illinois to prevent an imminent violation of the Act.
18. The entry of this Temporary Order prohibiting the Respondent 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 intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT pursuant to the authority granted by Section 11.F of the Act: Respondent Holoworld, Inc., its officers and directors, employees, agents, successors and assigns are hereby PROHIBITED from offering or selling any securities in the State of Illinois.

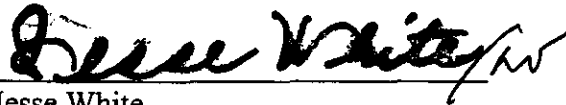
Temporary Order of Prohibition

-3-

NOTICE is hereby given that the Respondent may request a hearing on this matter by transmitting in writing to Securities Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) days of the date of entry of this Temporary Order of Prohibition. Upon receipt of a request for a hearing, a hearing will be scheduled as soon as reasonably practicable. Request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for ninety days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTES SUFFICIENT BASIS TO MAKE THE ORDER OF PROHIBITION FINAL.

DATED: This 21<sup>st</sup> day of April, 2003.



Jesse White  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

Samuel F. Freiman  
Office of the Secretary of State  
Illinois Securities Department  
69 West Washington Street, Suite 1220  
Chicago, Illinois 60602  
Telephone: (312) 793-3398