

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: A & R HOLDINGS & TRUST,
its officers, agents, affiliates, employees, successors
and assigns; and AARON RILEY

FILE NO C0200863

ORDER OF PROHIBITION

TO RESPONDENTS: A & R Holdings & Trust
 1420 S. 16th Avenue
 Maywood, Illinois 60153

Aaron Riley
1420 S. 16th Avenue
Maywood, Illinois 60153

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on March 12, 2003 which prohibited A & R Holdings & Trust and Aaron Riley (the "Respondents") from offering or selling securities in or from the State of Illinois until further order from the Secretary of State or his duly authorized representative;

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

WHEREAS, the Respondents have 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 the Respondents are 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 Findings of Fact as follows:

- 1 A & R Holdings & Trust ("A & R" or collectively with Riley, "Respondents") is an entity with a last known business address of 1420 S. 16th Avenue, Maywood, Illinois, 60153.
- 2 Aaron Riley ("Riley" or collectively with A & R, "Respondents") is an individual whose last known address is 1420 S. 16th Avenue, Maywood, Illinois, 60153 Respondent Riley is the Managing Agent for A & R.
- 3 Minnie Lang ("Lang") is a resident of Illinois.
- 4 Early in April, 1999, Lang was invited by a friend to attend an investment seminar ("Seminar 1") given by Respondents at a local Holiday Inn.
- 5 At Seminar 1, Respondents promoted an investment opportunity of GulfStream Building System, Inc. ("Gulfstream") which they said would provide a return 3 times the initial investment when it went public
- 6 On or about April 12, 1999, at Seminar 1, Respondents sold Lang 1500 shares of GulfStream for \$1500. Respondent Riley instructed Lang to make the check payable to "A & R Holdings & Trust," an account which Riley controlled. Respondents gave Lang a "Purchase Agreement with A & R Holdings & Trust for Gulfstream Building System, Inc Stocks," which confirmed her investment and promised Lang that the certificates for her investment would be mailed to her in 2 to 3 weeks.
- 7 In early May, 1999, Lang attended another investment seminar ("Seminar 2"), given by Respondents at the same location.
- 8 At Seminar 2, Respondents promoted an investment opportunity in Global Factoring Services Limited ("Global") which they said would provide a return 3 times the amount of the investment when Global went public
- 9 On or about May 8, 1999, at Seminar 2, Respondent sold Lang 1000 shares in Global for \$2190. Respondent Riley instructed Lang to make the check payable to "A & R Holdings & Trust," an account which he controlled. Respondents gave Lang a "Purchase Agreement with A & R Holdings & Trust for Global Factoring Services Limited for the BBT Product Stock" which confirmed her investment and promised Lang that the certificates for her investment would be mailed to her in 2 to 3 weeks "after stock opens on the market".

10. Shortly after her investment in Global, Lang received her certificate of shares in Global.
11. About one year after Lang's investment in Global, and numerous attempts by Lang to contact Respondents because of the lack of any return and lack of documentation, Respondent Riley finally called Lang. During this conversation, Respondent Riley gave Lang the choice to keep her investment in Global or he would return her original investment to her. Lang requested the return of her investment in Global.
12. On or about February 21, 2001, Respondents gave Lang a refund check for her \$2190 investment in Global.
13. To date, and after many requests by Lang, Respondents have failed and refused to provide certificates, statements and status reports for her investment in Gulfstream.
14. That the above-referenced shares of GulfStream and Global are securities as that term is defined in Section 2.1 of the Act.
15. That Section 5 of the Act, as amended, 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 this State.
16. That the securities discussed in paragraphs 5-13 above, were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
17. 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 any security except in accordance with the provisions of the Act.
18. That at all times relevant hereto, Respondent failed to file an application for registration of the above referenced securities with the Secretary of State.
19. 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 report or document required under the provisions of the Act or the rules thereunder.

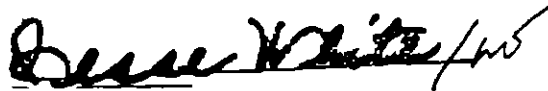
Order of Prohibition

-4-

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

NOW THEREFORE IT IS HEREBY ORDERED THAT: A & R Holdings & Trust and Aaron Riley are hereby PROHIBITED from offering or selling any securities in or from the State of Illinois.

ENTERED: This 30th day of April, 2003.



Jesse White
Secretary of State
State of Illinois

NOTICE: 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 1., Sec 130.1123). Any action for judicial review must be commenced within thirty-five days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:

Lauren McAfee
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