

**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

ORDER OF PROHIBITION

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

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

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on April 21, 2003 which prohibited Holoworld, Inc. (the "Respondent") 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. 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

Order of Prohibition

-2-

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.
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.

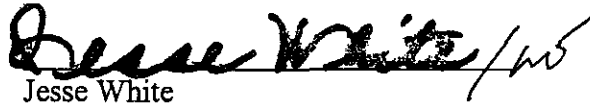
Order of Prohibition

-3-

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.

NOW THEREFORE IT IS HEREBY ORDERED THAT Holoworld, Inc. is hereby PROHIBITED from offering or selling any securities in the State of Illinois.

ENTERED: This 22nd day of May, 2003.

A handwritten signature in black ink, appearing to read "Jesse White" with a stylized flourish at the end.

Jesse White
Secretary of State
State of Illinois

NOTICE: This is a final order 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.