

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

IN THE MATTER OF:)	
)	
TURNKEY BUSINESS BROKERS, INC.,)	
its managers, officers, affiliates, subsidiaries,)	
representatives, successors, and assigns, and;)	
US3, LLC, its managers, officers, affiliates,)	File No. 1400149
subsidiaries, representatives, successors, and)	
assigns, and;)	
SITUS BUSINESS BROKERS, its managers,)	
officers, affiliates, subsidiaries, representatives,)	
successors, and assigns, and;)	
TERRENCE DONATI, an individual.)	
)	

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS:	Turnkey Business Brokers, Inc. 450 Shepard Drive, Suite 1 Elgin, IL 60123
	US3, LLC 450 Shepard Drive, Suite 1 Elgin, IL 60123
	Situs Business Brokers 450 Shepard Drive, Suite 1 Elgin, IL 60123
	Terrence Donati, a/k/a Terry Donati 933 Willow Lane Sleepy Hollow, IL 60118

INTRODUCTION

WHEREAS, pursuant to the authority granted under Section 10-55 of the Illinois Business Brokers Act of 1995 [815 ILCS 307] (the “Act”), the Secretary of State has determined that the offering or providing of business brokerage services by Respondent Terrence Donati, or by any person or employee in Respondents Turnkey Business Brokers, Inc., US3, LLC or Situs Business Brokers is subject to a Temporary Order of Prohibition.

WHEREAS, the Secretary of State finds that the grounds for such Temporary Order of Prohibition are as follows:

1. Respondent Turnkey Business Brokers, Inc., (“Turnkey”) is an Illinois Corporation, incorporated on 3/13/2013 and has the last known business address of 450 Shepard Drive, Suite 1, Elgin, IL, 60123.
2. Respondent US3, LLC, hereafter (“US3”), was an Illinois limited liability company which was involuntarily dissolved on February 14, 2014, in the State of Illinois and has a last known business address of 450 Shepard Drive, Suite 1, Elgin, IL, 60123.
3. Respondent Situs Business Brokers, hereafter (“Situs”), holds itself out as a provider of business brokerage services as well as providing services in the sale of commercial real estate. Respondent Situs has never been registered as an LLC or incorporated in the State of Illinois, and has a last known business address of Shepard Drive, Suite 1, Elgin, IL, 60123.
4. Respondent Terrence Donati a/k/a Terry Donati, hereafter (“Donati”), is a citizen of the State of Illinois with the last known residential address of 933 Willow Lane, Sleepy Hollow, IL, 60118. Donati is the founder of Respondents US3, LLC and Situs Business Brokers, and acts as Respondent US3, LLC’s agent and President and acts as the principal and Chief Business Broker of Respondent Situs Business Broker. Respondent Donati is also listed as the President and senior Business Broker of Respondent Turnkey.

COUNT I

FRAUD IN PROVIDING BUSINESS BROKER SERVICES

5. Section 10-45(a)(2)(B) of the Act states *inter alia* that the Secretary of State may conduct investigations and examinations whenever it appears to the Secretary of State, upon the basis of a complaint or information, that reasonable grounds exist for the belief that an investigation or examination is necessary or advisable for the more complete protection of the interests of the public. Pursuant to Section 10-45(a)(2)(B), an investigation was conducted by the Department into the brokerage services conducted by Respondents.

Temporary Order of Prohibition

-1400149-

6. During the course of the investigation, it was discovered that from at least January 1, 2014 to present, Respondents Turnkey *et al* were, and currently are, advertising and providing business brokerage services within the meaning of Section 10-5.10 of the Act.
7. On at least two known separate occasions, Respondents Donati and Turnkey responded to Illinois residents who inquired about businesses being listed for sale on the website <http://www.bizbuysell.com>.
8. Respondent Donati represented himself as a representative of Respondent Turnkey and stated that he provided business broker services and would broker the sale of the businesses inquired about on the website.
9. On or around January 22, 2014, the first Illinois resident contracted with Respondent Donati and Turnkey and made a check payable to Respondent US3 in the amount of \$5000 representing the conditional deposit to be held in escrow until the sale was finalized. This Illinois resident never received a signed copy of the agreement from Respondents. The sale of the business ultimately did not occur, and it took at least 3 months for Respondent Donati and Turnkey to return the \$5000.
10. On or around April 2, 2014, the second Illinois resident contracted with Respondent Donati and Turnkey and made two separate checks payable to Respondent US3 in the amounts of \$5000. The second Illinois resident was informed by Respondents Donati and Turnkey that one check would be deposited into escrow while the other would not be. However, both checks were cashed by Respondents Donati and Turnkey.
11. The funds of both Illinois residents were endorsed by Respondent US3 and placed into an account held by Respondent US3 which is a Business Statement Savings account at Parkway Bank and Trust. It was opened by Respondent Donati on December 11, 2012, and does not list that it is an escrow account for the benefit of Respondent Turnkey.
12. In fact, this account appears to be the normal business account for Respondents US3 and Turnkey. Moreover, there are various cash withdrawals drawn from this account by Respondent Donati.
13. Section 10-85(a) of the Act states *inter alia* that a business broker shall not, in connection with a contract for the services of a business broker, either directly or indirectly, do any of the following: (1) Employ any device, scheme or artifice 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 light of the circumstances under which they are made, not misleading, unless the statement is made in reasonable reliance on information provided by the client; (3) Engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon any person.
14. The activities described in paragraphs 8 through 13 constitute a violation of Section 10-85(a)(1), (2) and (3), respectively, of the Act.

Temporary Order of Prohibition
-1400149-

15. By virtue of the foregoing, Respondents Turnkey, US3, and Donati have each violated Section 10-85(a)(1), (2) and (3) of the Act.

COUNT II

FAILURE TO REGISTER

16. Paragraphs 1 through 16 are herein incorporated by reference.
17. Section 10-10 of the Act states *inter alia* that every person engaging in the business of business brokering shall be registered with the Office of the Secretary of State pursuant to the provisions of this Act.
18. Respondents Turnkey *et al* are currently not registered with the Office of the Secretary of State to engage in the business of providing business brokerage services. In fact, Respondent Donati has not been registered with the Office of the Secretary of State since December 31, 2012. Moreover, Respondents Turnkey, US3, and Situs, have never been registered with the State of Illinois as Business Brokers.
19. Section 10-85(b)(1) of the Act states *inter alia* that a business broker shall not directly or indirectly engage in the business of acting as a business broker without registration under this Act unless exempt under the Act.
20. By nature of the Foregoing, Respondents Turnkey, US3, Situs, and Donati have each violated Section 10-85(b)(1) of the Act.
21. Section 10-55(c) of the Act states *inter alia* that if the Secretary of State shall find that any person has violated any provision of this Act, the Secretary of State may, by written order temporarily or permanently prohibit or suspend such person from acting as a business broker.
22. Section 10-55(e) of the Act states *inter alia* the Secretary of State may temporarily prohibit or suspend, for a maximum period of 90 days, by an order effective immediately, the registration of a business broker or the business of providing business brokerage services, without notice and prior hearing, if the Secretary of State shall in his or her opinion, based on credible evidence, deem it necessary to prevent an imminent violation of this Act or to prevent losses to clients which the Secretary of State reasonably believes will occur as a result of a prior violation of this Act.

Temporary Order of Prohibition

-1400149-

NOW IT IS HEREBY ORDERED THAT:

Respondent **TURNKEY BUSINESS BROKERS, INC.**, and any representative or employee is **PROHIBITED** from providing business brokerage services in or from the State of Illinois for a period of 90 days, effective June 12, 2014, subject to further order of the Secretary of State.

Respondent **US3, LLC**, and any representative or employee is **PROHIBITED** from providing business brokerage services in or from the State of Illinois for a period of 90 days, effective June 12, 2014, subject to further order of the Secretary of State.

Respondent **SITUS BUSINESS BROKERS**, and any representative or employee is **PROHIBITED** from providing business brokerage services in or from the State of Illinois for a period of 90 days, effective June 12, 2014, subject to further order of the Secretary of State.

Respondent **TERRENCE DONATI, a/k/a TERRY DONATI**, is **PROHIBITED** from providing business brokerage services in or from the State of Illinois for a period of 90 days, effective June 12, 2014, subject to further order of the Secretary of State.

Delivery of this Order or any subsequent notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 12th day of June, 2014.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
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Illinois Securities Department
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Temporary Order of Prohibition

-1400149-

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

YOUR FAILURE TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER RECEIPT OF THIS ORDER SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE A SUFFICIENT BASIS TO MAKE THIS ORDER FINAL.

You are further notified that if you request a hearing that you may be represented by legal counsel, may present evidence; may cross-examine witnesses and otherwise participate. Failure to so appear shall constitute default unless any Respondent has upon due notice moved for and obtained a continuance.

A copy of the Rules and Regulations promulgated under the Illinois Securities Law and pertaining to hearings held by the Office of the Secretary of State, Illinois Securities Department, are available at the Departments website:

<http://www.cyberdriveillinois.com/departments/securities/abtil.html>