STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF:	MARTY BRICKEY, GREG CHADWELL, JOHN PUTNAM, BIG COLLISION GAMES US LLC, BIG COLLISION GAMES US INC., INTERZONE ENTERTAINMENT, LLC, AND THEIR OFFICERS, DIRECTORS, EMPLOYEES, AFFILIATES, SUCCESSORS, AGENTS AND ASSIGNS	File No. 1200126

FINAL ORDER OF PROHIBITION

TO THE RESPONDENTS:

Marty Brickey, Greg Chadwell, John Putnam, Big Collision Games US LLC, Big Collision Games US Inc., and Interzone Entertainment LLC
c/o James A. McGurk
Law Offices of James A. McGurk, P.C.
10 S. LaSalle St., Ste. 3300
Chicago, IL 60603

WHEREAS, on May 20, 2015, Jon K. Ellis, Hearing Officer for the Illinois Secretary of State Department of Securities (the "Department"), held a hearing pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130 Subpart K, (the "Code") to determine whether an Order should be entered against Marty Brickey, Greg Chadwell, John Putnam, Big Collision Games US LLC, Big Collision Games US Inc., and Interzone Entertainment LLC (collectively, the "Respondents"), granting such relief as may be authorized under the Act, including, but not limited to, a final order of prohibition from offering or selling securities in or from the State of Illinois and imposition of a monetary fine in the maximum amount, pursuant to Section 11 of the Act, payable within ten (10) business days of the entry of the Order.

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State.

WHEREAS, the proposed Findings of Facts, Conclusions of Law, and the Recommendation of the Hearing Officer in the above-captioned matter have been read and examined.

WHEREAS, the Respondent failed to file an Answer to the allegations set forth in the Notice of Hearing, served on or about March 11, 2015, as instructed by the Notice and as is required by Section 130.1104 of the Code.

WHEREAS, the Respondent presented no evidence, and did not appear in person or by counsel at the hearing.

WHEREAS, the following proposed Findings of Fact are correct and are hereby adopted by the Secretary of State:

1. The Exhibits have been offered and received from the Department and a proper record of all proceedings has been made and preserved as required by law.

2. The Hearing Officer has ruled on all motions and objections timely made and submitted.

3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and the subject matter dealt with herein, due and proper notice having been previously given as required by statue in this Matter.

4. As no Answer was timely filed, the Respondents are therefore deemed to be in default.

5. Respondent, Big Collision Games US Inc., was a Texas corporation with a last known address of 2101 W. Chesterfield Blvd., Ste. C100-303, Springfield, Missouri 65807-6946, which forfeited its existence on February 10, 2012.

6. Respondent, Big Collision Games US LLC, was a Texas limited liability company with a last known address of 2001 Bryan St., Ste. 3900, Dallas, Texas 75201-3093, which was voluntarily dissolved on September 13, 2010.

7. Respondent, Interzone Entertainment LLC, is a Missouri limited liability company with a last known address of 1949 E. Sunshine St., Ste. 1-130, Springfield, Missouri 65804.

8. Respondent, Marty Brickey, has been a Big Collision Games US Inc. director and a member of Big Collision Games US LLC and Interzone Entertainment LLC.

9. Respondent, Greg Chadwell, has been a Big Collision Games US Inc. director and a member of Big Collision Games US LLC and Interzone Entertainment LLC.

10. Respondent, John Putnam, has been a Big Collision Games US Inc. director and a member of Big Collision Games US LLC.

11. On January 26, 2011, Respondent Brickey met an Illinois investor at a bar in Chicago, Illinois.

12. Over a period of several days after that chance meeting, Respondents Brickey and Chadwell solicited the Illinois investor to participate in a Big Collision Games stock offering. Respondents Brickey and Chadwell communicated with the Illinois investor about their business plans and provided him with offering documents, including a Subscription Agreement.

13. The Subscription Agreement stated that it was for 100,000 shares of Class B Non-Voting Common Stock in Big Collision Games, Inc. with a purchase price of $100,000.

14. A Restrictive Stock Agreement provided that the physical custody of the original Class B Stock Certificate would remain with Big Collision Games, Inc., but a copy would be provided to the investor.

15. The Illinois investor was told that his money would be used to finish production of a multiplayer, online soccer game.

16. The Illinois investor was also told that his investment would be a "bridge deal." In 18 months, he could elect, at his sole discretion, to have the company buy his shares. He was guaranteed $2 a share, but was told that he might even get $5-$9 a share.

17. The Illinois investor was also told that (i) the company needed another million dollars for the "bridge raise" and then all the company's efforts would be focused on the launch; (ii) the company was "in the final weeks of development and launch;" and (iii) the launch would happen in Europe, the United States, and Central America in the 2nd Quarter of the year.

18. The Illinois investor was encouraged to help the company find other investors for the soccer game, as well as for an online golf game that was being proposed. He was assured that new investors would also be able to expect a high return in 18-24 months.

19. On February 1, 2011, the Illinois investor wired $100,000 for his investment in Big Collision Games, Inc. The wire went to an account in the name of Big Collision Games US LLC. Respondents Brickey and Chadwell were signatories on the account. The account was overdrawn when the Illinois investor's money was deposited.

20. More than $55,000 of the Illinois investor's money was transferred to other bank accounts, for which Respondent Brickey and/or Respondent Chadwell were signatories, in the names of Interzone Entertainment LLC, Big Collision Games US Inc., and another corporation. Records from all four business accounts showed that at least $51,000 of the Illinois investor's money was (i) withdrawn in cash by, (ii) wired or transferred to the personal accounts of, or (iii) withdrawn in checks payable to Respondents Brickey,

Chadwell, and Putnam and Respondent Brickey's wife. Other expenditures included hotels, airfare, virtual office space, payments to trade platforms for virtual goods of online games, website services, restaurants, shopping, phone bill payments, and credit card payments. Less than a thousand dollars remained of the Illinois investor's money by the end of March 2011. Nothing was left by July 5, 2011.

21. After the Illinois investor made his investment, he learned that the Respondents previously had a studio in Perth, Australia where they worked on the soccer game. Respondent Brickey stated that they lost confidence in the Perth studio and shut it down. Respondent Brickey further stated that a "slander campaign" was launched against the Respondents, but, since then, the company had been restructured and the game was ready for commercialization.

22. According to news reports, Respondents Brickey and Chadwell operated in Australia as Interzone Pty. The company was liquidated, allegedly, owing AUD 1 million in taxes and AUD 500,000 in unpaid wages to studio employees.

23. The Illinois investor was repeatedly assured that major game publishers and venture capitalists in the United States, Europe, South America, and the Middle East were interested in working with or investing in the Respondents.

24. In March 2011, the Illinois investor was told that Respondents were looking for investors to begin preproduction of the planned golf game. He was also sent information about the business plans for the golf game, so that he could share the information with his contacts who might be interested in investing with the Respondents.

25. In September 2011, the soccer game still had not been released and the Illinois investor was looking to get out of his investment with the Respondents. On September 23, 2011, he was told:

> *Right now we are set to close a round of funding on October 3rd that will allow us to finish the game and start shipping to our publishers by the end of the year. This will be followed up with a substantial round of funding that will offer us the opportunity to offer buyouts at a profit within the next 6 months. We can unwind your deal if necessary... It would take us 30-90 days to put it in the budget and get the deal undone.*

26. On February 14, 2012, the Illinois investor was told:

> *[W]e have structured a deal that will allow you to get out ahead of everyone else, however, we have to complete the funding we have been rocking on for the past 9 months before this can happen. Where that stands today is the [sic] agency who brokered this deal has indicated that the funder will be ready to close this in the next few days. Once it closes the first funds will arrive within 3 days, and the*

funds that will allow us to unwind your deal will arrive 15 days after that. We are totally subjective [sic] to this deal getting done before we can proceed and I do believe we are finally winding this up to get [t]he game finished and launched.

27. Communications between the Illinois investor and Respondent Brickey became increasingly acrimonious. On February 28, 2012, Respondent Brickey told the Illinois investor:

No amount of threats or pressure you apply will speed up the process, we are working as hard as we can. I am fully leveraged on this deal and if people are self destructive on this I will walk away, file personal bankruptcy, and start over [sic]. The lawyers who handled all of our legal work can handle any allegations of securities violations. Best course of action is to remain patient for as long as it takes and let me get you out.

28. On April 16, 2012, the Respondents sent the Illinois investor a Standstill Agreement for his signature. The Standstill Agreement acknowledged the Illinois investor's $100,000 investment and that Big Collision Games, Inc. had been unable to return his money due to financial difficulties beyond its control. By signing it, the Illinois investor would be agreeing to "forebear in the exercise and complaint of any claimed right" related to the investment for six months. However, the Illinois investor declined to sign.

29. On May 21, 2012, the Illinois investor was told that the expected funding still had not been provided, but that the Respondents would enforce their legal rights and had already sent demand letters to two of the parties that had not yet provided funding.

30. On August 6, 2012, the Illinois investor was told that a deal might happen which would allow all of the outside investors to be paid. If that deal fell through, another deal would allow the soccer game to launch and some of the investors would be bought out, including the Illinois investor. The Illinois investor was told that, either way, he would be "out first[,] in the next 91-120 days."

31. On September 26, 2012, unknown to the Illinois investor, a lawsuit was brought against Respondent Brickey and Interzone Entertainment, LLC. The two individual plaintiffs, residing in Nevada, alleged that they loaned $175,000 to Respondent Brickey on June 2, 2008, which he failed to repay, and he also failed to provide the plaintiffs with promised shares of Interzone. The case was settled privately and dismissed on February 5, 2014.

32. Furthermore, the Illinois investor was never provided with a copy of his stock certificate and was unaware that Big Collision Games US Inc. forfeited its existence on February 10, 2012.

33. At least as of March 2, 2015, upon information and belief, the Respondents have not released the soccer game.

34. At least as of March 2, 2015, upon information and belief, the Illinois investor's investment contract has not been rescinded nor has the Illinois investor been offered a buyout for the guaranteed $2 a share or any other amount.

35. At least as of March 2, 2015, the Respondents have not filed registration documents with the Department for any securities offering.

36. The above-mentioned activity constitutes the public offering of securities, as those terms are defined pursuant to Section 2.1 and 2.5a of the Illinois Securities Law of 1953, [815 ILCS 5/1 et seq.,] (the "Act").

37. Section 5 of the Act provides, *inter alia*, that all securities, unless otherwise provided in Section 2a, 3, 4, 6 or 7 of the Act, shall be registered prior to their offer or sale in this State of Illinois.

38. Section 12.A of the Act provides, *inter alia*, that it shall be a violation of the Act to offer or sell any security except in accordance with the Act.

39. At all times relevant hereto, the securities publicly offered by the Respondents were unregistered in the State of Illinois.

40. Section 12.B of the Act provides, *inter alia*, that it shall be a violation of the Act to deliver to a purchaser any security required to be registered under the Act, unless accompanied or preceded by a prospectus that meets the requirements of the applicable subsection of Section 5, Section 6 or Section 7 of the Act.

41. At all times relevant hereto, the securities purchased by the Illinois investor were not accompanied or preceded by a prospectus meeting the requirements of the Act.

42. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the Act to fail to file with the Secretary of State any application, report, or document required to be filed under the Act.

43. At all times relevant hereto, the Respondents failed to file any registration applications with the Secretary of State.

44. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act to engage in any transaction, practice, or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.

45. At all times relevant hereto, the Respondents, as a course of business, deceived the Illinois investor as to how his investment was used and Respondents' realistic business plans, dealings, and expectations.

46. Section 12.G of the Act provides, *inter alia,* that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

47. At all times relevant hereto, the Respondents withheld material information about their past performance and current activities.

48. By virtue of the foregoing, the Respondents, Marty Brickey, Greg Chadwell, John Putnam, Big Collision Games US LLC, Big Collision Games US Inc., and Interzone Entertainment LLC, have violated Sections 12.A, 12.B, 12.D, 12.F and 12.G of the Act.

49. Section 11.F(2) of the Act provides, *inter alia,* that the Secretary of State may temporarily prohibit or suspend, by an order effective immediately, the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems 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.

50. On January 16, 2015, the Secretary of State entered a Temporary Order of Prohibition, whereby the Respondents were prohibited from offering and/or selling securities in or from the State of Illinois until further order of the Secretary of State.

51. On February 12, 2015, the Department received a request for a hearing from the Respondents.

52. On February 24, 2015, the Department and the Respondents agreed to continue in effect the Temporary Order issued on January 16, 2015, until the conclusion of the administrative hearing and entry of the final Findings of Fact and Conclusions of Law or other entry of a Final Order in this case, and the Secretary of State issued a Consent Order to Continue Temporary Order of Prohibition.

53. Section 11.E(1) of the Act provides, *inter alia,* if the Secretary of State finds that the offer or sale or proposed offer or sale or method of offer or sale of any securities by any person, whether exempt or not, in this State, is fraudulent, or would tend to work a fraud or deceit, or is being offered or sold in violation of Section 12, or there has been a failure or refusal to submit any notification filing or fee required under the Act, the Secretary of State may be written order prohibit or suspend the offer or sale of securities by that person or deny or revoke the registration of the securities or the exemption from registration for the securities.

54. Section 11.E(4) of the Act provides, *inter alia,* that the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation, or order not to exceed ten thousand dollars ($10,000) for each violation of the

Act, may issue an order of public censure, and may charge as costs of investigation all reasonable expenses.

55. By virtue of the foregoing, Respondents are subject to a fine of up to ten thousand dollars ($10,000) per violation, costs of investigation, an order of censure and an order which permanently prohibits the Respondent from offering or selling any securities in this State.

56. The Department's burden of proof is the preponderance of the evidence.

57. The record shows that the actions, statements, representations, and/or omissions of the Respondents constitute violations of the Act based upon the Respondents' (i) failure to register the securities in the State of Illinois, (ii) failure to provide a prospectus meeting the requirements of the Act prior to or at the time the Illinois investor purchased the securities, (iii) failure to file registration applications with the Secretary of State, (iv) engaging in a course of business of deceiving the Illinois investor as to how his investment was used and the Respondents' realistic business plans, dealings, and expectations, and (v) withholding material information about the Respondents' past performance and current activities.

WHEREAS, the proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

1. The actions, statements, representations, and/or omissions of the Respondents made, in connection with the offer or sale of securities to an Illinois purchaser, not in accordance with the provisions of the Act are violations of Section 12.A of the Act.

2. The actions, statements, representations, and/or omissions of the Respondents made, in connection with the offer or sale of securities to an Illinois purchaser, by delivering any security required to be registered under the Act, unless accompanied or proceeded by a prospectus that meets the requirements of the pertinent subsection of Section 5, Section 6, or Section 7 of the Act, are violations of Section 12.B of the Act.

3. The actions, statements, representations, and/or omissions of the Respondents made, in connection with the offer or sale of securities to an Illinois purchaser, by failing to file with the Secretary of State any application, report, or document required to be filed under the Act are violations of Section 12.D of the Act.

4. The actions, statements, representations, and/or omissions of the Respondents, made in connection with the offer or sale of securities to an Illinois purchaser, that worked or tended to work a fraud or deceit upon that purchaser are violations of Section 12.F of the Act.

5. The actions, statements, representations, and/or omissions of the Respondents which were untrue or misleading of material facts and were made to obtain money from an Illinois purchaser are violations of Section 12.G of the Act.

6. By virtue of the foregoing and because of the Findings of Fact and the Exhibits admitted as Secretary of State Exhibit Nos. 1 through 34, the Respondents are subject to a fine of up to $10,000 per violation of the Act, an order of censure, and an order which temporarily or permanently prohibits the Respondents from offering or selling securities in the State of Illinois.

7. The entry of a final written Order that permanently prohibits the Respondents from offering or selling securities in the State of Illinois is proper in this Matter, given the conduct of the Respondents as described in Secretary of State Exhibit Nos. 1 through 34.

WHEREAS, the Hearing Officer recommends that a written Final Order be entered pursuant to Sections 11.E(1) and 11.E(2) of the Act that permanently prohibits the Respondents offering or selling securities in the State of Illinois.

WHEREAS, the proposed Recommendation of the Hearing Officer is adopted by the Secretary of State.

NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to the foregoing Findings of Fact, Conclusions of Law, and the Recommendation of the Hearing Officer, the Respondents are permanently PROHIBITED from offering or selling securities in the State of Illinois.

ENTERED: This 1st day of June, 2015

Jesse White

JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the 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 the Order, shall be guilty of a Class 4 felony for each offense.

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, Section 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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