

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: )  
OVANES "JOHN" MIKAELIAN )  
AAA VENTURE BUSINESS BROKERS LTD. )  
a/k/a VENTURE BUSINESS BROKERS LTD. )  
And his/their partners, officers and directors, )  
managers, agents, employees, affiliates, )  
successors and assigns. )

No. C1300005

TO RESPONDENTS: OVANES "JOHN" MIKAELIAN  
111 KRISTIN CIRCLE  
SCHAUMBURG, ILLINOIS 60195

AND

AAA VENTURE BUSINESS BROKERS LTD.  
111 KRISTIN CIRCLE  
SCHAUMBURG, ILLINOIS 60195  
AND/OR  
P.O. BOX 482  
ARLINGTON HEIGHTS, ILLINOIS 60006

**CONSENT ORDER OF PROHIBITION, REVOCATION,  
RESTITUTION AND FINE**

WHEREAS, Respondents Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd. on the 13<sup>th</sup> day of March 2014 executed a certain Stipulation to Enter Consent Order of Prohibition, Revocation, Restitution and Fine (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondents Respondents Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd. have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated June 6, 2013 in this proceeding (the "Notice") and Respondents have consented to the entry of this Consent Order of Prohibition, Revocation, Restitution and Fine ("Consent Order").

WHEREAS, by means of the Stipulation, Respondents Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd.

acknowledged that the following allegations contained in the Notice shall be, and are, adopted as the Secretary of State's Findings of Fact:

1. Respondent Ovanes "John" Mikaelian (hereinafter at times "Mikaelian" or together with AAA Venture Business Brokers Ltd. "Respondents") has a last known address of 111 Kristin Circle, Schaumburg, Illinois 60195.
2. Respondent AAA Venture Business Brokers Ltd. ( hereinafter at times "Venture" or together with Mikaelian "Respondents) is an Illinois corporation with a last known address of 111 Kristin Circle, Schaumburg, Illinois 60195, and has a mailing address of P.O. Box 482, Arlington Heights, Illinois 60006.
3. Respondent Mikaelian is the sole shareholder, director, officer and employee of Venture.
4. Mikaelian at times operated AAA Venture Business Brokers Ltd. under the abbreviated name of Venture Business Brokers Ltd.
5. Respondents AAA Venture Business Brokers Ltd. and Ovanes "John" Mikaelian are currently registered with the Secretary of State of Illinois as business brokers, and have been so registered since March 17, 2003.
6. In August 2011, Respondents Mikaelian and Venture contracted with a business seller ("Client") to act as Client's agent in brokering the sale of an auto body shop located in Des Plaines, Illinois (the "Business") to a third-party ("Buyer").
7. In that contract Client agreed to sell the Business to Buyer for a purchase price of \$205,000.00.
8. In August 2011 Respondents Mikaelian and Venture took \$20,000.00 from Buyer as a deposit on the purchase (the "Earnest Money"). Buyer paid the Earnest Money by writing a check for \$20,000.00 payable to Venture Business Brokers, Ltd.
9. The \$20,000 Earnest Money was endorsed by Venture Business Brokers, Ltd. and deposited into Respondents' general account at Harris Bank.
10. Respondents represented to both the Client and the Buyer that the Earnest Money would be held in escrow.
11. In fact, Respondent Mikaelian did not place the Earnest Money into escrow, but rather, deposited it into Respondents' general business banking account under the name "Venture Business Brokers, Ltd."


12. Client and Buyer were unable to effect the close of the sale of the "Business", and the Client and Buyer authorized the release and return of the \$20,000 Earnest Money to the Buyer.
13. However, Respondents Mikaelian and Venture have refused and failed to return the Earnest Money to Buyer.
14. Respondents refused to return the Earnest Money because Respondent Mikaelian spent the money for personal and business purposes.
15. The Venture Business Brokers, Ltd. bank account is depleted to below \$20,000, is usually overdrawn, and as such, Respondent Mikaelian and Venture are insolvent and unable to pay their debts.
16. The activities described in paragraph 5 through 8, above, are the activities of a business broker as defined by Section 10-5.10 of the Illinois Business Brokers Act of 1995 (the "Act"). 815 ILCS 307/10-1 et seq.
17. Section 10-40(a) of the Act states, in pertinent part, that the Secretary of State may deny, suspend or revoke a registration of a business broker if the business broker: 1) is insolvent; or 2) has violated any provision of this Act.
18. Section 10-40(b) of the Act states that the Secretary of State may by summary order deny, suspend or revoke a registration of a Business Broker pending final determination of any proceeding under Section 10-40.
19. As stated in paragraphs 13 through 14, above, Respondents are insolvent and are financially unable to perform their contractual obligations and duties as business brokers.
20. Section 10-85(a) of the Act states in pertinent part that a business broker shall not, in connection for the services of a business broker, either directly or indirectly: (1) employ any device, scheme, or article 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 the light of circumstances under which they are made, not misleading; or (3) engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon any person.
21. The activities described in paragraphs 8 through 14, above, constitute a violation of Section 10-85(a)(1), (2) and (3), respectively, of the Act.
22. The Activities described in paragraphs 13-14 above, constitute a violation of Section 10-40 of the Act.

23. Pursuant to Section 10-55 of the Act, if the Secretary of State determines, after notice and opportunity for a hearing, that Respondents violated the Act, the Secretary of State may impose an administrative fine of \$10,000.00 for each violation.
24. Respondents Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd. have violated Section 10-85(a)(1), (2) and (3), respectively, of the Act; and have violated Section 10-40 of the Act.

**NOW THEREFORE IT IS HEREBY ORDERED THAT:**

- a. The registrations of **Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd.**, to conduct Business Broker Activities in or from the State of Illinois are **REVOKED**.
- b. Respondents **Ovanes "John" Mikaelian and AAA Venture Business Brokers, Ltd. a/k/a Venture Business Brokers, Ltd.**, are **PROHIBITED** from offering business brokering services in or from the State of Illinois.
- c. Respondents shall pay full Restitution to the victim (identity known to Respondents) in the amount of \$20,000 plus \$2000 interest (less \$1,000 already paid) by September 1, 2015 according to the following schedule:
  1. \$5,250.00 is payable on or before July 1, 2014.
  2. \$5,250.00 is payable on or before December 1, 2014.
  3. \$5,250.00 is payable on or before May 1, 2015.
  4. \$5,250.00 is payable on or before September 1, 2015.
- d. Respondents shall provide the Department, Chicago office with proof (satisfactory to the Department) of each payment, said proof to be provided within 10 business days of the date of payment.
- e. Respondents shall pay a **FINE** to the Department in the amount of \$5,000.00 on or before September 1, 2015.
- f. The Department will initiate no action for alleged violations of the Act that occurred prior to February 26, 2014 provided Respondents comply with this Order.

Dated: This 18<sup>th</sup> day of March 2014.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:  
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