

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

IN THE MATTER OF:)	
)	
)	
CELLPHONIA INTERNATIONAL, INC.,)	
its managers, officers, affiliates, subsidiaries,)	
representatives, successors, and assigns; and,)	File No. 1500445
CELLPHONIA USA, INC.,)	
its managers, officers, affiliates, subsidiaries,)	
representatives, successors, and assigns; and,)	
IMRAN RATHOD, an individual.)	

NOTICE OF HEARING

TO THE RESPONDENTS: **Cellphonia International, Inc.
6747 North Harding Avenue
Lincolnwood, IL 60712**

**Cellphonia USA, Inc.
6747 North Harding Avenue
Lincolnwood, IL 60712**

**Imran Rathod
7100 North Keystone
Lincolnwood, IL 60712**

**TO THE ATTORNEY
FOR RESPONDENTS:** **The Law Offices of Sharon Corse
Attention: Sharon Corse
8401 Crawford Avenue, Suite 104
Skokie, IL 60076**

You are hereby notified that pursuant to Section 11.E of the Illinois Securities law of 1953 [815 ILCS 5/1 et. Seq.] (The "Act"), and Ill. Adim. Code 130, Subpart K; a public hearing will be held at 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602, on the 9th day of August, 2017, at the hour of 10:00 AM, or as soon as possible thereafter, before Canella (Connie) Henrichs or such duly designated Hearing Officer of the Secretary of State.

Said Hearing will be held to determine whether an Order shall be entered pursuant to Sections 11.E and 11.F of the Act prohibiting Respondents from selling or offering for sale securities in the State of Illinois, and/or granting such other relief as may be authorized under the

Act including but not limited to imposition of a monetary fine in the maximum amount pursuant to 11.E(4) of the Act, payable within ten (10) business days of the order.

OFFER AND SALE OF UNREGISTERED SECURITIES

The grounds for such proposed actions are as follows:

1. Respondent Cellphonia International, Inc. was an Illinois Corporation incorporated on March 24, 2009, involuntarily dissolved on August 12, 2016, and had a last known address of 6747 North Harding Avenue, Lincolnwood, IL 60712.
2. Respondent Cellphonia USA, Inc. was an Illinois Corporation incorporated on May 6, 2013, involuntarily dissolved on October 14, 2016, and had a last known address of 6747 North Harding Avenue, Lincolnwood, IL 60712.
3. Respondents Cellphonia International, Inc. and Cellphonia USA, Inc. hereafter collectively referred as ("Cellphonia") was engaged in the business of owning and operating various kiosks which sold cell phone supplies, and were located in several malls in Illinois, Indiana, Wisconsin, and Florida.
4. Respondent Imran Rathod, ("Rathod") is the President of both Respondents Cellphonia International, Inc. and Cellphonia USA, Inc. Respondent Rathod has a last known address of 7100 North Keystone, Lincolnwood, IL 60712.
5. Beginning in or around January 2013, Respondent Rathod began offering individuals investments in Respondent Cellphonia. These investments ranged from purchasing inventory for the kiosks, funding the construction of kiosks in malls, and paying the rent for kiosks located in the various malls.
6. Investor A, an Illinois resident, entered into a promissory note whereby Investor A invested the sum of \$15,000 in Respondent Cellphonia in or around September 23, 2014. On September 24, 2014, Investor A paid for the manufacture of a kiosk on September 24, 2014.
7. Investor B, an Illinois resident, entered into an investment contract whereby Investor B, for a \$25,000 investment, would receive 50% of the profits generated by a specified Cellphonia location on a monthly basis.
8. The offer or sale promissory notes and investment contracts in Respondent Cellphonia constituted the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
9. Section 5 of the Act requires the registration of a security being offered or sold in the State of Illinois unless an exemption applies.

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10. To date, Respondents Cellphonia and Rathod have not registered any securities with the Secretary of State of Illinois in accordance with the Act.
11. Section 12.A of the Act states *inter alia* that it shall be a violation of this Act for any person to offer or sell any security except in accordance with the provisions of this Act.
12. Section 12.D of the Act states *inter alia* that it shall be a violation of the provisions of this Act for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.

NOTICE

You are further notified that you are required pursuant to Section 1104 of the Rules to file an answer to the allegations outlined above, or other responsive pleading within 30 (thirty) days of this notice. Your failure to do this within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to appear shall constitute default by you.

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 Department's website:

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

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondent.

Date of Mailing: 26th day of April 2017



JESSE WHITE
Secretary of State
State of Illinois

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Advisors for the Secretary of State:
Frank Loscuito
Office of the Secretary of State
Illinois Securities Department
69 West Washington Street, Suite 1220
Chicago, Illinois 60602
Telephone: (312) 793-7319

Hearing Officer:
Canella (Connie) Henrichs
canellah@aol.com