

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

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**IN THE MATTER OF: EDWARD RYAN; ALUMIN USA, LTD.;**  
\_\_\_\_\_

)  
) **File No. C1200266**  
)

**ORDER OF PROHIBITION**

**TO THE RESPONDENTS:** EDWARD M. RYAN  
10 S. Freeman Road  
South Barrington, Illinois 60010

ALUMIN USA, LTD.  
ATTN: Edward Ryan, President  
10 S. Freeman Road  
South Barrington, Illinois 60010

WHEREAS, the above-captioned matter came to be heard on February 28, 2018, pursuant to the Amended Notice of Hearing dated September 18, 2015, filed by Petitioner Secretary of State, and the record of the matter under the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") has been reviewed by the Secretary of State or his duly authorized representative.

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 Fact, Conclusions of Law and Recommendations of the Hearing Officer, George F. Berbas., in the above-captioned matter have been read and examined.

WHEREAS, the proposed Findings of Fact of the Hearing Officer concerning Respondents Edward M. Ryan and Alumin USA, LTD are correct in part and incorrect in part and are hereby adopted as modified as the Findings of Fact of the Secretary of State:

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1. Alumin USA, LTD (“Respondent Alumin” or collectively with Respondent Edward M. Ryan, “Respondents”) was an Illinois corporation. Its last known address is 10 S. Freeman Road, South Barrington, Illinois 60040.
2. Edward M. Ryan (“Respondent Ryan”) was the sole “manager” of Respondent Alumin. His last known address 10 S. Freeman Road, South Barrington, Illinois 60040.
3. Between March 2011 and September 2011, Respondent Ryan solicited and sold to investors promissory notes issued on behalf of Respondent Alumin that promised investors 10 percent rates of return due within one year of the investment (“Notes” or “Note”) and preferred shares of stock (“Shares”).
4. Investor WM is a resident of the State of Illinois.
5. On or about March 2, 2011, on behalf of Respondent Alumin, Respondent Ryan sold five percent of preferred stock Investor WM. In exchange, WM gave to Respondent Ryan a check in the amount of \$60,000.00, which was deposited into Respondent’s account.
6. On or about July 27, 2011, Respondent Alumin, through a third party offered and sold to Investor MP a \$40,000.00 10% promissory note, with principal and interest due in 90 days. In exchange, MP gave to the third party a check in the amount of \$40,000.00.
7. On or about August 8, 2011, Respondent Ryan deposited \$27,000.00 of MP’s funds into Respondent Alumin’s Chase bank account and paid \$5,000.00 each, directly to them personally.
8. From on or about March 2011 through December 2011, Respondent Ryan transferred and/or withdrew approximately \$24,747.65 from Respondent Alumin’s bank account.
9. From on or about March 2011 through December 2011, Respondent Ryan paid approximately \$11,200.00 to a family member, using funds from Respondent Alumin’s bank account.
10. From on or about March 2011 through December 2011, Respondent Ryan made numerous personal and/or unrelated transactions using Respondent Alumin’s bank account, totaling approximately \$32,875.63.
11. On or about September 19, 2011, Respondents Ryan and Alumin paid approximately \$2,000.00 “services rendered” to Welker using funds from Respondent Alumin’s bank account.

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12. According to Investors, Respondent Ryan told them that the investor funds would be used to for Respondent Ryan's lighting company, Respondent Alumin.
13. To date, despite demands, the Respondents have failed to pay the Investor MP the principal and interest, pursuant to the terms of the promissory notes.
14. Investor Plaza only received \$3,000.00 back from her original investment of \$40,000.00.

WHEREAS, the Secretary of State finds the proposed Conclusions of Law of the Hearing Officer to be correct in part and incorrect in part and are hereby adopted as modified, based on the law and the record in this matter, and adopts them as the Conclusions of Law of the Secretary of State:

1. The Department properly served the Notice of Hearing on Respondents.
2. The Notice of Hearing included the information required under Section 1102 of the Code.
3. The Secretary of State has jurisdiction over the subject matter pursuant to the Act.
4. Because of Respondents' failure to file a timely answer, make a special appearance or other responsive pleading in accordance with Section 1104:
  - (a) the allegations contained in the Notice of Hearing are deemed admitted;
  - (b) Respondents waived their right to a hearing;
  - (c) Respondents are subject to an Order of Default.
5. Because Respondents Edward M. Ryan and Alumin USA, LTD failed to appear at the time and place set for hearing, in accordance with Section 1109, they:
  - (a) waived their right to present evidence, argue, object or cross-examine witnesses; or
  - (b) otherwise participate at the hearing.
6. The promissory notes in Respondent Alumin USA, LTD constitute securities as those terms are defined in Sections 2.1, 2.5 and 2.5a of the Act.
7. The activities described above and in the Proposed Findings of Fact constitute the offer and sale of securities, as those terms are defined in Section 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*

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8. Section 12.A of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, (the "Act") states that it shall be a violation of the provisions of this Act for any person to "offer or sell any security except in accordance with the provisions of this Act."
9. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
10. Section 12.C of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, (the "Act") states that it shall be a violation of the provisions of this Act for any person to "act as a dealer, salesperson, investment adviser, or investment adviser representative, unless registered as such, where such registration is required, under the provisions of this Act."
11. Section 8 of the Act provides, *inter alia*, that except as otherwise provided, every dealer, limited Canadian dealer, salesperson investment adviser, and investment adviser representative shall be registered as such with the Secretary of State.
12. 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 provisions of this Act or any rule or regulation made by the Secretary of State pursuant to the Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 of the Act.
13. Respondent Ryan failed to file an application for registration of the above-referenced securities with the Secretary of State and as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer and sale in the State of Illinois.
14. Respondents Ryan failed to file an application for registration as a salesperson with the Secretary of State, pursuant to Section 8 of the Act prior to the sale of securities to investors.
15. Section 12.F of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the Act for any person 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."
16. Section 12.G of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the Act for any person to "obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading."

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17. Section 12.I of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the Act for any person to “employ any device, scheme or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly.”
18. That by virtue of the foregoing, the Respondents have committed a violation of Sections 12.A, 12.C, 12.D , 12.F, 12.G, and 12.I of the Act.

WHEREAS, the Hearing Officer recommended that:

1. An Order be entered against Respondent Edward M. Ryan prohibiting him from offering or selling securities in or from the State of Illinois.
2. An Order be entered against Respondent Alumin USA, LTD prohibiting him from offering or selling securities in or from the State of Illinois.
3. An Order be entered fining Respondents Edward M. Ryan and Alumin USA, LTD \$100,000.00, jointly and severally.

WHEREAS, the Hearing Officer found the Respondents in default and recommended that the Secretary of State PROHIBIT Respondents Edward M. Ryan and Alumin USA, LTD from offering or selling securities in the State of Illinois; and the Department accepts the recommendation of the Hearing Officer.

WHEREAS, the Secretary of State accepts the Recommendations of the Hearing Officer and has determined based upon the Findings of Fact and Conclusions of Law that an Order shall be entered permanently PROHIBITING Respondents Edward M. Ryan and Alumin USA, LTD from offering or selling securities in the State of Illinois.

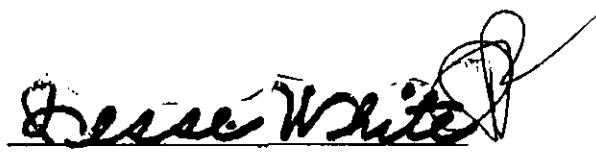
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NOW THEREFORE, IT SHALL BE AND IS HEREBY ORDERED THAT:

1. Edward M. Ryan is **PROHIBITED** from offering, and/or selling securities in the State of Illinois;
2. Alumin USA, LTD is **PROHIBITED** from offering, and/or selling securities in the State of Illinois;
3. Edward M. Ryan and Alumin USA, LTD are **FINED** in the amount of \$100,000.00, jointly and severally.

ENTERED: This 25<sup>th</sup> day of September 2018.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Date of Mailing: 25<sup>th</sup> day of September 20 18

**NOTICE:** Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953, as amended, 815 ILCS 5/1 et seq. (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 this Order, shall be guilty of a Class 4 felony.

This is a Final Order subject to judicial 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. I, Sec. 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. Mailing of this Order to the Respondent or representative of record constitutes service of the Order.

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