

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

IN THE MATTER OF: L.A. POWER &
LIGHT, L.L.P., its officers, agents, affiliates,
employees, successors and assigns

File No: C0000026

ORDER OF PROHIBITION

TO THE RESPONDENT: L.A. Power & Light, L.L.P.
 1355 West Palmetto Park Suite 145
 Boca Raton, Florida 33486

WHEREAS, the above captioned matter came to be heard on September 4, 2002 pursuant to an Amended Notice of Hearing dated June 10, 2002 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 and Conclusions of Law and Recommendation of the Hearing Officer, Richard M. Cohen, in the above captioned matter have been read and examined;

WHEREAS, the Findings of Fact of the Hearing Officer are accepted and are hereby adopted as the Findings of Fact of the Secretary of State as follows:

1. The Department gave proper notice of this hearing to Respondent.
2. The Department has personal jurisdiction over Respondent under Section 11.F of the Act, pursuant to its proper service of the Notice of Hearing.
3. Respondent did not appear at the hearing, either personally or through counsel.
4. Respondent is found to be in default.
5. Exhibits have been offered and received from the Department, admitted into evidence, and a proper record of all proceedings has been made and preserved as required.

6. There are no outstanding petitions, motions, or objections in the proceeding.
7. Respondent L.A. Power & Light, L.L.P. ("LAPL") is a business entity maintaining a place of business at 1355 West Palmetto Park Suite 145, Boca Raton, Florida 33486. LAPL was purportedly formed to raise proceeds to acquire an electric utility license and provide electricity to consumers.
8. At all relevant times, Donald LaBarre ("DL") was the initial managing partner of LAPL with a last known address of 1355 West Palmetto Park Suite 145, Boca Raton, Florida 33486.
9. At all relevant times, Al Lawrence ("AL") was a salesperson for LAPL with a last known address of 1355 West Palmetto Park Suite 145, Boca Raton, Florida 33486.
10. In August or September of 1999, AL placed an unsolicited telephone call to one or more Illinois residents offering information about LAPL and the possibility of investing therein.
11. Richard Bell ("RB"), resides at 706 72nd Street, Downers Grove, Illinois 60516. RB was solicited by AL to invest in LAPL.
12. In October of 1999, Respondent sent to one or more Illinois residents a packet of information including a Subscription Agreement ("Agreement"). The Agreement stated as follows:
 - A. Investments in the partnership may be made at \$19,675 per Unit. The documents also state that one-half and one-quarter Units may be purchased.
 - B. Investors were also afforded the opportunity to participate in the management of the company by running for an elected office within the company and holding that office for an extended period of time.
 - C. The decision of an investor to assist in the management of the company did not effect the status of his investment.
13. In October of 1999, RB invested \$19,675 in LAPL when he purchased one Unit. Shortly thereafter RB was offered the opportunity to run for an elected office within the company which he declined.
14. Notwithstanding LAPL's purported offer of management opportunities, on information and belief, Unit purchasers have no meaningful involvement in the running of LAPL:

- A. Unit purchasers generally have never visited the LAPL location in Florida or personally met with anyone from LAPL.
 - B. Unit purchasers live in areas that are widely dispersed and usually have no personal relationship to other investors. Such investors also have no control over and are not involved in the selection of other investors.
 - C. Unit purchasers generally have no expertise relevant to the utility industry. Such investors have a wide range of occupations and professions and are selected solely on the basis of their ability to provide a minimum level of investment capital.
 - D. Unit purchasers have no specific duties at LAPL.
 - E. Unit purchasers have not had any material involvement in the running of LAPL.
15. At all times relevant hereto Respondent failed to properly register the securities referenced above with the Secretary of State pursuant to the Act.

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

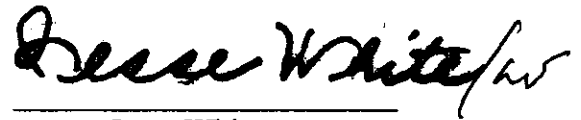
1. The Department has jurisdiction over the subject matter hereof pursuant to the Act.
2. The activities detailed above involve the offer and sale of investment contracts, as defined by Rule 130.201, and therefore securities as those terms are defined in Section 2.1, 2.5 and 2.5a of Act.
3. Section 5 of the Act provides, *inter alia*, that all securities except those set forth under Section 2a of this Act, or those exempt under Section 3 of this Act or those offered or sold in transactions exempt under Section 4 of this Act, shall be registered either by coordination or by qualification prior to their offer or sale in this State.
4. Section 12.A of the Act provides, *inter alia*, that it shall be a violation for any person to offer or sell any securities except in accordance with the provisions of the Act.
5. Section 12.D of the Act provides, *inter alia*, that it is a violation of the Act for any person to fail to file with the Secretary of State, Securities Department (the "Department") any required report, application or document.
6. By virtue of the foregoing, Respondent has violated Section 12.A and 12.D of the Act.

WHEREAS, an Order of Prohibition is in all respects authorized and appropriate in this case under Section 11 of the Act; and

WHEREAS, the Secretary of State adopts the Hearing Officer's Recommendation that an order be entered permanently prohibiting the Respondent from offering or selling any securities in the State of Illinois;

NOW THEREFORE IT IS HEREBY ORDERED that, pursuant to the foregoing Findings of Fact and Conclusions of Law, and the Recommendation of the Hearing Officer, and pursuant to the authority provided under Section 11.E (2) of the Act: Respondent L.A. Power & Light, L.L. P. is permanently PROHIBITED from offering or selling any securities in the State of Illinois.

Dated: This 6th day of January, 2003.

A handwritten signature in cursive script that reads "Jesse White" followed by a flourish.

Jesse White
Secretary of State
State of Illinois

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

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 Act (14 Ill. Adm. Code, Ch.1, 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.

Attorney for the Secretary of State:

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