

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: HUDSON AND HUDSON)
ITS OFFICERS, DIRECTORS,) File No. 0400056
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS)

ORDER OF PROHIBITION

TO THE RESPONDENT: Hudson and Hudson
2728 Green Street
San Francisco, California 94123

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on June 9, 2004, prohibiting Hudson and Hudson, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns from acting as a loan broker and business broker in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 15-55(e) of the Illinois Loan Brokers Act of 1995 (815 ILCS 175/15-1 et seq.) (the "Loan Brokers Act") and Section 10-55(e) of the Illinois Business Brokers Act of 1995 (815 ILCS 307/10-1 et seq.) (the "Business Brokers Act"), the failure to request a hearing within thirty days of the entry of the Temporary Order of Prohibition shall constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Hudson and Hudson, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns have failed to request a hearing on the matters contained in the said Temporary Order within thirty days of the entry of said Temporary Order and are hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's final Findings of Fact as follows:

1. That Respondent, Hudson and Hudson, is a purported business entity, with a last known address of 2728 Green Street, San Francisco, California 94123;

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2. That on or about February 6, 2001, Hudson and Hudson, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, offered to procure a loan for at least one (1) Illinois resident in return for a fee paid in advance of \$15,000;
3. That on or about February 6, 2001, Hudson and Hudson, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, negotiated, offered, attempted or agreed to negotiate the sale, exchange or purchase of a business for at least one (1) Illinois resident, as well as assisted said Illinois resident in procuring prospects intended to result in the purchase, sale or exchange of a business, in return for a fee of \$15,000;
4. That the above-referenced business entity, Hudson and Hudson, is a loan broker as that term is defined pursuant to Section 15-5.15. of the Illinois Loan Brokers Act of 1995 (815 ILCS 175/15-1 et seq.) (the "Loan Brokers Act");
5. That the above-referenced business entity, Hudson and Hudson, is a business broker as that term is defined pursuant to Section 10-5.10. of the Illinois Business Brokers Act of 1995 (815 ILCS 307/10-1 et seq.) (the "Business Brokers Act");
6. That Section 15-85(b) of the Loan Brokers Act provides, inter alia, that it is prohibited under this Act for a loan broker to either directly or indirectly act as a loan broker without registration under the Act unless exempt under the Act;
7. That Section 15-10 of the Loan Brokers Act provides, inter alia, that it shall be unlawful for any person to engage in the business of loan brokering unless registered under the Act;
8. That Section 10-10 of the Business Brokers Act provides, inter alia, that every person engaging in the business of business brokering shall be registered with the Office of the Secretary of State pursuant to the provisions of said Act;
9. That Section 10-85(b)(1) of the Business Brokers Act provides, inter alia, that it is prohibited under the Act for a business broker to either directly or indirectly act as a business broker without registration under the Act unless exempt under the Act;

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10. That Section 10-85(b)(2) of the Business Brokers Act provides, inter alia, that it is prohibited under the Act for a business broker to fail to file with the Secretary of State any application, report, document, or answer required to be filed under the provisions of this Act;
11. That at all times relevant hereto, Hudson and Hudson, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration as a loan broker with the Secretary of State prior to the aforementioned loan offer in the State of Illinois;
12. That at all times relevant hereto, Hudson and Hudson, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration as a business broker with the Secretary of State prior to the aforementioned business broker activities in the State of Illinois;
13. That Section 15-55(c) of the Loan Brokers Act provides, inter alia, that if the Secretary of State shall find that any person has violated any provision of this Act, the Secretary of State may, by written order temporarily prohibit or suspend such person from acting as a loan broker;
14. That Section 15-55(d) of the Loan Brokers Act provides, inter alia, that if the Secretary of State shall find any person is acting or has acted as a loan broker as defined in Section 15-5.15 of this Act, without prior thereto or at the time thereof having complied with the registration requirements of this Act, the Secretary of State may by written order prohibit such person from acting as a loan broker in the State;
15. That Section 10-55(c) of the Business Brokers Act provides, inter alia, that if the Secretary of State shall find that any person has violated any provision of this Act, the Secretary of State may, by written order temporarily prohibit or suspend such person from acting as a business broker;
16. That Section 10-55(d) of the Business Brokers Act provides, inter alia, that if the Secretary of State shall find any person is acting or has acted as a business broker as defined in Section 10-5.10 of this Act, without prior thereto or at the time thereof having complied with the registration requirements of this Act, the Secretary of

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State may by written order prohibit such person from acting as a business broker in the State;

17. That Section 15-55(e) of the Loan Brokers Act and Section 10-55(e) of the Business Brokers Act provides, inter alia, that the Respondent's failure to request a hearing within 30 days after the date of the entry of the Temporary Order shall constitute an admission of any facts alleged therein and shall constitute sufficient basis to make the Temporary Order final;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State's final Conclusions of Law as follows:

1. That by virtue of the foregoing, the Respondent, Hudson and Hudson, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns have violated Sections 15-85(b)(1) and 15-10 of the Loan Brokers Act;
2. That by virtue of the foregoing, the Respondent, Hudson and Hudson, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns have violated Sections 15-85(b)(1) and 15-85(b)(2) of the Business Brokers Act;
3. That by virtue of the foregoing, the Respondent, Respondent, Hudson and Hudson, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns are subject, pursuant to Section 15-55(c) and Section 15-55(d) of the Loan Brokers Act to an Order which permanently prohibits them from acting as a loan broker in the State of Illinois.
4. That by virtue of the foregoing, the Respondent, Hudson and Hudson, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns are subject, pursuant to Section 10-55(c) and Section 10-55(d) of the Business Brokers Act to an Order which permanently prohibits them from acting as a business broker in the State of Illinois.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 15-55(d) of the Loan Brokers Act and Section 10-55 of the Business Brokers Act, Hudson and Hudson, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns are hereby prohibited from acting as a loan broker

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and business broker in the State of Illinois until further order of the Secretary of State.

ENTERED: This day of , 2004

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 15-85(b)(2) of the Loan Brokers Act and Section 10-85 (b)(2) of the Business Brokers 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.

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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