

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

IN THE MATTER OF: MBROKER

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**FILE NO. 0400625;
0500138;
0500497**

ORDER OF CANCELLATION

TO RESPONDENT: MBROKER, INC.
(BD#: 127438)
460 Park Avenue South
Suite 1101
New York, New York 10016

This matter having come on for consideration before JESSE WHITE, Secretary of State, through his designated representative, the Securities Department Director, and having been fully advised in the premises by the staff of the Illinois Securities Department, Office of the Secretary of State, (the "Department") herein finds:

1. That MBROKER, Inc., (the "Respondent") is now and at all times relevant hereto was registered as a dealer in the State of Illinois pursuant to Section 8 of the Illinois Securities Law [815 ILCS 5/1 et seq.] (the "Act").
2. That the Respondent failed to file certain required forms and pay the applicable filing fees for the years 2004 and 2005.
3. That in consequence thereof, the Department attempted to contact the Respondent by mail and telephone to ascertain the reason for the respondent's failure to file these forms and pay the fees.
4. That on June 16, 2005, a representative of the Department (representative) sent by means of certified mail, return receipt requested a letter to the Respondent at the address as listed in the records of the Central Registration Depository (CRD) regarding these matters.
5. This letter was returned by the United States Postal Service on July 12, 2005 as "moved-no forwarding address."

Order of Cancellation

-2-

6. That On July 12, 2005, the representative telephoned the Respondent at the number as listed in the records of the CRD. The representative heard a recorded message that the "telephone number or area code was incorrect."
7. The representative telephoned the same phone number later in the day obtaining the same results.
8. That on October 24, 2005 the representative checked the records of the CRD to determine if the Respondent had made any changes to it's contact information.
9. The representative determined that the Respondent changed it's CRD address and telephone number.
10. In an effort to discuss this matter, the representative immediately attempted to reach the Respondent at it's new telephone contact number.
11. The representative was advised by the individual who answered the call that the Respondent did not maintain a place of business at this address, contrary to CRD records. The Representative was further advised, that the Respondent's owner now resides in India. Finally, the Representative was advised that the purpose of maintaining this telephone number was to provide the owner's India contact information.
12. That Section 8.E(2) of the Act provides, inter alia, that if the Secretary of State finds that any registrant or applicant for registration is no longer in business as a dealer or cannot be located after reasonable search, the Secretary of State may by order cancel the registration or application.
13. That the Department has determined that the Respondent has ceased to do business as a dealer in the State of Illinois.
14. That it is in the public interest to enter an order which cancels the dealer registration of the Respondent in the State of Illinois.

NOW THEREFORE IT IS HEREBY ORDERED: That the dealer registration of the Respondent in the State of Illinois is hereby cancelled.

Dated: This 20th day of October 2005



JESSE WHITE
Secretary of State
State of Illinois