

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: MARCELLO ROJAS,  
& ROBERTO VALLEJO  
\_\_\_\_\_

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) FILE NO. 0300633  
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)

ORDER OF PROHIBITION

TO RESPONDENTS: Marcello Rojas  
1929 N. Hamlin  
Chicago, Illinois 60647

Roberto Vallejo  
1353 County Line Road  
Lee, Illinois 60530

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on June 6, 2006 temporarily prohibiting Respondents from offering or selling securities in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et seq.*] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of a Temporary Order shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Respondent has failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and Respondent is hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duty authorized representatives, 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. Respondent, Marcello A. Rojas, ("Rojas") is a natural person with a last known address of 1929 N. Hamlin, Chicago, Illinois 60647. Respondent Rojas conducts business out of an insurance company office located at 1920 S. Highland Avenue, #300, Lombard, Illinois 60148.

2. Respondent, Robert J. Vallejo, ("Vallejo") is a natural person with a lost known address of 1353 County Line Road, Lee, Illinois 60530. Respondent Vallejo conducts business out of an insurance company office located at 1920 S. Highland Avenue, #300, Lombard, Illinois 60148.
3. On or about June 2002, Respondent Rojas offered to Investor A, an Illinois resident a five thousand dollar (\$5,000.00) "Special Investment." The purported "Special Investment" was a promissory note offering a 25% guaranteed return with a 6-month payout date.
4. On or about June 20, 2002, Respondent Vallejo sold to Investor A a five thousand dollar (\$5,000.00) "Special Investment." and gave him a 6-month promissory note in exchange for a cashier's check made out to "Bob Vallejo/Legacy" in the amount of five thousand (\$5,000.00) dollars. The transaction took place at the insurance company office in Lombard, Illinois while Rojas was present.
5. Respondents gave Investor A to understand that the "Special Investment" was a mutual fund. Neither paper work, nor stock certificates were given to Investor A.
6. Respondent Vallejo endorsed the cashier's check given to him by Investor A in paragraph 4 and cashed it.
7. When the 6-month payment of the promissory note was due, Respondents Rojas and Vallejo defaulted. Investor A has not received his principal, nor his interest.
8. Investor A called and complained to Respondent Rojas by telephone. Rojas told Investor A he should have received his money and that he would look into the payment.
9. Since the initial complaint, whenever Investor A attempted to contact Respondent Rojas, the call went to voicemail. Rojas never returned the calls.
10. The promissory note referenced in paragraphs 3, 4, 5, and 6 is a security as defined in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act").
11. The activities described in paragraphs 3, 4, 5, and 6 constitutes the offer and sale of a security as those terms are defined Sections 2.1, 2.5, and 2.5a of the Act.
12. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt

under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.

13. Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act, and as a result, the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
14. Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
15. Section 12.D of the Act provides, inter alia, that it shall be a violation 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 the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
16. At all relevant times, Respondents Rojas and Vallejo failed to disclose to Investor A the risks involved in the purchase of the "Special Investment" that could prevent payment of the stated interest payments and principal.
17. Section 12.F of the Act provides, inter alia, that it shall be a violation 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.
18. Section 12.G of the Act provides, inter alia, that it shall be a violation 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 necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
19. Section 12.I of the Act provides that it shall be a violation of the Act for any person to employ any devise, scheme or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly.

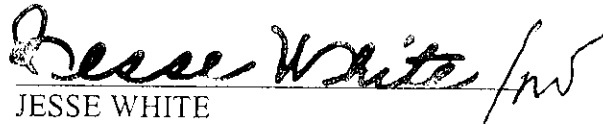
WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State's Conclusion of Law as follows:

20. Respondents Rojas and Vallejo have violated Sections 12.A, 12.D, 12.F, 12.G, and 12.I of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent Marcello Rojas and Respondent

Roberto Vallejo are permanently **PROHIBITED** from offering or selling securities in or from the State of Illinois.

Dated: This 18<sup>m</sup> day of July 2006.

  
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 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 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. 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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