

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

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| IN THE MATTER OF: | RJJ PASADENA SECURITIES, INC. |) FILE NO. 0700564 |
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CONSENT ORDER OF FINE

TO THE RESPONDENT: RJJ Pasadena Securities, Inc.
(B/D#:8425)
625 Fair Oaks Avenue
Suite 125
South Pasadena, California 91030

WHEREAS, Respondent on the 9th day of May, 2008 executed a certain Stipulation to Enter Consent Order of Fine (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department dated APRIL 15, 2008 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Fine ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That the Respondent is a corporation which engages in the business of acting as a dealer in the offer and sale of securities to the general public.
2. That on March 24, 2008 the Respondent filed a Form BD application for registration as a dealer in the State of Illinois.
3. That the Respondent answered in the affirmative to Question 4B of the above-referenced March 24, 2008 BD Form that it had engaged in the offer or sale of securities to Illinois residents.
4. That between 1999 and 2007 the Respondent effected numerous purchase transactions in the accounts of three (3) Illinois residents while receiving in excess of \$78,000.00 in commissions as a result thereof.

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5. That Section 8.A of the Act provides, in pertinent part, except as otherwise provided, every dealer shall be registered as such with the Secretary of State.
6. That the activity described in paragraphs three (3) and four (4) above constitutes the activity of a dealer as defined in Section 2.7 of the Act.
7. That during all relevant times, the Respondent was not registered with the Secretary of State as a dealer pursuant to Section 8 of the Act.
8. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the provisions of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
9. That Section 12.C of the Act provides, inter alia, that it is a violation of the provisions of the Act for any person to act as a dealer, unless registered as such where such registration is required under the provisions of the Act.
10. That by virtue of the foregoing, the Respondent has committed a violation of Sections 12.A and 12.C of the Act.
11. That Section 8.E(1)(g) of the Act provides that the registration of a dealer may be denied if it has violated any of the provisions of this Act.
12. That by virtue of the foregoing, the Respondent's application for registration as a dealer in the State of Illinois is subject to denial pursuant to Section 8.E(1)(g) of the Act.

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the Secretary of State has adopted the following additional Finding of Fact: Section 11.E(4) of the Act provides that in addition to any other sanction or remedy contained in this subsection E, the Secretary of State, after finding that any provision of this Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of this Act, may issue an order of public censure against the violator, and may charge as costs of investigation all reasonable expenses, including attorney's fees and witness fees.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusions of Law:

- (1) The Respondent has committed a violation of Sections 12.A and 12.C of the Act;

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- (2) The Respondent's application for registration as a dealer in the State of Illinois is subject to denial pursuant to Section 8.E (1)(g) of the Act; and
- (3) That by virtue of the foregoing, the Respondent is subject to a fine pursuant to Sections 12.A , 12.C and Section 11.(E)(4) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they shall be FINED One Thousand five Hundred dollars (\$1,500.00), to be paid by certified or cashier's check, made payable to the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they shall be levied fees and costs as follows: Three Thousand Nine Hundred dollars (\$3,900.00) representing back and current dealer registration fees; One Thousand One Hundred Twenty-Five dollars (\$1,125.00) representing back and current registration fees for one (1) salesperson; and Seven Hundred Fifty dollars (750.00) to cover the cost incurred during the investigation of this matter, to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that they have submitted with the Stipulation a certified or cashier's check in the amount of Seven Thousand Two Hundred Seventy-Five dollars (\$7,275.00). Said sum is allocated as follows: One Thousand Five Hundred dollars (\$1,500.00) as FINE for violations of the Act; Three Thousand Nine Hundred dollars (\$3,900.00) representing back and current dealer registration fees; One Thousand One Hundred Twenty-Five dollars (\$1,125.00) representing back and current registration fees for one (1) salesperson; and Seven Hundred Fifty dollars (\$750.00) to cover the costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDER THAT:

1. Respondent is FINED in the amount of One Thousand Five Hundred dollars (\$1,500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on May 13, 2008 has submitted One Thousand Five Hundred Dollars (\$1,500.00) in payment thereof.
2. Respondent is levied fees for back and current dealer registration in the amount of Three Thousand Nine Hundred dollars (\$3,900.00), payable to the Office of the Secretary of State, Securities Audit and

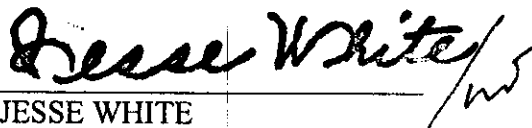
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Enforcement Fund, and on May 13, 2008 has submitted a Three Thousand Nine Hundred dollars (\$3,900.00) in payment thereof.

3. Respondent is levied back and current registration fees in the amount of One Thousand One Hundred Twenty-Five dollars (\$1,125.00) for one (1) salesperson, payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on May 13, 2008 has submitted One Thousand One Hundred Twenty-Five dollars (\$1,125.00) in payment thereof.
4. Respondent is levied costs of investigation in this matter in the amount of Seven Hundred Fifty dollars (\$750.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on May 13, 2008 has submitted Seven Hundred Fifty dollars (\$750.00) in payment thereof.
5. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 13th day of MAY 2008.



JESSE WHITE
Secretary of State
State of Illinois