

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

\_\_\_\_\_) )  
IN THE MATTER OF: MDS FREEDOM, LLC, its officers) )  
and directors, agents, employees, affiliates, successors and ) )  
assigns, managers, and MICHAEL D. SCHLEIF ) )  
\_\_\_\_\_)

FILE NO. 0800203

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENT: MDS Freedom LLC  
3 Golf Center, # 266  
Hoffman Estates, Illinois 60195

MDS Freedom LLC  
1815 Claremont Road  
Hoffman Estates, Illinois 60169

Michael D. Schleif  
1815 Claremont Road  
Hoffman Estates, Illinois 60169

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1. That Respondent MDS freedom, LLC, is a Limited Liability Company organized and operating under the laws of the State of Illinois ("MDS"), that maintains business addresses at 1815 Claremont Road, Hoffman Estates, Illinois 60169, and 3 Golf Center, # 266, Hoffman Estates, Illinois 60195.
2. That Michael D. Schleif, the Agent for MDS is an individual ("Schleif") (collectively with "MDS" "Respondents") with an office at 1815 Claremont Road, Hoffman Estates, Illinois 60169
3. That during April through December, 2008 and January through February, 2009, or thereabouts, Respondents placed advertisements on their website whereby investors could get a safe 9 to 11% interest on notes secured by local real estate.

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4. Respondent's website <http://mdsfreedom.com>, which is visible to Illinois internet viewers, provides a telephone, fax and email address for a potential investor to contact the Company.
5. That the activities described in paragraphs 3 and 4 above constitute the offer of notes or an investment contract and therefore a security as those terms are defined in Sections 2.1 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
6. That 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.
7. That Respondents failed to file with the Secretary of State an application for registration of the investment opportunity described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
8. That on April 14, 2008, the Department issued a letter pursuant to Section 11.C of the Act (the "11.C Letter"), which informed Respondent that it had come to the Department's attention that Respondent had offered unregistered securities in to Illinois residents. The Department requested that Respondent file an affidavit setting forth, among other things, the following information:
  - a. The manner in which prospective investors' names were obtained;
  - b. The manner in which prospective investors' were initially contacted;
  - c. The names, addresses, and telephone numbers of all Illinois residents to whom the Shares were offered;
  - d. The names, addresses, and telephone numbers of all Illinois residents to whom the Shares were sold, together with the number of Shares sold to each Illinois investor;
  - e. The names and addresses of all individuals acting on behalf of Respondent who offered or sold the Shares to Illinois residents; and
  - f. The commissions paid either directly or indirectly to those individuals.
  - g. If you rely on any exemption under the Act please state the section, subsection and basis therefor.
9. That Respondent signed for the mailing by placing a signature of a representative on the PS form 3811 for Return Receipt.

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10. That Respondent failed to Respond to the 11.C Letter.
11. That 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.
12. That 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.
13. That Respondents violated Sections 12.A and 12.D of the Act in that they failed to register the Security they offered on the Website.
14. That Respondents violated Section 12.D of the Act in that they failed to respond to the 11.C Letter.
15. That by virtue of the foregoing, Respondents have violated Sections 12.A and 12.D of the Act, and Respondents will violate Section 12.A and 12.D of the Act again if they make further offers, or if they make any sales, of the investment opportunity described above in the State of Illinois.
16. That the aforementioned findings are based upon credible evidence.
17. That Section 11.F(2) of the Act provides, inter alia, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
18. That the entry of this Temporary Order prohibiting Respondents, or their agents, affiliates, and employees, from offering or selling the above-referenced securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents are PROHIBITED from offering or selling securities in or from this State until further Order of the Secretary of State.

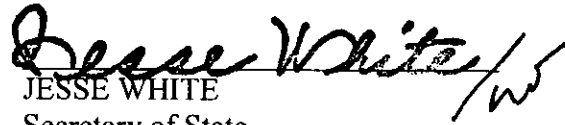
NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

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FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

ENTERED: This 4<sup>th</sup> day of February, 2009.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

Samuel F. Freiman  
Illinois Securities Department  
69 West Washington Street  
Suite 1220  
Chicago, Illinois 60602  
Telephone: (312) 793-3988