

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

**IN THE MATTER OF: WILLIAM BEHRENS, LLC,
WILLIAM BEHRENS, Its/his partners, officers and directors,
agents, employees, affiliates, successors, and assigns.**

FILE NO. 0400466

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS: William Behrens, LLC
William Behrens
10912 W. 75th Street
Apt 310
Kenosha, Wisconsin 53142

1. 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:
2. That Respondent William Behrens, LLC (hereinafter "The LLC" or collectively with William Behrens "Respondents") was at all relevant times referred to herein, doing business at 2730 Grand Avenue, Suite A, Waukegan, Illinois, and has since relocated to 10912 W. 75th St., Kenosha, Wisconsin 53142.
3. That Respondent William Behrens (hereinafter "Behrens" or collectively with The LLC "Respondents"), was at all relevant times referred to herein, doing business at 2730 Grand Avenue, Suite A, Waukegan, IL, and has since relocated to 10912 W. 75th St., Kenosha, Wisconsin 53142.
4. That Respondents are/were in the business of providing investment advising and investment counseling to the general public within the State of Illinois.
5. That between August of 2000 and April of 2004 Respondent, for compensation, advised and solicited one or more Illinois residents ("Investors") to invest in mutual funds, and received money for the purchase of said securities.

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6. That pursuant to these advising episodes and solicitations said Investors invested with Respondents an aggregate amount of at least \$191000 ("Investments") in consideration for said mutual fund ownership.
7. That Respondents accepted said Investments from investors.
8. That the activities described in paragraphs 5, 6, and 7 above constitute the business of giving investment advice to others, and being an "investment adviser", as that term is defined in Sec 2.11 of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
9. That Section 8 of the Act provides, inter alia, that all investment advisers, except those exempt, shall be registered prior to acting and giving investment advice in the State of Illinois.
10. That Respondents failed to file with the Secretary of State an application for registration as investment advisors as required by the Act and that as a result the Respondents were not registered pursuant to Section 8 prior to giving investment advice in the State of Illinois.
11. That Section 12.C of the Act provides, inter alia, that it shall be a violation for any person to act as an investment advisor 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 by virtue of the foregoing, Respondents have violated Sections 12.C and 12.D of the Act.
14. That the aforementioned findings are based upon credible evidence.
15. 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.
16. That the entry of this Temporary Order prohibiting Respondents William Behrens, LLC and William Behrens, from offering or selling 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.
17. NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents William Behrens LLC and William Behrens, its/his officers and directors, agents, employees, affiliates, successors and

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assigns are **PROHIBITED** from offering or selling securities in or from this State until the further Order of the Secretary of State.

18. 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.

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.

Dated: This 25th day of October 2005.


JESSE WHITE

James J. Tierney
Illinois Securities Department
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Chicago, Illinois 60602
312-793-9650