

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

IN THE MATTER OF: PHILADELPHIA INVESTORS, LTD.

) FILE NO. 0600440
)

**CONSENT ORDER OF
WITHDRAWAL OF APPLICATION AND FINE**

TO THE RESPONDENT: Philadelphia Investors, Ltd.
(B/D#:23905)
1528 Walnut Street Suite
1500 Philadelphia, Pennsylvania 19102

WHEREAS, Respondent on the 4th day of June 2007 executed a certain Stipulation to Enter Consent Order of Withdrawal Of Application And 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 May 8, 2007 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order Of Withdrawal Of Application And Fine ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That on July 6, 2006 the Respondent filed a Form BD application for registration as a Dealer in the State of Illinois.
2. That on April 13, 2007, a Summary Order of Denial (the "Order") was issued by the Secretary of State denying this application. Pursuant to the terms of the Order, on April 30, 2007 the Respondent requested a hearing.
3. 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.

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4. That the Respondent answered in the affirmative to Question 4B of the above-referenced July 6, 2006 BD Form that it had engaged in the offer or sale of securities to Illinois residents.
5. That between February 3, 2006 and July 7, 2006 the Respondent effected an aggregate of 28 purchase transactions in the accounts of two (2) Illinois residents.
6. 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.
7. That the activity described in paragraphs two (2) and three (3) above constitutes the activity of a dealer as defined in Section 2.7 of the Act.
8. 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.
9. 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.
10. 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.
11. That the Respondent has committed a violation of Sections 12.A and 12.C of the Act.
12. 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.
13. That 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:

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1. That by virtue of the foregoing, the Respondent has committed a violation of Sections 12.A and 12.C of the Act;
2. 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; and
3. By virtue of the foregoing, the Respondent is subject to a FINE pursuant to Sections 12.A, 12.C and 11.E(4) of the Act.

WHEREAS, by means of the Stipulation, the Respondent has acknowledged and agreed that it shall cause to have its application for registration as a dealer in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that it shall be FINED for violations of this Act One Thousand Five Hundred dollars (\$1,000.00), 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 it shall be levied costs of investigation in the amount of One Thousand Dollars (\$500.00). Said costs shall 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 it has submitted with the Stipulation a certified or cashier's check in the amount of One Thousand Five Hundred dollars (\$1,500.00). Said sum is allocated as follows: One Thousand dollars (\$1,000.00) as FINE for violations of the Act; and Five Hundred dollars (\$500.00) 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 ORDERED THAT:

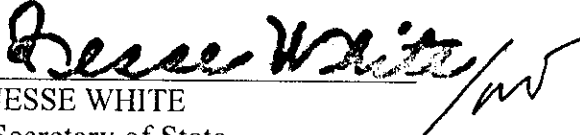
1. Respondent shall cause to have its application for registration as a dealer in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order.

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2. Respondent is FINED for violations of this Act in the amount of One Thousand Five Hundred dollars (\$1,000.00), payable to the Office of the Secretary of State, Audit and Enforcement Fund, and on June 4, 2007 has submitted One Thousand Dollars (\$1,000.00) in payment thereof.
3. Respondent is levied costs of investigation in this matter in the amount of Fiver Hundred dollars (\$500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on June 4, 2007 has submitted One Thousand Dollars (\$500.00) in payment thereof.
4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 5th day of JUNE 2007.



JESSE WHITE
Secretary of State
State of Illinois