

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

**IN THE MATTER OF: CUNNINGHAM HYATT MERGERS AND
ACQUISITIONS, LLP, its partners, managers, officers
and directors, agents, employees, affiliates, successors and assigns.**

File No. 0800297

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENT: Cunningham Hyatt Mergers and Acquisitions, LLP
70 West Madison Street
Three First National Plaza
Chicago, Illinois 60602

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 Cunningham and Hyatt Mergers and Acquisitions, LLP (“Respondent”) is a company doing business, or claiming to be doing business, in the State of Illinois, with a last known address of 70 West Madison Street, Chicago, Illinois 60602.
2. That Respondent has advertised on its website that it is “specializing in all aspects of the confidential sale, merger, acquisition, and valuation of privately held small and mid-market companies” and that it “provides rapid and targeted introductions of appropriate buyers and sellers...”
3. That Respondent’s website advertised it as being located at “70 West Madison Street, Three First National Plaza, Chicago, Illinois 60602”.
4. That Respondent, while holding itself out as a Chicago investment advising enterprise, contacted at least one shareholder in an unidentified company (“Investor”) and offered to negotiate a purchase of the stock, and recommended that the Investor place \$25,000 with Respondent in order to “redeem the warrants” prior to consummating the transaction.

UNREGISTERED SECURITIES

5. That the activities set forth above in paragraphs 2-4 constitute the activity of engaging in the business of providing investment advice in the State of Illinois within the meaning of Section 2.11, 2.12b, 2.5 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5](the "Act").
6. That Respondent is not and never has been registered as an investment advisor or investment advisor representative in the State of Illinois.
7. That Section 8.A of the Act provides, *inter alia*, that except as otherwise provided in this subsection A, every investment adviser and investment adviser representative shall be registered as such with the Secretary of State.
8. That Section 12.D of the Act provides, *inter alia*, it shall be a violation of the provisions of this Act for any person to fail to file any application, report or document required to be filed under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act.
9. That by virtue of offering its services as investment advisors in the State of Illinois without registration, Respondent Cunningham Hyatt Mergers and Acquisitions, LLP violated Sections 8.A and 12.D of the Act.

FRAUD

10. Respondent did not negotiate the purchase of Investor's stock as promised, but instead terminated all communication with the Investor, defrauded the Investor and converted the Investor's \$25,000 to its own use and purposes.
11. Respondent failed and refused to notify the Investor that it was converting the \$25,000 to its own use and benefit, instead of using it for business purposes to effect the sale of Investor's stock.
12. 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".
13. 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 or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading".

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14. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, “to employ any device, scheme or artifice, to defraud in connection with the sale or purchase of any security, directly or indirectly”.
15. By virtue of the foregoing, Respondent violated Sections 12.F, 12.G and 12.I of the Act and will violate them again if it makes further offers to negotiate securities sales or if it makes, or offers to make, any sales of any securities described above in the State of Illinois.
16. 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, and may temporarily prohibit the business of rendering investment advice 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 Respondent Woods and Sheldon from offering or selling securities in the State of Illinois, and prohibiting Respondent from engaging in the business of rendering investment advice 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, Respondent Cunningham Hyatt Mergers and Acquisitions LLP its partners, managers, officers and directors, agents, employees, affiliates, successors and assigns are **PROHIBITED** from offering or selling securities in or from this State; and are **PROHIBITED** from in engaging in the business of rendering investment advice in or from this State, until the further Order of the Secretary of State.

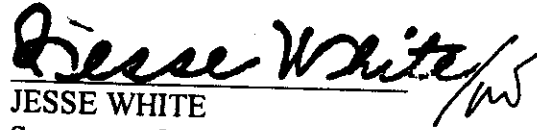
NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date 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.

Dated: This 2nd day of October 2008.



JESSE WHITE
Secretary of State
State of Illinois

James J. Tierney
Illinois Securities Department
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312-793-9650