

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: CITY STATE FINANCIAL , ITS)
OFFICERS, DIRECTORS, PARTNERS, AGENTS,)
EMPLOYEES, AFFILIATES, SUCCESSORS AND ASSIGNS)

FILE NO. 1000079

AMENDED TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS: City State Financial
704 King Street, Suite 504
Wilmington, DE 19801

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, City State Financial, ("Respondent"), has a last known address of 704 King street, Suite 504, Wilmington, DE 19801 as its business address.
2. That during October and November, 2009, Respondent, by and through its Officers, Directors, Partners, Employees, Affiliates, Successors, Agents and Assigns, offered to procure loans by placing an AD in the *Thrifty Nickel*, a free newspaper of general circulation in Southern, Illinois (the "Ad").
3. That the Ad read as follows: 'NEED CASH fast? Bad credit OK! Even bankruptcy! Personal and business loans up to 500k, No fees! Licensed Lenders, 1-800-908-1229'
4. That the Illinois resident ("Borrower") responded to the Ad and was then called by a representative of the Respondent who told Borrower that an advance payment of Three Hundred Seventy-Five Dollars (\$375.00) was required for insurance which would be refunded to Borrower in three months and then Borrower would receive a personal loan of Five Thousand Dollars (\$5,000.00).
5. That on November 13, 2009 Borrower remitted the sum of Threc Hundred Seventy-Five Dollars (\$375.00) via *Moneygram* to the Respondent.

Temporary Order of Prohibition

-2-

6. That Borrower never received a loan or the return his advance insurance payment from the Respondent.
7. That the above-referenced Respondent is a loan broker as that term is defined pursuant to Section 15-5.15. of the Illinois Loan Brokers Act of 1995 [815 ILCS 175/15-1 et seq.] (the "Act").
8. That Section 15-10 of the Act provides, inter alia, that it shall be unlawful for any person to engage in the business of loan brokering unless registered under the Act.
9. That Section 15-85. of the Act provides, inter alia, that it is prohibited under the Act for a loan broker to either directly or indirectly act as a loan broker without registration under the Act unless exempt under the Act.
10. That at all times relevant hereto, Respondent, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration as a loan broker with the Secretary of State prior to the aforementioned loan offer from the State of Illinois.
11. That by virtue of the foregoing, Respondent its Officers, Directors, Partners Employees, Affiliates, Successors, Agents, Assigns, has violated Section 15-10 and/or 15-85(b) of the Act.
12. That Section 15-55(c) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated any provision of this Act, the Secretary of State may, by written order temporarily prohibit or suspend such person from acting as a loan broker.
13. That Section 15-55(d) of the Act provides, inter alia, that if the Secretary of State shall find any person is acting or has acted as a loan broker as defined in Section 15-5.15 of this Act, without prior thereto or at the time thereof having complied with the registration requirements of the Act, the Secretary of State may by written order prohibit such person from acting as a loan broker in the State.
14. That based upon the foregoing, the Secretary of State deems it necessary, in order to prevent imminent and additional violations of the Act, and to prevent losses to investors as a result of the referenced prior violation of the Act, to enter an order pursuant to the authority granted under Section 15-55(c) and Section 15-55(d) of the Act which prohibits Respondent, City State Financial, its Officers, Directors, Partners, Employees, Affiliates, Successors, Agents, Assigns from acting as a loan broker in the State of Illinois.

Temporary Order of Prohibition

-3-

15. That based upon the credible evidence available to the Secretary of State, the entry of this Temporary Order is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 15-55(c) and Section 15-55(d) of the Act, City State Financial its Officers, Directors, Partners, Employees, Affiliates, Successors, Agents Assigns, are hereby **PROHIBITED** from engaging in the business of loan brokering in the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondent may request a hearing on this matter by transmitting such request in writing to Securities Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60601. Such request must be made within thirty (30) days of the date of entry of this Temporary Order. Upon receipt of a request for hearing, a hearing will be scheduled. Request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for ninety days from the date the hearing request is received by the Department.

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

ENTERED: This 17th day of March, 2010.



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