

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: MILLENNIUM ASSOCIATES,)
WALL STREET DIRECT, INC.,)
THEIR OFFICERS, DIRECTORS,) File No. 0300745
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS,)
MARK S. PERLMUTTER,)
GEORGE F. HOLMES AND PETER HARE)

ORDER OF PROHIBITION

TO THE RESPONDENTS: Mark S. Perlmutter
Wall Street Direct
C/O Mark Cullen
Sorling Northrup Hanna
Suite 800, Illinois Building
P.O. Box 5131
Springfield, Illinois 62705

WHEREAS, the record of the above captioned matter has been reviewed by the Secretary of State or his duly authorized representative;

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State;

WHEREAS, the proposed Findings of Facts and Conclusions of Law and Recommendation of the Hearing officer, Jon K. Ellis, in the above-captioned matter have been read and examined;

WHEREAS, the following proposed Findings of Fact are correct and are adopted by the Secretary of State as follows:

1. The evidence, Exhibits, Stipulations to Enter Consent Orders and Consent Orders have been offered and received from the Department, and a proper record of all proceedings has been made and preserved as required by law.
2. The Hearing Officer has ruled on all motions and objections timely made and submitted.
3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and subject matter dealt with herein, due and proper notice

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having been previously given as required by statute in this Matter.

4. The Respondent Wall Street Direct, Inc. is a purported business entity which maintains a last known business address of 600 Townsend Street, Suite 149E, San Francisco, California 94103.
5. At all times relevant, the Respondent Mark S. Perlmutter was an officer, director, agent or employee of Wall Street Direct, Inc.
6. On or about August 18, 1999, the Respondents offered to at least one Illinois resident shares of stock in Wall Street Direct, Inc.
7. On or about October 11, 1999, the Respondents sold to the aforesaid Illinois resident shares of stock in Wall Street Direct, Inc. for an investment of \$30,000.00, a sale which was acknowledged by the Respondents on November 17, 1999.
8. That Section 2.1 of the Act defines the term "Security" as any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit sharing agreement, collateral trust certificate, pre-organization certificate or subscription, transferable share, investment contract, investment fund share, face-amount certificate, voting trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas or other mineral lease, right or royalty, any put, call, straddle, option or privilege on any security, certificate of deposit, or group of index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "Security", or any certificate of interest or participation in, temporary or interim certificate for, receipt of, guarantee of, or warrant or right to subscribe to or purchase, any of the forgoing. "Security" does not mean a mineral investment contract or mineral deferred delivery contract; provided, however, the Department shall have the authority to regulate these contracts as hereinafter provided.

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9. Section 2.5 of the Act defines the term "Sale or Sell" to include the full meaning of that term as applied by or accepted in the courts of this State, and shall include every contract of sale or disposition of a security or interest in a security for value.
10. Section 2.5a of the Act defines the term "Offer" to include every offer to sell or otherwise dispose of, or solicitation of an offer to purchase, a security or interest in a security for value; provided that the term "Offer" shall not include preliminary negotiations or agreements between an issuer and any underwriter or among underwriters who are or are to be in privity of contract with an issuer, or the circulation or publication of an identifying statement or circular or preliminary prospectus, as defined by rules or regulations of the Secretary of State.
11. The above-referenced shares of stock in Wall Street Direct, Inc. are securities as that term is defined pursuant to Section 2.1 of the Act.
12. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
13. At all times relevant hereto, the Respondents failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois.
14. At all time relevant hereto, the shares of stock in Wall Street Direct, Inc. sold to the aforesaid Illinois resident were not registered with the Secretary of State pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
15. Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any securities except in accordance with the provisions of the Act.
16. Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to

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file with the Secretary of State any document or application required to be filed under any provision of the Act.

17. By virtue of the foregoing, the Respondents have violated Sections 12.A and 12.D of the Act.
18. Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order temporarily or permanently prohibit or suspend the person from offering or selling any securities in this State, provided that any person who is a subject of an order of permanent prohibition may petition the Secretary of State for a hearing to present evidence of rehabilitation or change of circumstances justifying the amendment or termination of the order of permanent prohibition.
19. Section 11.E(4) of the Act provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State may, after finding that any provision of the Act has been violated, impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act as well as the costs of investigation and reasonable expenses, and may issue an order of public censure against the violator.
20. By virtue of the foregoing, the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Perlmutter, have violated Sections 12.A and 12.D of the Act, and are subject to a fine of up to \$10,000.00 per violation, costs of investigation, reasonable expenses, and an Order which permanently prohibits the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, from offering or selling securities in the State of Illinois.
21. The entry of a Final Order of Prohibition is proper in this case, given the conduct of the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, as described in the pleadings, Secretary of

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State Exhibits No. 1-5 and 7-14, and the testimony presented in this Matter.

WHEREAS, the following proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

1. The actions, representations, and/or omissions of the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, made in connection with the failure to offer or sell any securities in accordance with the provisions of the Act are violations of Section 12.A of the Act. The actions, representations, and/or omissions of the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, made in connection with the failure to file required documents with the Secretary of State are violations of Section 12.D of the Act.
2. By virtue of the foregoing, the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, are subject to an Order of Permanent Prohibition, a fine up to \$10,00.00 for each violation of the Act, and/or granting such other relief as may be authorized under the Act.
3. Because of the Findings of Fact, the pleadings, the Exhibits admitted as Secretary of State Exhibits Nos. 1-5 and 7-14, and the sworn testimony, the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, are subject to the entry of a final written Order pursuant to Sections 11.E(2) of the Act that permanently prohibits the Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, from offering or selling securities in the State of Illinois.


NOW THEREFORE, IT IS HEREBY ORDERED THAT:

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1. The Respondents Wall Street Direct, Inc., its officers, directors, employees, affiliates, successors, agents and assigns, and Mark S. Permutter, shall be permanently prohibited from offering and/or selling securities in the State of Illinois;

ENTERED: This 24th day of March, 2006


Jesse White
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, [735 ILCS 5/3-101 et seq.] and the Rules and Regulations of the Illinois Securities Act, [14 Ill. Admin. Code Ch. I, Section 130.1123]. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:
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