

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

IN THE MATTER OF: WOODS AND SHELDON, its partners, officers) 0500436
And directors, agents, employees, affiliates, successors and assigns.)

ORDER OF PROHIBITION

TO RESPONDENT: Woods and Sheldon
980 North Michigan Avenue
Chicago, Illinois 60611

and

Woods and Sheldon
70 West Madison Street
Chicago, Illinois 60602

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on June 29, 2007 which prohibited Woods and Sheldon, its partners, officers and directors, agents, employees, affiliates, successors and assigns ("Respondent") from offering or selling securities in or from the State of Illinois until further order of the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any acts alleged therein and constitute a sufficient basis to make the Temporary Order final;

WHEREAS, the Respondent has failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the Temporary Order;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the Temporary Order as the Secretary of State's Findings of Fact as follows:

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1. That Woods and Sheldon (“Respondent”) is a company doing business in the State of Illinois, with last known addresses of 980 North Michigan Avenue, Chicago, Illinois 60611 and 70 West Madison Street, Chicago, Illinois 60602.
2. That Respondent has advertised on its website, “W & S offer the highest quality advisory and strategic solutions, providing access to a wide range of financial products...”
3. That Respondent’s website advertised its “Corporate Center” as being located at “70 West Madison Street, Chicago IL 60602” and its “Advisory Center” as being located at “980 N. Michigan Ave., Chicago, IL 60611”.
4. That the advertised claims Respondent has made on its website constitute the activity of offering to engage 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”).
5. That Respondent is not and never has been registered as an investment advisor or investment advisor representative in the State of Illinois.
6. 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.
7. 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.
8. That by virtue of offering their services as investment advisors in the State of Illinois without registration, Respondent Woods and Sheldon violated Sections 8.A and 12.D of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent Woods and Sheldon and its partners, officers and directors, agents, employees, affiliates, successors and assigns, are **PROHIBITED** from rendering investment advice and from offering or selling securities in or from this State until the further Order of the Secretary of State.

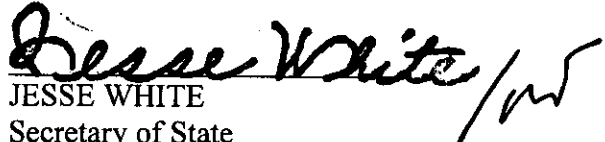
NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the ACT. Any person or entity that fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony for each offence.

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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 Act (14 Ill. Admin. Code, Ch. 1 Sec. 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.

Dated: This 5th day of December 2007.


JESSE WHITE
Secretary of State
State of Illinois

James J. Tierney
Illinois Securities Department
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