

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

IN THE MATTER OF:)	
LEGACY CAPITAL, INC.)	
A/K/A LEGACY TRUST, INC.)	
A/K/A LEGACY TRUST FOUNDATION,)	
and MANNA HUMANITARIAN FOUNDATION)	No 0700542
A/K/A MANNA TRADING CORP. LTD.)	
and HAL (MICK) ALLAN McLEOD)	
and DIANE SHARON ROSIEK, their partners, officers)	
and directors, agents, employees, affiliates, successors)	
and assigns.)	

ORDER OF PROHIBITION

**TO RESPONDENTS: Legacy Capital, Inc.
a/k/a Legacy Trust, Inc.
a/k/a Legacy Trust Foundation
#800-15355 24th Avenue
Suite 649
Surrey, British Columbia V4A 2H9
Canada**

and

**Manna Humanitarian Foundation
a/k/a Manna Trading Corp. Ltd
1617 – 534 Railroad Street
Sumas, Washington 98295**

and

**Hal (Mick) Allan McLeod
#800-15355 24th Avenue
Suite 649
Surrey, British Columbia V4A 2H9
Canada**

and

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**Diane Sharon Rosiek
#800-15355 24th Avenue
Suite 649
Surrey, British Columbia V4A 2H9
Canada**

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on July 9, 2008 which prohibited **Legacy Capital, Inc. a/k/a Legacy Trust, Inc., a/k/a Legacy Trust Foundation; Manna Humanitarian Foundation a/k/a Manna Trading Corp. Ltd.; Hal (Mick) Allan McLeod and Diane Sharon Roseik**, their partners, officers and directors, agents, employees, affiliates, successors and assigns (“Respondents”) 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 Respondents have 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:

1. Respondent Hal (Mick) Allan McLeod (hereinafter “McLeod” or collectively with Legacy, Manna and Roseik, “Respondents”) has a last known address of #800-15355 24th Avenue, Suite 649, Surrey, British Columbia V4A2H9, Canada.
2. Respondent Diane Sharon Rosiek. (hereinafter “Rosiek” or collectively with McLeod, Legacy, and Manna “Respondents”), has a last known address of #800-15355 24th Avenue, Suite 649, Surrey, British Columbia V4A2H9, Canada.
3. Respondent Legacy Capital, Inc. a/ka/ Legacy Trust, Inc. a/k/a Legacy Trust Foundation is a British Columbia, Canada corporation (hereinafter “Legacy” or collectively with McLeod, Rosiek, and Manna, “Respondents”) with a last known address of #800-15355 24th Avenue, Suite 649, Surrey, British Columbia V4A2H9, Canada.
4. Respondent Manna Humanitarian Foundation a/k/a Manna Trading Corp. Ltd. (hereinafter “Manna” or collectively with McLeod, Rosiek and Legacy

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“Respondents”) is a Washington State corporation with a last known address of 1617 – 534 Railroad Street, Sumas, Washington 98295.

5. McLeod and Rosiek are officers, and directors of Legacy and Manna.
6. Between March 2006 and May 2007 offered to at least two Illinois residents (“Investors 1 and 2”) the opportunity to place money through a “Trust Stewardship Program” into “spiritual trusts” and the “stewarded” investment would be used to “purchase stock, commodities and real estate throughout the world”.
7. The Respondents told the Investors that they would receive five percent interest per month.
8. In August 2006 and January 2007 Investor 1 gave Respondents two cashier’s checks totaling \$40,000 (the “Investments”) payable to “Legacy Capital” in exchange for Respondents’ promise to pay the Investor 5% interest per month.
9. In November 2006 and January 2007 Investor 2 gave Respondents two cashier’s checks totaling \$15,000 (the “Investments”) payable to “Legacy Capital” in exchange for Respondents’ promise to pay the Investor 5% interest per month.
10. Respondents assured the Investors they would use the investments for the business purpose of purchasing “stock, commodities and real estate...” with profits to be used to pay the interest due to the Investors.
11. The activities described above in paragraphs 6-10 constitute the offer and sale of an investment contract and are therefore a security as those terms are defined in Sections 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the “Act”).

FAILURE TO REGISTER SECURITIES

12. Section 5 of the Act provides, *inter alia* that all securities except those exempt under Section 3 or those offered and sold under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
13. Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the securities were not registered pursuant to Section 5 of the Act prior to their offer and sale in the State of Illinois.
14. Section 12.A of the Act provides *inter alia* that it shall be a violation for any person to offer and sell any security except in accordance with the provisions of the Act.

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15. Section 12.D of the Act provides *inter alia* that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
16. By virtue of the foregoing Respondents have violated Sections 12.A and 12.D of the Act.

FRAUD IN SALE OF SECURITIES

17. Respondents did not purchase “stocks, commodities or real estate throughout the world” according to the promises made to the Investors, but instead placed the Investments into their own accounts, and converted them to their own use and benefit.
18. Respondents failed and refused to notify the Investors that they were converting the Investment to their own use and benefit, instead of using it for business purposes to purchase stock, commodities and real estate.
19. 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”.
20. 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”.
21. 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”.
22. By virtue of the foregoing, Respondents violated Sections 12.F, 12.G and 12.I of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents **Legacy Capital, Inc. a/k/a Legacy Trust, Inc., a/k/a Legacy Trust Foundation; Manna Humanitarian Foundation a/k/a Manna Trading Corp. Ltd.; Hal (Mick) Allan McLeod and Diane Sharon Roseik** and their 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.

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.

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 22nd day of September 2008.

A handwritten signature in black ink that reads "Jesse White" with a stylized flourish at the end.

JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

James J. Tierney
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