

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

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**IN THE MATTER OF:** )  
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**J & N Associates Illinois, Inc,** )  
**D/B/A Filso America, Filso LLC,** )  
its partners, members, officers, directors, ) **File No. C0700177**  
agents, employees, affiliates, successors )  
and assigns.; )  
**Junji Yamamoto; and** )  
**Naoko Yamamoto** )  
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**CONSENT ORDER**

**TO RESPONDENTS:** J & N Associates Illinois, Inc.  
750 Pearson Street, Unit 802  
Des Plaines, Illinois 60016

Junji Yamamoto  
750 Pearson Street, Unit 802  
Des Plaines, Illinois 60016

Naoko Yamamoto  
750 Pearson Street, Unit 802  
Des Plaines, Illinois 60016

WHEREAS, J & N Associates Illinois, Inc, Junji Yamamoto and Naoko Yamamoto (“Respondents”), on the 1<sup>st</sup> day of October 2009 executed a certain Stipulation to Enter Consent Order (the “Stipulation”), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated August 6, 2009 in this proceeding (the “Notice”) and Respondent has consented to the entry of this Consent Order (“Consent Order”).

WHEREAS, by means of the Stipulation, the Respondent acknowledges that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State’s Findings of Fact:

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**Count I**  
**Sale of Unregistered Securities**

1. Respondent Junji Yamamoto is a natural person, ("Junji") and president of J & N Associates Illinois, Inc with a last known address of 750 Pearson Street, Unit 802, Des Plaines, Illinois 60016.
2. Respondent Naoko Yamamoto is a natural person, ("Naoko") and Secretary and Treasurer of J & N Associates Illinois, Inc with a last known address of 750 Pearson Street, Unit 802, Des Plaines, Illinois 60016.
3. Respondent, J & N Associates Illinois, Inc (d/b/a Filso America), is an Illinois entity, registered with the Illinois Secretary of State Business Services Department, listing a business address of 750 Pearson Street, Unit 802, Des Plaines, Illinois 60016 and as of August 10, 2007 was involuntarily dissolved.
4. In 2005, Respondents represented themselves to be affiliated with the Japanese company of Filso, which is on information and belief a d/b/a as Amanasu, which makes a very popular soybean drink in Japan.
5. In 2005, Respondents offered and sold to at least one Illinois Resident ("Investor"), stock of Amanasu and directed the check to be made payable to Filso America.
6. The Investor wrote a check for \$18,000.00 to Filso America and believed he was purchasing Amanasu stock, in addition the Investor wrote a second check to Filso America for \$50,000.00 for the purchase of additional Amanasu stock.
7. Filso America is an LLC, which has been dissolved in Washington State and is controlled by the respondents Junji and Naoko Yamamoto.
8. Respondents misrepresented to Investor that Amanasu stock was purchased for Investor; Respondents failed to purchase Amanasu stock for the Investor.
9. The activities described above constitute the offer and sale of an investment fund share or investment contract and 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 5/1 *et seq.*] (the "Act").
10. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.

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11. Section 12.A of the Act states that it shall be a violation of the provisions of the Act to offer or sell any security except in accordance with the provisions of this Act.
12. Section 12.D of the Act states that it shall be a violation of the provisions of the Act 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 any regulation made by the Secretary of State.
13. Respondents failed to register the securities above referenced security prior to their offer and sale in the State of Illinois in accordance with the provisions of this Act.
14. By virtue of the foregoing, Respondents J & N Associates Illinois, Inc, Junji Yamamoto and Naoko Yamamoto violated Sections 12.A and 12.D of the Act.

**Count II**  
**FRAUD IN THE SALE OF SECURITIES**

- 1-8. That paragraphs one (1) through eight (8) of Count I are re-alleged and incorporated herein as paragraphs one (1) through eight (8) of this Count II.
9. That Respondent engaged in a Scheme in which he took the investor money on the premise that would purchase Amanasu stock with their money; however Respondents failed to purchase Amanasu stock for the Investor.
10. That Respondent deposited Investors money in his own account and proceeded to use those funds for his own personal use.
11. That Section 12.F of the Act provides 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.
12. That Section 12.G of the Act provides 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 the light of the circumstances in which they were made, not misleading.
13. That by virtue of the forgoing, respondent violated Section 12.F and Section 12.G of the Act.

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**Count III**  
**Unregistered Dealer/Salesperson**

- 1-9. That paragraphs one (1) through eight (8) of Count I are re-alleged and incorporated herein as paragraphs one (1) through eight (8) of this Count II.
10. That 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a dealer, salesperson, investment advisor, or investment advisor representative, unless registered as such, where such registration is required under this Act.
11. The activities set forth in paragraphs one (1) through eight (8) above constitute the respondents acting as a dealer and/or salesperson, as those terms are defined at 12.C of the Illinois Securities Law of 1953 (815 ILCS 5) (the "Act").
12. That at all relevant times, the Respondents were not and are not registered as dealer and/or salesperson in the State of Illinois.
13. Section 12.A of the Act provides, *inter alia*, it shall be a violation of the provisions of this Act for any person to offer or sell any security except in accordance with the provisions of this Act.
14. That by acting as a salesperson and/or dealer in the State of Illinois, without being registered as such, respondent violated section 12.C of the Act.
15. That Section 11.E(4) of the Act provides, *inter alia*, that in addition to any other sanction or remedy contained in this subsection E, the Secretary of State, after finding that any provision of this Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of this Act, may issue an order of public censure against the violator, and may charge as costs of investigation all reasonable expenses, including attorney's fees and witness fees.
16. That by virtue of the foregoing, Respondent is subject to a fine, censure and costs of investigation pursuant to Section 11.E(4) of the Act.

WHEREAS, by means of the Stipulation Respondents have acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

- (1) The Respondent violated Sections 12.A and 12.D of the Act.
- (2) The Respondent violated Sections 12.F, and 12.G of the Act.
- (3) The Respondent violated Sections 12.C of the Act

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WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be shall pay costs in the amount of Five Hundred Dollars (\$500.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund by October 15, 2009.


WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he has submitted with the Stipulation a certified or cashier's check in the amount of Five Hundred Dollars (\$500.00) shall be a levied fine in this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the foresaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent is levied costs in the amount of Five Hundred Dollars (\$500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on or by October 15, 2009 will submitted Five Hundred Dollars (\$500.00) in payment thereof.
2. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

Entered: This 1<sup>st</sup> day of October, 2009

  
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 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 1360.1123}. Any action for Judicial Review

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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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