

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF:   TRADE PARTNERS, INC.,    ) FILE NO. 0300153  
                  A/K/A/ TPI,                    )  
                  ITS OFFICERS, DIRECTORS    )  
                  EMPLOYEES, AFFILIATES,    )  
                  SUCCESSORS, AGENTS AND    )  
                  ASSIGNS                     )  
  )

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CONSENT ORDER OF PROHIBITION

TO THE RESPONDENT: Trade Partners, Inc., A/K/A TPI  
                  C/O Bruce S. Kramer  
                  Borod & Kramer  
                  80 Monroe Avenue  
                  Suite G1  
                  Memphis, Tennessee 38103

WHEREAS, Trade Partners, Inc., A/K/A TPI (hereinafter "Trade Partners") on March 8, 2004, executed a certain Stipulation To Enter Consent Order of Prohibition (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Trade Partners has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondent has consented to the entry of this Consent Order of Prohibition.

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

WHEREAS, Trade Partners has acknowledged that the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

1. That Respondent, Trade Partners, is a purported business entity, with a last known address of Suite 570 Grand Plaza Place, 220 Lyons Court, NW, Grand Rapids, MI 49503;

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2. That during the month of January, 1999, Trade Partners, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, offered and sold to at least one (1) Illinois resident, shares or "interest(s)" in Trade Partners for an investment of \$40,000;
3. That the above-referenced "interest(s)" or note is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
4. That 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;
5. That 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 securities except in accordance with the provisions of the Act;
6. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provisions of the Act;
7. That at all times relevant hereto, Trade Partners, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, 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;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
9. That 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

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Secretary of State may by written order prohibit the person from offering or selling any securities in this State;

10. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, charge as costs of investigation all reasonable expenses, and issue an order of public censure;
11. That by virtue of the foregoing, the Respondent, Trade Partners, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, is subject to a fine of up to \$ 10,000.00 per violation, costs of investigation, an order of public censure, and an order which permanently prohibits the Respondent Trade Partners from offering or selling securities in the State of Illinois.

WHEREAS, Trade Partners has acknowledged that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:

1. That by virtue of the foregoing, the Respondent, Trade Partners, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, has violated Sections 12.A and 12.D of the Act;
2. That by virtue of the foregoing, the Respondent, Trade Partners, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, is subject to an order which permanently prohibits the Respondent Trade Partners from offering or selling securities in the State of Illinois.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

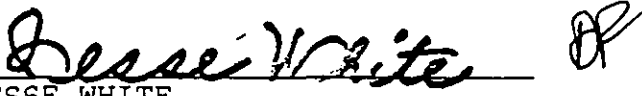
1. The allegations contained in paragraphs seven (7) and eight (8) of the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law;
2. The Respondent, Trade Partners, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, shall

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be permanently prohibited from offering and selling securities in the State of Illinois.

ENTERED: This 16<sup>th</sup> day of March, 2004.

  
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JESSE WHITE  
Secretary of State  
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12(D) of the Illinois Securities Law of 1953 [815 ILCS 5] (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 this Order, shall be guilty of a Class 4 felony.

Attorney for the Secretary of State  
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Hearing Officer:  
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