

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

IN THE MATTER OF: Ronald T. Weathers and X52
Distributing, Inc.

File # 0600442

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENT: Ronald T. Weathers
2556 Emerald Avenue
Las Vegas, Nevada 89120

Ronald T. Weathers
President
X52 Distributing, Inc.
11426 Rojas Drive
El Paso, Texas 79936

On information and belief, I, Jesse White, Secretary of State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1. That X52 Distributing, Inc. is a Nevada Corporation with its principal place of business located at 11426 Rojas Drive; El Paso, Texas 79936.
2. That Ronald T. Weathers is president of X52 Distributing, Inc. His last known address is 2556 Emerald Drive, Las Vegas, Nevada 89120.
3. That during 2003 Respondents offered and/or sold common stock of X52 Distributing, Inc. to at least one Illinois Investor.
4. That the activities described in paragraph 4 constitute the offer and sale of a security and 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").
5. That 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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6. That Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act, and as a result, the security was not registered pursuant to Section 5 of the Act prior to its offer and sale in the State of Illinois.
7. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
8. That 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.
9. That by virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.
10. That the aforementioned findings are based upon credible evidence.
11. That Section 11.F (2) of the Act provides, inter alia, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
12. That the entry of this Temporary Order prohibiting Respondents Ronald T. Weathers and X52 Distributing, Inc. from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provision of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act:

Respondents Ronald T. Weathers and X52 Distributing, Inc. are Temporarily **PROHIBITED** from offering or selling securities in the State of Illinois until further Order of the Secretary of State.

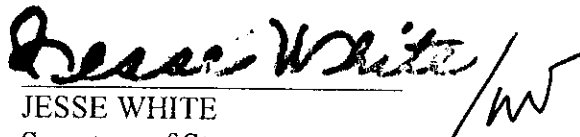
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NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 W. Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 22nd day of October 2007.


JESSE WHITE
Secretary of State
State of Illinois

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