

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

IN THE MATTER OF:)
)
Estrallita Willis; AKA Lita Willis;) File Number: 0800474
W & W Brokerage L.L.C.)
)

CONSENT ORDER OF PROHIBITION

TO RESPONDENT: W & W Brokerage L.L.C.
 3011 W. 183rd Street
 Unit 287
 Homewood, Illinois 60630

 Estrallita Willis
 3011 W. 183rd Street
 Unit 287
 Homewood, Illinois 60630

WHEREAS, the Respondents Estrallita Willis and W&W Brokerage, L.L.C. ("Respondents"), on the 2nd day of December, 2009, 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, Respondent has admitted to the jurisdiction of the Secretary of State and service of the following the Notice of Hearing of the Illinois Secretary of State, Securities Department, issued November 18, 2009 in this proceeding (the "Notice").

WHEREAS, by means of the Stipulation, Respondent has acknowledged that the following Findings of Fact are intended to be a final determination of the issues and Respondents Estrallita Willis and W&W Brokerage, L.L.C. agree that they shall be estopped from making arguments contrary to the Findings of Fact in any collateral proceeding(s).

WHEREAS, by means of the Stipulation, Respondent has acknowledged that the following shall be adopted as the Secretary of State's Findings of Fact, and has admitted to the truth thereof:

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Count I

FAILURE TO REGISTER SECURITIES

1. Respondent Estrallita Willis ("Willis"), a natural person, has a last known address of Dolton, Illinois.
2. Respondent W & W Brokerage L.L.C. is an Illinois corporation, currently not in good standing with the Illinois Secretary of State Business Services Department, and respondent Estrallita Willis is listed as the agent.
3. In 2005, Respondents offered and sold to Illinois Residents an investment contract in the form of a private placement memorandum to senior citizens who are also unaccredited investors and unsophisticated investors.
4. The investment contracts offered and sold to the Illinois residents by respondent promised double digit interest rates.
5. The investment contracts sold by the respondent were unsuitable in view of the financial resources of the customer.
6. The activities described above constitute the offer and sale of an 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").
7. 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.
8. 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 in the State of Illinois.
9. 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."
10. 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."
11. By virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.

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Count II

Unsuitable Investment

- 1-6. That paragraphs one (1) through six (6) of Count I are re-alleged and incorporated herein.
7. Respondents sold an unsuitable product in violation of Section 130.850 of the Rules and Regulations under the Illinois Securities Law of 1953 (the "Rules").
8. 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."
9. By virtue of the foregoing, Respondents violated Sections 12.A of the Act.

Count III

UNREGISTERED DEALER/SALESPERSON

- 1-6. That paragraphs one (1) through six (6) of Count I are re-alleged and incorporated herein.
7. Through the conduct described in paragraphs one (1) through six (6), the respondent acted as a dealer and/or salesperson for the sale of investment contracts to investors.
8. 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 such, where such registration is required under this Act.
9. That at all relevant times, the Respondent was not registered as a dealer and/or salesperson under the Act.
10. 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.

WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they shall be PROHIBITED from offering and selling of securities except in compliance with the Illinois Securities Law of 1953 815 ILCS 5/1 et seq. (The "Act").

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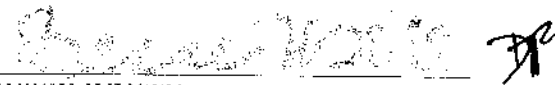
WHEREAS, by means of the Stipulation Respondents have acknowledged and agreed that they shall be levied costs incurred during the investigation of this matter in the amount of Five Hundred Dollars (\$500.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

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

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondents shall be PROHIBITED from offering and selling securities except in compliance with the Illinois Securities Law of 1953.
2. The Respondents are levied costs of investigation in this matter in the amount Five Hundred Dollars (\$500.00) payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on December 7, 2009 has submitted Five Hundred Dollars (\$500.00) in payment thereof.
 - a. The Department shall retain jurisdiction over this proceeding for the sole purpose of enforcing the terms and provisions of the Stipulation herein.
 - b. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 7th day of December, 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.

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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 Illinois Securities Act, {14 Ill. Admin. Code Ch. 1, Section 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.

Attorney for the Secretary of State:

Mary A. Lopez

Office of the Secretary of State

Illinois Securities Department

69 West Washington Street, Suite 1220

Chicago, Illinois 60602

Telephone: (312) 793-3023