

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

_____))
IN THE MATTER OF: ILLINOIS COMMONWEALTH, LLC,))
ILLINOIS COMMONWEALTH TRUST FUND,))
THEIR OFFICERS,) File No. 0800494
DIRECTORS, EMPLOYEE, AFFILIATES,))
SUCCESSORS, AGENTS AND ASSIGNS,))
AND JOEL A. DYKSTRA))
_____))

ORDER OF PROHIBITION

TO THE RESPONDENTS: Illinois Commonwealth, LLC
Illinois Commonwealth Trust Fund
Joel A. Dykstra
405 Radisson Road
Pekin, Illinois 61554

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on November 24, 2008 prohibiting Illinois Commonwealth, LLC, Illinois Commonwealth Trust Fund their officers, directors, employees, agents, affiliates, successors and assigns and Joel Dykstra from offering or selling securities in the State of Illinois until further order of the Secretary of State.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act"), the failure to request a hearing within thirty days of the entry of the Temporary Order of Prohibition shall constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Illinois Commonwealth, LLC, Illinois Commonwealth Trust Fund, their officers, directors, employees, agents, affiliates, successors and assigns and Joel A. Dykstra have failed to request a hearing on the matters contained in the said Temporary Order within thirty days of the entry of said Temporary Order and are hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's final Findings of Fact as follows:

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

1. Illinois Commonwealth, LLC is an Illinois registered Limited Liability Company with a last known business address of 405 Radisson Road, Pekin, Illinois;
2. At all times relevant, Joel A. Dykstra was the registered agent and principal of Illinois Commonwealth, LLC;
3. Illinois Commonwealth Trust Fund is a purported business entity with the same last known business address as Illinois Commonwealth, LLC;
4. As of the date of this Temporary Order, Illinois Commonwealth, LLC, Illinois Commonwealth Trust Fund and Joel A. Dykstra through newspaper advertisements and the internet webpage address of www.illinoiscommonwealth.com are offering for sale to investors shares in four different classes of funds called the Starter Funds, Bulwark Funds, GAP Funds and Aggressive Funds (the "Funds"). All the Funds were described as having differing investment objectives and strategies. The Starter, Bulwark and GAP Funds were advertised as eligible for IRA, 401K or other tax exempt investment accounts. The Aggressive Funds were advertised as not eligible for IRA, 401K or other tax exempt investment accounts. The Starter Funds were individually named the Sprint, Distance and Marathon Funds and were represented to have purported APY returns of 12%, 13.2% and 15% respectively and as 80% guaranteed;
5. Joel A. Dykstra is listed on the web site as the Fund Manager for the Funds;
6. At least two Illinois investors were offered shares in the Starter Fund. One of whom purchased \$3,000 of shares of that fund;
7. Offering materials for the Funds stated that investments in the Funds were to be made payable to the Illinois Commonwealth Trust Fund;

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8. The Shares in the Funds and any other security issued or issuable by the Funds, Illinois Commonwealth, LLC and/or Illinois Commonwealth Trust Fund were not registered by the Respondents with the Illinois Secretary of State prior to their offer and sale;
9. Shares of the Funds offered and sold by the Respondents are securities as that term is defined under Section 2.1 of the Act;
10. Section 5 of the Act provides, inter alia, that all securities except those set forth under Section 2.A of the Act, or 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;
11. 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;
12. 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 provision of the Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 of the Act;
13. By virtue of the foregoing, the Respondents have violated Sections 12.A and 12.D of the Act;
14. Section 11.F.(2) of the Act provides, inter alia, that the Secretary of State may temporarily suspend or prohibit the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems it necessary to prevent an imminent violation of the Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act;

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State's final Conclusions of Law as follows:


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1. That by virtue of the foregoing, the Respondents, Illinois Commonwealth, LLC, Illinois Commonwealth Trust Fund by and through their officers, directors, employees, agents, affiliates, successors and assigns, and Joel A. Dykstra has violated Sections 12.A and 12.D of the Act; and
2. That by virtue of the foregoing, the Respondents, Illinois Commonwealth, LLC, Illinois Commonwealth Trust Fund Their officers, directors, employees, agents, affiliates, successors and assigns and Joel A. Dykstra are subject, pursuant to Section 11.F of the Act, to an Order which permanently prohibits them from offering or selling securities in the State of Illinois.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Illinois Commonwealth, LLC, Illinois Commonwealth Trust Fund their officers, directors, employees, agents, affiliates, successors and assigns are hereby prohibited from offering or selling securities in the State of Illinois until further order of the Secretary of State.

ENTERED: This 13th day of February, 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 a final order subject to administrative review pursuant to the Administrative Review Law, [735 ILCS 5/3-101 et seq.] and

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the Rules and Regulations of the Illinois Securities Act, [14 Ill. Admin. Code Ch. I, 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:
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