

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: ALLIANCE LEASING, LLC.)
ITS OFFICERS, DIRECTORS,) File No. 0700462
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS)

Consent Order of Prohibition

TO THE RESPONDENTS: Alliance Leasing, LLC

C/o Edward Nazar
245 N. Waco, Suite 402
Wichita, KS 67202

WHEREAS, Respondent, Alliance Leasing, LLC, on January 20, 2009, executed a certain Stipulation To Entry 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 in this matter and the Respondents have consented to the entry of this Consent Order.

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, the Respondent has acknowledged, while neither admitting nor denying the truth thereof, 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:

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1. Alliance Leasing, LLC is a limited liability company currently in receivership.
2. On or about November 5, 2006, Alliance Leasing, LLC offered and sold to EJW, an Illinois resident, for \$99,000 interests in two oil well drilling and operating equipment leasing joint ventures.
3. The above-referenced investments are securities 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. 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. 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 any security except in accordance with the provisions of the Act.
6. 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.
7. At all times relevant hereto and prior to on or before May 29, 2008, Alliance Leasing, LLC, failed to register their securities prior to their offer and sale in the State of Illinois.
8. That by virtue of the foregoing, Alliance Leasing, LLC, has violated Sections 12.A and 12.D of the Act.
9. 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

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believes will occur as a result of a prior violation of the Act.

10. 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 Secretary of State may by written order prohibit the person from offering or selling any securities in this State.
11. 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.
12. That by virtue of the foregoing, the Respondent, Alliance Leasing, LLC., is subject to a fine of up to \$10,000.00 per violation, an order of censure and an order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois.
13. That Edward J. Nazar was appointed Receiver of Alliance Leasing, LLC in an action filed in the United States District Court for District of Kansas, Securities and Exchange Commission v. Michael J. McNaul, II et al., Case No. 08-1159-JTM. The undersigned, as Receiver, has no personal liability under any order that may be entered by the Illinois Securities Department.

WHEREAS, the Respondent has acknowledged, while neither admitting nor denying the truth thereof, 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, Alliance Leasing, LLC, has violated Sections 12.A and 12.D of the Act.
2. That by virtue of the foregoing, Respondent, Alliance Leasing, LLC, is subject to an order of Permanent Prohibition.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

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1. The foresaid allegations contained in the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law.
2. The Respondent is permanently prohibited from offering and/or selling securities in the State of Illinois.
3. The Notice of Hearing in this matter is dismissed.

ENTERED: This *23rd* day of *January*, 2009.

Jesse White *JW*

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.

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