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Employees, Agents, Affiliates, Successors and Assigns, offered and/or sold to AK, an Illinois resident, an opportunity to purchase supplies, equipment or services purportedly sufficient to enable the Illinois resident to start a business, including, but not limited to, instructional materials, unlimited consulting, setting up a web site, live "webinars", a marketing "package", as well as assistance in market research, website design and online marketing, in return for total payments in the amount of \$14,459.31;

3. That since that time, AK has received a partial refund of the aforementioned payment amount from a separate business entity in the amount of \$7,125;
4. That on or about November 10, 2008, Thrive Learning Institute, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, offered and sold to PQ, an Illinois resident, an opportunity to purchase supplies, equipment or services purportedly sufficient to enable the Illinois resident to start a business, including, but not limited to, providing personal training and "webinars", assistance in setting up a web site, sixteen weeks of "proactive one on one mentoring", six months "unlimited reactive mentoring", instructions in "internal marketing", "e-Commerce website", "custom marketing package", access to "drop shippers" and suppliers, and "directory submissions" in return for a total payment in the amount of \$15,400;
5. That Thrive Learning Institute, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, represented to AK and PQ, either directly or indirectly, that it would provide a marketing plan;
6. That Section 5-5.10(a) of the Illinois Business Opportunity Sales Law of 1995, [815 ILCS 602 5-1 et seq.] (the "Act") provides, inter alia, that a business opportunity is a contract or agreement, between a seller and a purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any product, equipment, supplies or services enabling the purchaser to start a business when the purchaser is required to make a payment to the seller or a person recommended by the seller and the

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seller represents directly or indirectly, orally or in writing, that the seller will provide a marketing plan;

7. That the above-referenced promotion, solicitation or offer constitutes an offer and/or sale of a business opportunity as those terms are defined pursuant to Sections 5-5.10 and 5-5.20 of the Act;
8. That Section 5-25 of the Act provides, inter alia, that it is unlawful for any person to offer or sell any business opportunity in the State of Illinois unless that business opportunity is registered under the Act or is exempt from registration under Section 5-10 of the Act;
9. That Section 5-95 (b) (1) of the Act provides, inter alia, that no person shall, either directly or indirectly, offer or sell any business opportunity without registration under this Act unless the person offering or selling the opportunity is exempt under the Act;
10. That Section 5-95(b) (2) of the Act provides, inter alia, that no person shall fail to file with the Secretary of State any report, document or answer required to be filed under the provisions of this Act or any rule made by the Secretary of State pursuant to this Act.
11. That at all times relevant, Respondent Thrive Learning Institute, by and through its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, failed to obtain or file for registration of the above-referenced business opportunity prior to any offer or sale in the State of Illinois;
12. That Section 5-65 of the Act provides, inter alia, that whenever it appears to the Secretary of State that any person has engaged or is about to engage in any act or practice constituting a violation of the Act, the Secretary of State may issue an Order directing such person to cease and desist from engaging in any act or practice constituting a violation of any provision of the Act;
13. That Section 5-65 of the Act provides, inter alia, that the Secretary of State, after finding that any provisions of this Act has been violated, may impose a fine as provided by rule or order against the violator not to exceed \$10,000 per violation and may issue an order of public censure against

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the violator and charge the costs of the investigation and reasonable expenses;

14. That by virtue of the foregoing, the Respondent Thrive Learning Institute, 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, reasonable expenses, an order of censure, and an order which permanently prohibits the Respondent from offering or selling business opportunities in the State of Illinois.

WHEREAS, the Respondent has acknowledged, while neither admitting or 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, Respondent Thrive Learning Institute, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, have violated Sections 12.A and 12.D of the Act;
2. That by virtue of the foregoing, Respondent Thrive Learning Institute, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, is subject, pursuant to Section 5-65 of the Act, to an Order to Cease and Desist from offering and/or selling business opportunities in the State of Illinois.

WHEREAS, the Respondent shall cease and desist from offering or selling business opportunities in the State of Illinois except in compliance with the Act, including, but not limited to, the registration requirements of the Act;

WHEREAS, the Respondent shall, within 30 days of the entry of aforesaid Consent Order, pay restitution to Annette Kuchar, 205 Appomattox, Springfield, Illinois 62711, in the amount of \$7,334.34, that such payment will be made by money order or cashier's check payable to Annette Kuchar in the amount specified above, that said check will be mailed or delivered in a timely manner to Annette Kuchar and that a copy of said check will be mailed in a timely manner to Johan Schripsema, Illinois Department of Securities, 350 Seright, Suite C, Harrisburg, Illinois 62946.

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WHEREAS, the Respondent shall, within 30 days of the entry of aforesaid Consent Order, pay restitution to Phyl D. Quance, 120 Oaks Ave, Wauconda, Illinois 60084, in the amount of \$15,400, that such payment will be made by money order or cashier's check payable to Phyl D. Quance in the amount specified above, that said check will be mailed or delivered in a timely manner to Phyl D. Quance and that a copy of said check will be mailed in a timely manner to Johan Schripsema, Illinois Department of Securities, 350 Seright, Suite C, Harrisburg, Illinois 62946.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

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 shall cease and desist from offering or selling business opportunities in the State of Illinois except in compliance with the Act, including, but not limited to, the registration requirements of the Act;
3. The Respondent shall, within 30 days of the entry of aforesaid Consent Order, pay restitution to Annette Kuchar, 205 Appomattox, Springfield, Illinois 62711, in the amount of \$7,334.31, that such payment will be made by money order or cashier's check payable to Annette Kuchar in the amount specified above, that said check will be mailed or delivered in a timely manner to Annette Kuchar and that a copy of said check will be mailed in a timely manner to Johan Schripsema, Illinois Department of Securities, 350 Seright, Suite C, Harrisburg, Illinois 62946.
4. The Respondent shall, within 30 days of the entry of aforesaid Consent Order, pay restitution to Phyl D. Quance, 120 Oaks Ave, Wauconda, Illinois 60084, in the amount of \$15,400, that such payment will be made by money order or cashier's check payable to Phyl D. Quance in the amount specified above, that said check will be mailed or delivered in a timely manner to Phyl D. Quance and that a copy of said check will be mailed in a timely manner to Johan Schripsema, Illinois Department of Securities, 350 Seright, Suite C, Harrisburg, Illinois 62946.

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ENTERED: This 18th day of March, 2009.

Jesse White 
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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