

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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

File # 0600442

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

WHEREAS, a Temporary Order of Prohibition was issued by the Secretary of State on October 31, 2007 which prohibited Respondents Ronald T. Weathers and X52 Distributing, Inc. ("Respondents") from offering or selling securities in or from the State of Illinois until further order from the Secretary of State or his duly authorized representative;

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of the Temporary Order shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final;

WHEREAS, the Respondents have failed to request a hearing on the matters contained in the Temporary Order within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order;

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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 Findings of Fact as follows:

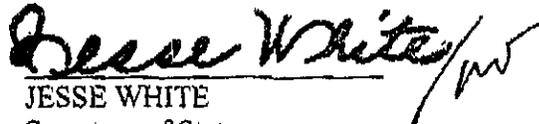
1. That X52 Distributing, Inc. is a Nevada Corporation with its principal place of business located at 11426 Rojas Drive; El Paso, Texas 79936.
2. That Ronald T. Weathers is president of X52 Distributing, Inc. His last known address is 2556 Emerald Drive, Las Vegas, Nevada 89120.
3. That during 2003 Respondents offered and/or sold common stock of X52 Distributing, Inc. to at least one Illinois Investor.
4. That the activities described in paragraph 3 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").
6. 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.
7. 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.
8. 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.
9. 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.
10. That by virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.

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NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to Section 11.F of the Act, Respondents Ronald T. Weathers and X52 Distributing, Inc. permanently PROHIBITED from offering or selling securities in or from the State of Illinois.

Dated: This 2nd day of January 2008.

  
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 ACT. Any person or entity that 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 for each offence.

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 Act (14 Ill. Admin. Code, Ch. 1 Sec. 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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