

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
WOMANS WALLSTREET, INC.	)	ADMINISTRATIVE ORDER
JOHN LOWSON	)	NO. CD-2005-0039A
HENY AYATI	)	
	)	
<u>RESPONDENTS</u>	)	

AMENDMENT TO CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. WOMANS WALLSTREET, INC. ("WALLSTREET") is a California company, with a business address of 85 Enterprise, Suite 400, Aliso Viejo, California, 92656.

2. JOHN LOWSON ("LOWSON") is Sales Agent of WALLSTREET, with a business address of 85 Enterprise, Suite 400, Aliso Viejo, California, 92656.

3. HENY AYATI ("AYATI") is an Investor Relations representative with WALLSTREET, with a business address of 85 Enterprise, Suite 400, Aliso Viejo, California, 92656.

STATEMENT OF FACTS

4. Information made available to the Commission indicates that in November 2003, LOWSON and AYATI offered an investment in common stock of WALLSTREET, through a private placement offering, to an investor residing in Alabama.

5. A review of the files of the Alabama Securities Commission Registration Division disclosed no record of registration, nor exemption from registration, for LOWSON as a Securities Agent or Dealer in the state of Alabama.

6. A review of the files of the Alabama Securities Commission Registration Division disclosed no record of registration, nor exemption from registration, for AYATI as a Securities Agent or Dealer in the state of Alabama.

7. A review of the U.S. Securities and Exchange Commission EDGAR website disclosed a Reg. D 506 filing submitted by WALLSTREET, and recorded by the U.S. SEC on February 6, 2003. This filing provides specific exemptions to registration for companies under the Securities Act of 1933.

8. A review of the files of the Alabama Securities Commission Registration Division disclosed no notice filing for a Reg. D 506 limited offering issued by WALLSTREET.

9. Information made available to the Commission indicates that LOWSON and AYATI made a general solicitation ("cold call") to an Alabama investor. This is in violation of the United States Securities and Exchange Regulation 230.502(c), regarding Limitation on Manner of Offering. The exemption for registration concerning Reg. D 506 (Limited Offering) is conditional to the issuer abiding by the rules against general solicitation. The violation committed by LOWSON and AYATI voids any exemption claimed by WALLSTREET concerning the offering of common stock in the private placement memorandum issued by the company.

10. Due to the facts listed above, the Alabama Securities Commission issued a Cease and Desist Order (Order #CD-2005-0039) to the RESPONDENTS on September 12, 2005. In an effort to reach a consent agreement, WALLSTREET offered to conduct a rescission offer to all Alabama investors. The rescission offer was made by the company, and accepted by all Alabama investors.

11. As of the date of this amended order, WALLSTREET has not returned the invested funds to the Alabama investors, and further claims WALLSTREET does not have sufficient capital to complete the offered rescission.

#### CONCLUSIONS OF LAW

12. Neither LOWSON, AYATI, or WALLSTREET are registered, nor exempt from registration as a Dealer or Agent in the state of Alabama. The sale of securities by an unregistered Dealer or Agent in the state of Alabama, is a violation of Section 8-6-3(a), Code of Alabama 1975.

13. Due to the general solicitation made by LOWSON and AYATI, the registration exemption for the offer of this particular security is void; therefore, the private placement memorandum issued by WALLSTREET is not registered, nor exempt from registration, in the state of Alabama. The sale of unregistered securities, in the state of Alabama, is a violation of Section 8-6-4, Code of Alabama 1975.

14. Respondent WALLSTREET knowingly made a rescission offer without sufficient capital to complete the offer. The fraudulent rescission offer issued by WALLSTREET, in the state of Alabama, is a violation of Section 8-6-17(a)(3), Code of Alabama 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Act.


This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

**ACCORDINGLY, IT IS HEREBY ORDERED** that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama, this 13<sup>th</sup> day of June, 2006.

ALABAMA SECURITIES COMMISSION  
770 Washington Avenue, Suite 570  
Montgomery, AL 36130-4700  
(334) 242-2984

BY:

  
JOSEPH P. BORG  
Director

