STATE OF WASHINGTON DEPARTMENT OF FINANCIAL INSTITUTIONS **SECURITIES DIVISION**

IN THE MATTER OF DETERMINING whether there has been a violation of the Securities Act of Washington by:

A+ Investments, Inc., Soon Ok Hyun, and Byung (Brian) K. Hyun,

Order No.: S-04-209-04-CO01

CONSENT ORDER

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Respondents.

INTRODUCTION

Pursuant to the Securities Act of the State of Washington, Revised Code of Washington Ch. 21.20 et seq., the Securities Division and Respondents, A+ Investments, Inc., Soon Ok Hyun, and Byung "Brian" K. Hyun, do hereby agree to this Consent Order in settlement of the matters alleged herein. Respondents, A+ Investments, Inc., Soon Ok Hyun, and Byung "Brian" K. Hyun, neither admit nor deny the Findings of Fact and Conclusions of Law as set forth below:

FINDINGS OF FACT

I. **Respondents**

- A+ Investments, Inc. ("A+ Investments"), was a Washington corporation with its principal place of business at 8815 South Tacoma Way, Ste 120, Tacoma, WA 98499. A+ Investments' registration with the Washington Secretary of State has been inactive since December 31, 2002.
- Soon Ok Hyun ("Soon Hyun"), a Washington resident, was a 60% shareholder and officer of A+ Investments, Inc.
- Byung "Brian" K. Hyun ("Brian Hyun"), a Washington resident, was a 40% shareholder and officer of A+ Investments, Inc.

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CONSENT ORDER

DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division PO Box 9033 Olympia, WA 98507-9033 360-902-8760

II. Nature of the Conduct

- 4. On or about November 1, 1999, Soon Hyun, Brian Hyun, and Fred Walker registered A+ Investments as a Washington corporation. Soon Hyun owned 60% of A+ Investments, Brian Hyun owned approximately 20%, and Fred Walker owned approximately 20%. Fred Walker left A+ Investments soon after incorporation and Brian Hyun became a 40% shareholder.
- 5. Brian Hyun and Soon Hyun were customers of GNN-GreenHill Financial Inc. ("Greenhill"). Greenhill was in the business of managing investor funds for foreign currency exchange ("forex"). Greenhill employees approached Brian Hyun and Soon Hyun about opening accounts for prospective Greenhill customers.
 - 6. Greenhill introduced 5 or 6 customers and/or prospective customers to A+ Investments.
- 7. Beginning in 2000, A+ Investments offered and sold investments in the form of a profit sharing arrangement to the 5 or 6 customers and/or prospective customers referred by Greenhill. The 5 or 6 customers were Washington residents. The arrangement called for investors to provide the Respondents with capital to be used by Respondents for trading in futures, commodities, and similar investments. Investors did not participate in the management of the investment and expected a return on capital in the form of interest paid on the amount invested and a share of trading profits.
- 8. A+ Investments pooled approximately \$445,000.00 of investor money and its own money in a forex managed account with Greenhill. Greenhill managed the investments within the A+ Investments pooled account.
- 9. A+ Investments entered into "A+ Fixed Income Profit Sharing Program" investor agreements with the Greenhill referred customers. Per the investor agreement, A+ Investments responsibilities included: (A) establishing an account for the investors; (B) providing the Certificate of

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A+ Fund Deposit which includes the Account Number, Account Holder Name, Opening Balance, Date Issuance, Initial Maturity Date, and the Annual Fixed Income Profit Sharing Percentage with Refund Policy of the Investor's Principal at the maturity date; (C) providing monthly statements to the investor, which includes monthly fixed income profits, and any other transactions applicable to the Account (i.e. deposits, withdrawals, disbursements, opening and closing balance, etc.); and (D) paying the monthly or quarterly fixed income profit sharing revenue to the investor.

- 10. A+ Investments performed the responsibilities outlined in the "A+ Fixed Income Profit Sharing Program" investor agreements.
- 11. Greenhill paid A+ Investments a monthly commission for the funds in the A+ Investments pooled account. A+ Investments paid a commission to Soon Hyun and Brian Hyun, as well as a monthly salary.
- 12. At some point in 2000 the future of Greenhill became questionable. A Greenhill employee suggested Midland Euro, Inc. ("Midland Euro") as a managed forex account alternative.
- 13. On June 13, 2000, Soon Hyun and Brian Hyun entered into a Managed Account agreement with Midland Euro, Inc., on behalf of A+ Investments. The account was started with \$118,000, which was a pooled investment of A+ Investments' money and individual investors' money.
 - 14. On August 16, 2000, A+ Investments entered an "Agent Agreement" with Midland Euro.
- 15. Brian Hyun represented to the investors that Midland Euro would manage the pooled account opened by A+ Investments. All but one of the Greenhill referred investors transferred assets to the A+ Investments pooled account at Midland Euro.
- 16. A+ Investments went through a similar procedure of opening a pooled account using investors' funds with another forex trading firm, Orion International ("Orion").

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III. <u>Misrepresentations and Omissions</u>

17. The Respondents failed to disclose material information about the investment opportunity described above, including, but not limited to, financial statements for A+ Investments.

IV. Registration Status

- 18. A+ Investments Inc. is not currently registered under the Securities Act of Washington, RCW Ch. 21.20 et seq., as a broker-dealer in the State of Washington and has not been previously so registered.
- 19. Brian Hyun is not currently registered under the Securities Act of Washington, RCW Ch. 21.20 et seq., as a broker-dealer or securities salesperson in the State of Washington and has not been previously so registered.
- 20. Soon Hyun is not currently registered under the Securities Act of Washington, RCW Ch. 21.20 et seq., as a broker-dealer or securities salesperson in the State of Washington and has not been previously so registered.
- 21. The offer and sale of investments in the A+ Investments Inc. pooled investment accounts by Respondents A+ Investments Inc., Brian Hyun, and Soon Hyun was not registered under the Securities Act of the State of Washington.

Based upon the above Findings of Fact, the following Conclusions of Law are made:

CONCLUSIONS OF LAW

1. The offer and/or sale of investments in the A+ Investments Inc. pooled investment accounts, as described above, constitute the offer and/or sale of securities as defined in RCW 21.20.005(10) and (12).

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- 2. The offer and/or sale of said securities by Respondents, A+ Investments Inc., Byung "Brian" K. Hyun and Soon Ok Hyun, is in violation of RCW 21.20.010 because, as set forth in the Findings of Fact, Respondents omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.
- 3. Respondents, A+ Investments Inc., Soon Ok Hyun, and Byung "Brian" K. Hyun, have each violated RCW 21.20.040 by offering and/or selling said securities while not registered as a broker-dealer or a securities salesperson in the State of Washington.
- 4. Respondents, A+ Investments Inc., Byung "Brian" K. Hyun, and Soon Ok Hyun have each violated RCW 21.20.140 by offering and/or selling an unregistered security.

CONSENT ORDER

Based upon the foregoing,

IT IS AGREED AND ORDERED that Respondents, A+ Investments, Byung "Brian" K. Hyun, and Soon Ok Hyun, each shall cease and desist from engaging in acts and practices in violation of the Securities Act of Washington, RCW 21.20.010, RCW 21.20.040 and RCW 21.20.140.

IT IS FURTHER AGREED AND ORDERED that Respondents, A+ Investments, Byung "Brian" K. Hyun, and Soon Ok Hyun, each shall not make application for nor be granted a broker-dealer, investment adviser, securities salesperson, or investment adviser representative license for a period of one year from the entry of this Consent Order by the Securities Administrator.

IT IS FURTHER AGREED AND ORDERED that, prior to entry of this order, Respondents, A+ Investments, Inc., Byung "Brian" K. Hyun, and Soon Ok Hyun, shall pay a fine in the amount of \$5,000, of which \$2,000 is suspended based on future cooperation with the Securities Division.

1	IT IS FURTHER AGREED that Respondents, A+ Investments, Byung "Brian" K. Hyun, and Soon
2	Ok Hyun, shall pay investigative costs of \$1,000.00 prior to entry of this order.
3	IT IS FURTHER AGREED that for any person or entity not a party to this Consent Order, this
4	Consent Order does not limit or create any private rights or remedies against Respondents, A+
5	Investments, Byung "Brian" K. Hyun, and Soon Ok Hyun, limit or create liability of Respondents, or
6	limit or create defenses of Respondents to any claims.
7	IT IS FURTHER AGREED that the Securities Division has jurisdiction to enter this Consent
8	Order.
9	IT IS FURTHER AGREED that Respondents, A+ Investments, Byung "Brian" K. Hyun, and Soon
10	Ok Hyun, shall each continue to cooperate with the Securities Division in this and any related
11	investigations.
12	IT IS FURTHER AGREED that in consideration of the foregoing, Respondents, A+ Investments,
13	Byung "Brian" K. Hyun, and Soon Ok Hyun, each waive their right to a hearing on this matter and
14	waives their right to judicial review of this matter pursuant to RCW 21.20.440.
15	DATED this 15th day of March, 2005.
16	Approved for entry by:
17	/s/
18	Jeff Kim, WSBA # 33634 Attorney for Respondents
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20	Signed by:
21	Byung (Brian) K. Hyun, an individual
22	Dyung (Ditan) K. Hyun, an murviduar
23	CONSENT ORDER 6 DEPARTMENT OF FINANCIAL INSTITUTIONS Securities Division
24	PO Box 9033 Olympia, WA 98507-9033 360-902-8760

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2	Signed by:
3	/s/
4	Soon Ok Hyun, an individual
5	Signed by: A+ Investments, Inc.
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7	By Byung (Brian) K. Hyun, President
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9	THIS ORDER ENTERED THIS 7th DAY OF APRIL, 2005 BY:
10	THIS ORDER ENTERED THIS 7th DAT OF ATRIE, 2003 BT.
11	Anidal E, Stevenson
12	MICHAEL E. STEVENSON Securities Administrator
14	Approved for entry by:
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16	Martin Cordell
17	Martin Cordell Chief of Enforcement
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19	Presented by:
20	DAUZ.
21	Dylan Waits
22	Enforcement Attorney