

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF:)	
)	
Roy D. Kessel,)	
)	
The Omicron Group, LLC and its)	
partners, members, officers, directors,)	File No. 1000395
agents, employees, affiliates, successors,)	
and assigns, and)	
)	
Capital Law Group, P.C. and its partners,)	
members, officers, directors, agents,)	
employees, affiliates, successors, and)	
assigns.)	
)	

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS:

Roy D. Kessel
740 Silver Rock Lane
Buffalo Grove, IL 60089

Roy D. Kessel
655 Deerfield Road, Suite 100
Deerfield, IL 60015

Roy D. Kessel
3255 N. Arlington Heights Road, Suite 510
Arlington Heights, IL 60004

The Omicron Group, LLC
1211 N. Miller Road, Suite 231
Scottsdale, AZ 85251

The Omicron Group, LLC
3255 N. Arlington Heights Road, Suite 510
Arlington Heights, IL 60004

Capital Law Group, P.C.
3255 N. Arlington Heights Road, Suite 510
Arlington Heights, IL 60004

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

FRAUD IN THE OFFER AND SALE OF SECURITIES

1. Respondent **Roy D. Kessel** (“Kessel”) is an individual with last known addresses of 740 Silver Rock Lane, Buffalo Grove, IL 60089; 655 Deerfield Road, Suite 100, Deerfield, IL 60015; and 3255 N. Arlington Heights Road, Suite 510, Arlington Heights, IL 60004.
2. At all relevant times, Kessel was a managing member of **The Omicron Group, LLC** (“Omicron”). Omicron is an entity with last known addresses of 1211 N. Miller Road, Suite 231, Scottsdale, AZ 85251 and 3255 N. Arlington Heights Road, Suite 510, Arlington Heights, IL 60004.
3. Omicron purports to be a company that invests in “specialized trading platforms that are not available to the general public.”
4. In addition to his management role with Omicron, at all relevant times, Kessel was a licensed attorney in the State of Illinois that served as a partner and control person of **Capital Law Group, P.C.** (“Capital Law Group”). Capital Law Group has a last known address of 3255 N. Arlington Heights Road, Suite 510, Arlington Heights, IL 60004.
5. Capital Law Group was to serve as the escrow agent for investment funds that were issued for investments in Omicron.
6. Beginning in 2007, Kessel, Omicron and Capital Law Group engaged in a fraudulent scheme that defrauded investors from across the United States and the international community. As a part of this scheme:
 - a. **Kessel solicited investors to invest money in platforms and programs that purportedly traded in medium-term notes and bank debentures;**
 - b. **Omicron, through Kessel, promised investors an annual return of at least 15%. Investors were told that the total split of profits would be a 40% split for Omicron and a 60% split for the investor, with a 15% preferred return to be credited toward the investor’s 60% split;**
 - c. **Omicron, through Kessel, told investors that the investment was a “principle risk-free investment,” meaning that investor funds would be held in an escrow account at Capital Law Group and would not be released for any purpose;**

- d. Investors did not receive the promised 15% annual return on their investment. Instead, Omicron, fabricated returns through password-protected Internet accounts to lull investors into believing that Omicron was a profitable investment;**
 - e. Omicron and Capital Law Group did not hold investor funds, but improperly released investor funds to others. Rather than using the investor funds as promised, Omicron and Capital Law Group, through Kessel, misappropriated the investor funds to pay themselves and invest in other fraudulent investment schemes;**
7. As a result of the fraudulent scheme described above, investors lost millions of dollars.
 8. The activities described above constitute the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act").
 9. Section 12.F of the Act states that it shall be a violation of the provisions of this Act for any person to, engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
 10. Section 12.G of the Act states that it shall be a violation of the provisions of this Act for any person to, "obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
 11. Section 12.I of the Act states that it shall be a violation of the provisions of this Act for any person to, "employ any device, scheme, or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly."
 12. By virtue of the foregoing, Respondents Kessel, Omicron and Capital Law Group violated Sections 12.F, 12.G, and 12.I of the Act.

OFFER AND SALE OF UNREGISTERED SECURITIES

13. 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 qualification prior ... to their offer or sale" in the State of Illinois.
14. Kessel, both personally and as a managing member of Omicron, 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 securities were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.

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15. Furthermore, Kessel, both personally and as a managing member of Omicron, failed to file any notice filings with the Secretary of State claiming that the securities being offered were exempt from registration.
16. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
17. 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.
18. By virtue of the foregoing, the Respondents Kessel and Omicron violated Sections 12.A and 12.D of the Act.

PROHIBITION

19. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
20. The entry of this **Temporary Order of Prohibition** prohibiting Respondents Kessel, Omicron & Capital Law Group, or their agents, affiliates, successors and employees, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents **Roy D. Kessel, The Omicron Group, LLC and Capital Law Group, P.C.**, and each of their partners, members, officers and directors, agents, employees, affiliates, successors and assigns, are **Temporarily Prohibited** from offering or selling securities in or from this State for a maximum period of ninety (90) days.

NOTICE is hereby given that the Respondents may request a hearing on this matter by transmitting such request in writing to:

James Gleffe
Enforcement Attorney
Illinois Securities Department
Office of the Secretary of State
69 West Washington Street, Suite 1220
Chicago, Illinois 60602


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Such request must be made within thirty (30) calendar days of the date of entry of the **Temporary Order of Prohibition**. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order of Prohibition.

FAILURE OF ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated this 30th day of March, 2012.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

James Gleffe
Enforcement Attorney
Illinois Securities Department
Office of the Secretary of State
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Chicago, Illinois 60602
312-793-3593