

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

IN THE MATTER OF:)

Nicolas Hindman; Mel Krumdick;)
Todd Dyer, AKA Todd Allen and Allen Todd,))
Tracy Lynn Bolton,)
Midwest Farmland Limited Partnership,)
its partners, members,)
officers, directors, agents, employees,)
affiliates, successors and assigns;)
Midwest Farmland Management)
Corporation, its partners, members,)
officers, directors, agents, employees,)
affiliates, successors and assigns;)
American Farmland Partners Corporation,)
its partners, members,)
officers, directors, agents, employees,)
affiliates, successors and assigns;)
U.S Growers Liquidity Fund, Inc. (A/K/A)
U.S. Growers Farmland Liquidity Fund, Inc))
its partners, members,)
officers, directors, agents, employees,)
affiliates, successors and assigns;)
Farmland Marketing and Management)
Group, Inc (A/K/A Farmland Marketing)
Group) its partners, members,)
officers, directors, agents, employees,)
affiliates, successors and assigns;)

) **File Number: 1000325**

AMENDED NOTICE OF HEARING

TO RESPONDENTS:

Nicolas Hindman
95 Brandon Ave.
Glen Ellyn, Illinois 60137

Todd A. Dyer
813 Kendall Lane
Lake Geneva, Wisconsin 53147

Mel Krumdick
1178 South Elmwood Ave.
Oak Park, Illinois 60304

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Tracy Lynn Bolton
31615 Tall Grass Court
Lakemoor, Illinois 60051

U.S. Growers Liquidity Fund Inc.
AKA U.S. Growers Farmland Liquidity Fund Inc.
699 Walnut Street, 4th Floor
Des Moines, Iowa 50309

Farmland Marketing and Management Group, Inc.
AKA Farmland Marketing Group
699 Walnut Street, 4th Floor
Des Moines, Iowa 50309

Farmland Marketing Group
P.O. Box 24
Springfield, WI 53176

To the Respondent Attorney: Theodore T. Poulos
(Attorney for Nicholas Hindman)
Cotsirilos, Tighe, Streicker, Poulos & Campbell, Ltd.
33 N. Dearborn, Suite 600
Chicago, IL 60602

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 13th day of June, 2012 at the hour of 10:00 a.m. or as soon as possible thereafter, before James Kopecky Esq., or such other duly designated Hearing Officer of the Secretary of State.

Said hearing will be held to determine whether an Order shall be entered pursuant to Section 11.E of the Act prohibiting Nicolas Hindman, Todd A. Dyer, Mel Krumdick, Tracy Lynn Bolton, Midwest Farmland Limited Partnership, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, Midwest Farmland Management Corporation, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, and American Farmland Partners Corporation, its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, U.S. Growers Liquidity Fund, Inc. (A/K/A U.S. Growers Farmland Liquidity Fund, Inc.), its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, Farmland Marketing and Management Group, Inc. (A/K/A/ farmland Marketing Group), its Partners, Members, Officers, Directors, Agents, Employees, Affiliates, Successors, and Assigns, from selling or offering for sale securities in the State of Illinois and/or granting such other relief as may be authorized under the Act including but not limited to the imposition of a monetary fine in the maximum amount pursuant to Section 11.E of the Act, payable within ten (10) business days of the entry of the Order.

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The grounds for such proposed action are as follows:

BACKGROUND FACTS

1. Respondent Nicolas Hindman (“Hindman”), a natural person, has a last known address in Illinois and is purported to be the Chief Financial Officer of Midwest Farmland Partners, Midwest Farmland, Midwest Farmland Acquisitions, American Farmland Partners Corporation and is a CPA.
2. Respondent Todd Dyer aka Todd Allen and Allen Todd (“Dyer”), a natural person, has a last known address in Lake Geneva, Wisconsin. Dyer claims to be the president of Midwest Farmland Acquisitions.
3. Respondent Todd Dyer has been previously issued an Order to Cease and Desist by the Wisconsin Department of Securities and an Order of Prohibition from offering or selling securities by the Illinois Secretary of State Securities Department in 2000 and in 2011 as president of Midwest Farmland Acquisitions.
4. Respondent Mel Krumdick is a natural person, has a last known address in Oak Park, Illinois and is the registered agent for Midwest Farmland Acquisitions, Midwest Farmland Management Corporation, Agricultural Network Corporation and Green Opportunities, Inc. Krumdick represents himself to be a Roman Catholic Priest.
5. Respondent Tracy Lynn Bolton is a natural person and is the Founder agent and Chairman of the Board of the Farmland Marketing and Management Group, Inc. (www.farmlandmarketinggroup.com) and U.S. Liquidity Fund, Inc (<http://growersliquidityfund.com>). Bolton is the former secretary to Todd Dyer and currently lives in Lakemoor, Illinois.
6. Respondent Tracy Lynn Bolton, in an attempt to circumvent the current Orders of Prohibition and the current litigation with the Illinois Secretary of State Securities Department opened a virtual office in Iowa for two new entities Farmland Marketing and Management Group, Inc. and U.S. Growers Liquidity Fund, Inc.
7. Respondent Bolton, former secretary to Respondent Dyer, has offered and sold securities from the State of Illinois to multiple states including, but not limited to Illinois.
8. Respondent Tracy Lynn Bolton failed to tell investors that she is not registered to offer or sell securities and that Farmland Marketing and Management Group, Inc. and U.S. Growers Liquidity Fund, Inc. are not registered securities in Illinois.
9. Respondent Midwest Farmland Limited Partnership (MFLP) is an Illinois Corporation, with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532.

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10. Respondent Midwest Farmland Acquisitions ("MFA ") was a Wisconsin Corporation, with the last known address of 813 Kendall Lane, Lake Geneva, Wisconsin.
11. Respondent Midwest Farmland Management Corporation ("MFMC ") is an Illinois Corporation, with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532.
12. Respondent American Farmland Partners Corporation is an Illinois corporation with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532; with Respondent Hindman as the agent and principal.
13. Respondent U.S. Growers Liquidity Fund, Inc. (A/K/A U.S. Growers Farmland Liquidity Fund, Inc) is an Iowa Corporation, with a last known address of 699 Walnut Street, Des Moines, Iowa.
14. Respondent Farmland Marketing and Management Group, Inc (A/K/A Farmland Marketing Group, Inc) is an Iowa Corporation, with a last known address of 699 Walnut Street, Des Moines, Iowa.
15. Beginning in 2008 Respondents offered and sold from Illinois, securities in the form of stock and stock warrants.
16. Respondents offered the securities with a general solicitation on their web sites, including but not limited to: www.midwestfarmlandpartners.com, www.farmlandmarketinggroup.com, and www.farmerslandcorporation.com.
17. Respondents advertised their offering on a Chicago Radio Station WFMT and obtained investors as a result of said advertising.
18. The securities offered and sold stock to the investors and promised investors "a minimum, fixed, annual 6% priority return" to investors.
19. Respondents also stated that there are "no fees, charges, loads or commissions taken from investor funds..."
20. Respondents state on their website:
"Midwest Farmland Partners is a part of a publicly traded company whose stock price reflects not only the value of the assets owned by the company but also a multiple of the companys annual earnings."
21. Respondents web site also touts the tax benefits of this investment stating:
" every dollar you invest, receive a dollar tax credit." And "every dollar you earn from this investment you pay only a 15% maximum tax."
22. Respondents engaged in a Scheme in which they took investors' money on the premise that the money would be used to purchase farmland and improve the farm's ability to produce.
23. Respondents refused or omitted to inform investors that Midwest Farmland is not part of a publicly traded company and has NO assets.

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24. Respondents used investor money for personal use, including but not limited to, hotels, resorts, airfare, gentlemen's clubs, dining, and cash withdrawals.
25. Respondents were sent a request for information from the Illinois Secretary of State Securities Department (the "Department") in the form of an 11.C letter dated August 27, 2010 inquiring into Midwest Farmland Limited Partnership, Midwest Farmland Management Corporation, and/or Midwest Farmland Acquisitions.
26. Respondent, Todd Dyer sent a letter in response to the Department's 11.C letter, dated September 13, 2010, stating as follows:

I apologize for not getting back to you sooner however; I do not have immediate access to the materials you have requested. It is my understanding that you will be getting a response from Midwest Farmland Partners/Midwest Farmland Management Corporation CFO Nicholas Hindman to your inquiries. Additionally I will be working with Mr. Hindman and counsel to address your letter and will respond accordingly.
27. Respondents sent a notarized Affidavit in response to the Department request dated November 18, 2010 and said document was signed by Nicholas C. Hindman, Sr., Chief Financial Officer. Respondents listed only two investors in their response, one in Illinois and one in Wisconsin. Respondent refused or omitted to disclose all the information requested on the Department's 11.c letter, including but not limited to a comprehensive list of all the investors and the amount invested.
28. Respondents refused or omitted, to inform Investors that they were not registered with the Illinois Secretary of State Securities Department.
29. Respondent Dyer failed to inform investors that he was convicted of Securities Fraud and served time in a Federal Prison for Securities Fraud.
30. Respondent Krumdick was subpoenaed for a deposition and failed to appear at his deposition with the Illinois Secretary of State Securities Department.
31. Respondent Krumdick was a signer on the Midwest Farmland bank accounts and signed withdrawal slips at least nine times for between four and five thousand dollars each withdrawal.
32. Respondent Krumdick failed to provide any explanation for funds being withdrawn.
33. Respondent Dyer was subpoenaed for a deposition and failed to appear at his deposition with the Illinois Secretary of State Securities Department.

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34. Respondent Dyer continues to offer and sell securities as late as April of 2012 to investors including Illinois residents.
35. Respondents Dyer and Bolton continue to open new entities using variations of the Farmland slogan; such as U.S. Growers Liquidity Fund, Inc. (A/K/A U.S. Growers Farmland Liquidity Fund, Inc) and Farmland Marketing and Management Group, Inc (A/K/A Farmland Marketing Group, Inc).
36. Respondents Dyer and Bolton continue to open and close bank accounts for investors to wire/deposit money into, using different bank and different names of entities in an attempt for impede the Illinois Secretary of State Securities Department investigation and to defraud investors of their money.
37. Respondents have failed to invest in farmland under any of their multiple names.

Count I

FAILURE TO REGISTER SECURITIES

38. Paragraphs 1-37 are re-alleged and incorporated by reference.
39. The activities described above constitute the offer and sale of a stock and therefore 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").
40. 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.
41. Respondent 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 in the State of Illinois.
42. 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."
43. 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."
44. By virtue of the foregoing, Respondents violated Sections 12.A and 12.D of the Act.

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Count II

FRAUD

38. Paragraphs 1-37 are re-alleged and incorporated by reference.
39. Respondents misrepresented the investment with false and misleading statements on the Private Placement memorandum and their internet web site.
40. Respondents misrepresented the nature of the investment, paid commissions of ten to twenty percent and failed to disclose to investors that the money was being used for personal use.
41. Respondents gave a false statement to the Department; stating the incorrect names of investors. The extent to which the Respondents gave fraudulent statements is not fully known.
42. Respondent failed to tell investors that they were never registered to offer and sell securities and that Respondent Dyer was Permanently Prohibited from offering or selling securities in the State of Illinois since 2000 and was convicted of Securities Fraud.
43. Respondent Dyer and Bolton continue to offer and sell securities to investors, changing the name of the security in order to evade the jurisdiction of the Illinois Secretary of State Securities Department.
44. That Section 12.F of the Act provides that it shall be a violation of the 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.
45. That Section 12.G of the Act provides that it shall be a violation of the 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 the light of the circumstances in which they were made, not misleading.
46. That Section 12.H of the Act provides that it shall be a violation of the Act to sign or circulate any statement, prospectus, or other paper or document required by any provision of this Act or pertaining to any security knowing or having reasonable grounds to know any material representation therein contained to be false or untrue.
47. That Section 12.I of the Act provides that it shall be a violation of the Act to employ any device, scheme or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly.
48. That by virtue of the forgoing, respondent violated Sections 12.F, 12.H, 12.G and 12.I of the Act.

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Count III

UNREGISTERED DEALER/SALESPERSON

38. Paragraphs 1-37 are re-alleged and incorporated by reference.
39. Through the conduct described in the above mentioned paragraphs, the Respondents Dyer, Krumdick, Bolton and Hindman acted as a dealer and/or salesperson for the sale of stock and warrants to investors.
40. That 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a dealer, salesperson, investment advisor, or investment advisor representative, unless registered such, where such registration is required under this Act.
41. That at all relevant times, the Respondents were not registered as a dealer and/or salesperson under the Act.
42. That by acting as a salesperson and/or dealer in the State of Illinois, without being registered as such, Respondents violated section 12.C of the Act.

Count IV

VIOLATION OF AN ORDER OF PROHIBITION

38. Paragraphs 1-37 are re-alleged and incorporated by reference.
39. Respondent Dyer was permanently prohibited from offering and selling securities in 2000 and Dyer continues to offer and sell warrants for Midwest Farmland Limited Partnership, Midwest Farmland Management Corporation, Midwest Farmland Acquisitions, Farmland Marketing Group, Inc. and U.S. Growers Liquidity Fund, Inc.
40. Respondent Dyer enlisted Respondent Borst and Bolton to offer and sell securities.
41. That the respondent violated the 2000 Order by offering and selling securities in the State of Illinois without complying with the Act.
42. That Respondent Dyer is continuing to offer and sell securities, changing the name of the security in an attempt to evade current Orders of Prohibition by the Department.
43. 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."
44. 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,

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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.”

45. That by virtue of the foregoing violations the Respondent, Dyer, violated Sections 12.A and 12.D of the Act.
46. That Section 11.E(2) of the Act provides, inter alia, if the Secretary of State shall find that any Secretary of State shall find that any person has violated subsection D of Section 12 of this Act, the Secretary of State may by written order permanently prohibit the person from offering or selling any securities in this State.

You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 ILL. Adm. Code 130)(the “Rules”), to file an answer to the allegations outlined above within ten (10) days of the receipt of this Notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default, unless any Respondent has upon due notice moved for and obtained a continuance.

A link of the Rules, promulgated under the Act and pertaining to hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice. <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>

Delivery of Notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This ~~30th~~ day of April 2012.

1st May



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Mary A. Lopez
Illinois Secretary of State Securities Department
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Hearing Officer:
James Kopecky
190 S. LaSalle Street, Suite 850-A
Chicago, Illinois 60603
(312) 380-6552