

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

)
IN THE MATTER OF: CAPITAL DEVELOPMENT GROUP,)
LLC, EAG CAPITAL HOLDINGS, INC., THEIR OFFICERS)
AND DIRECTORS, AGENTS, EMPLOYEES, AFFILIATES,)
SUCCESSORS AND ASSIGNS, AND ALEX FIELD AND)
GARY FISHKIN, AND EDWARD RENKO, INDIVIDUALLY)

FILE NO. 0900017

SECOND AMENDED NOTICE OF HEARING

TO RESPONDENTS: Capital Development Group, LLC
700 Greenwood Road
Northbrook, Illinois 60062

EAG Capital Holdings, Inc.
700 Greenwood Road
Northbrook, Illinois 60062

Alex Field, President
EAG Capital Holdings, Inc.
700 Greenwood Road
Northbrook, Illinois 60062

Gary Fishkin, Vice-President
Capital Development Group, LLC
688 Greenwood Road
Northbrook, Illinois 60062

Edward Renko, CEO
EAG Capital Holdings, Inc.
711 Greenwood Road
Northbrook, Illinois 60062

Michael Lapat
Attorney at Law
3300 University Drive
Suite 311
Coral Springs, Florida 33065

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Jonathan D. King
DLA Piper US LLP
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293

You are hereby notified that pursuant to Section 11.F of The Illinois Securities Law of 1953, as amended, Ch. 815 ILCS 5/1, et seq. (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, commencing the 17th day of August, 2011, at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before James L. Kopecky, or another duly designated Hearing Officer of the Secretary of State. A copy of the Rules under the Act pertaining to contested cases is attached to this Notice.

Said hearing will be held to determine whether a permanent Order of Prohibition should be entered against Capital Development Group, EAG Capital Holdings, Inc., Alex Field, Gary Fishkin and Edward Renko individually, their officers agents, employees, sales representatives, and affiliates, the ("Respondents"), and/or granting such other relief as may be authorized under the Act including, but not limited to, censure and the imposition of a monetary fine in the maximum amount of \$10,000 per violation, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

COUNT I
Unregistered Securities

1. That Respondent Capital Development Group, LLC., an Illinois Limited Liability Company ("Capital"), maintained a business address at 3100 Dundee Road, Suite 107, Northbrook, Illinois 60062.
2. That Respondent EAG Capital Holdings, Inc., an Illinois Corporation Company ("EAG"), maintained a business address at 3100 Dundee Road, Suite 107, Northbrook, Illinois 60062.
3. That Respondent Edward Renko, ("Renko") maintained a business address at 3100 Dundee Road, Suite 107, Northbrook, Illinois 60062.
4. That Respondent Alex Field ("Field"), maintained a business address at 3100 Dundee Road, Suite 107, Northbrook, Illinois 60062.
5. That Respondent Gary Fishkin ("Fishkin"), collectively with Respondents Capital, EAG, Renko, and Field ("Respondents") maintained a business address at 3100 Dundee Road, Suite 107, Northbrook, Illinois 60062.
6. That on or about August 1, 2005, or thereabouts, Fishkin a representative of Respondents approached an Illinois resident Vladmir Frankfort, a resident of Northbrook, Illinois 60062 ("Investor") and pursued a

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relationship with him for the purpose of selling the Investor a \$100,000.00 promissory note ("Note") issued by Capital.

7. That in exchange for the \$100,000.00, Fishkin offered the investor the principal back plus interest of twelve per cent per annum compounded quarterly on the one-year anniversary of the Note.
8. That subsequent to the foregoing solicitation, on August 1, 2005 the Investor purchased the Note, printed on an EAG, form, from Capital with the expectation that he would receive a return of twelve per cent (12%) per annum compounded quarterly, payable at the end of the term, along with repayment of the principal.
9. That on or about August 1, 2006 Respondents issued a new \$100,000. Note executed by EAG to Investor to replace the maturing Note issued by Capital, for a one year period under the same terms and conditions as the earlier Note; and on about August 2007 EAG renewed Investors' Note for an additional year.
10. That on or about August 1, 2008, Respondents issued a new \$100,000. Note executed by EAG to Investor on slightly different terms, in an amount of \$112,000.00 adding interest past due and a clause that the the one year note could be accelerated for repayment of principal and interest upon 30 days written notice of the Holder (Investor).
11. That the activities described in paragraphs 6 through 10 above constitute the offer and sale of a Note 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] (the "Act").
12. 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.
13. That Respondents failed to file with the Secretary of State an application for registration of the investment opportunity described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer or sale in the State of Illinois.
14. 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.
15. 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.

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16. That by virtue of the foregoing, Respondents have violated Sections 12.A and 12.D of the Act.
17. That Section 11.E(1) of the Act provides, inter alia, that if the Secretary of State shall find that the offer and sale of any securities in this State is in violation of Section 12 of the Act, the Secretary of State may by written order prohibit the offer or sale of such securities.
18. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that the any person has violated subsection C,D,E,F,G,H,I, J, or K offer and sale of any securities in this State is in violation of Section 12 of this Act, the Secretary of State may by written order prohibit the offer or sale of such securities.
19. That by virtue of the foregoing, Respondents, its agents, affiliates and employees, are subject to an Order prohibiting them from offering or selling in the State of Illinois.
20. That Section 11.E(4) provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order against the violator not to exceed \$10,000, and may issue an order of public censure against the violator.
21. That by virtue of the foregoing, Respondents are subject to an order of public censure and a fine not to exceed \$10,000 for each violation.

COUNT II

Fraudulent Practices

- 1-11. That paragraphs one (1) through eleven (11) of Count I are re alleged and incorporated herein as paragraphs one (1) through eleven (11) of this Count II.
12. That Investor issued two checks to Respondents payable to Respondent Capital Development Group as payment for the Note purchased on August 1, 2005 in the amounts of Sixty Thousand (\$60,000.00) Dollars on and Forty Thousand (\$40,000.00) Dollars on August 1, 2005. That Purchaser B's checks were deposited in Respondent Capital's bank account number XXXXX1711 on August 2, 2005.
13. That on August 31, 2005, Respondent Capital's bank account number XXXXX1711 had an ending balance of minus Thirty-Five Thousand Eight Hundred Eighty One and forty-Two/100 Dollars (\$35,881.42) taking into account Investor's deposits and all other deposits and withdrawals to or from that account during the month of August, 2005.

14. That the Investors One Hundred Thousand (\$100,000.00) Dollars was in its entirety converted by Respondents for their own use during the month of August, 2005.
15. That on or about August 1, 2008, Respondents renewed the Investor's Note on slightly different terms after representations by Respondents through Fishkin that EAG was in good financial condition, received additional capital from investors and their large development, the Center for the North Shore in Northbrook, had just been approved.
16. That in fact one of Respondents' developments had notes due in excess of twenty five million (\$25,000,000.00 dollars) on or about September 4, 2008, on which they were about to default.
17. That in August and September 2008 the Investor left messages, pursuant to the acceleration clause, in person and via phone requesting payment of the interest accrued on the Note. By October 2008 the Investor on several occasions had requested Respondents to repay all of the principal and interest pursuant to the terms of the Note.
18. That Respondents knew or should have known of risks to EAG's obligation to repay the Investor the promised return not later than August 1, 2009 or earlier pursuant to the acceleration clause, but failed and refused to disclose such risks to Investor, and to the contrary indicated that EAG was in good financial condition.
19. In December 2008, Respondents advised the Investor that his funds would be available to him in January 2009. But on January 5, 2009 when the Investor went to Respondents' office it was closed for business.
20. That Section 12.F of the Act provides that it shall be a violation of the Act to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which work or tends to work a fraud or deceit upon the purchaser.
21. That Pursuant to Section 12.G of the Act, it is a violation of the Act 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 under which they were made, not misleading.
22. That Section 12.I 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.
23. That by virtue of the foregoing, Respondents have violated Sections 12.F, 12.G, and 12.I of the Act.
24. That Section 11.E(1) of the Act provides, inter alia, that if the Secretary of State shall find that the offer and sale of any securities in this State is in

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violation of Section 12 of the Act, the Secretary of State may by written order prohibit the offer or sale of securities by that person.

25. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that the any person has violated subsection C,D,E,F,G,H,I, J, or K offer and sale of any securities in this State is in violation of Section 12 of this Act, the Secretary of State may by written order temporarily or permanently prohibit the person from offering or selling any securities.
26. That by virtue of the foregoing, Respondents, its agents, affiliates and employees, are subject to an Order prohibiting them from offering or selling securities in the State of Illinois.
27. That Section 11.E(4) provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order against the violator not to exceed \$10,000, and may issue an order of public censure against the violator.
28. That by virtue of the foregoing, Respondents are subject to an order of public censure and a fine not to exceed \$10,000 for each violation.

COUNT III

Failure to Respond to an 11.C

- 1-11. That paragraphs one (1) through eleven (11) of Count II are re alleged and incorporated herein as paragraphs one (1) through eleven (11) of this Count III.
12. That on January 29, 2009, the Department issued a letter pursuant to Section 11.C of the Act (the "11.C Letter"), wherein the Department requested that Respondents file an affidavit setting forth, among other things, the following information:
 - 1) Copies of all promotional literature or other documents related to the offer or sale of the referenced securities to Illinois residents between [3 years ago] and the present date.
 - 2) A notarized affidavit setting forth the following:
 - a. A statement detailing the manner in which prospective investors' names are or were obtained.
 - b. A statement detailing the manner in which prospective investors are or were initially contacted.

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- c. A statement detailing the names, addresses and telephone numbers of all Illinois residents who were offered the referenced securities between [3 years ago] and the present date;
 - a. A statement detailing the names, addresses and telephone numbers of all Illinois residents who were sold the referenced securities between [3 years ago] and the present date;
 - e. A statement detailing each transaction in the referenced securities that was sold to an Illinois resident between [3 years past] and the present date, including: the names, addresses and telephone numbers of all Illinois residents who purchased; and the date of each transaction, the quantity, price, and transactional amount.
 - f. A statement detailing the names and addresses of all individuals acting on behalf of EAG Capital Holding, who offered or sold the referenced securities to the Illinois residents listed in response to questions #2.c-d above.
 - g. A statement detailing on a transactional basis commissions paid, either directly or indirectly, to those individuals who sold the referenced securities to the Illinois residents listed in response to question #2.d above.
 - h. A statement detailing on a transactional basis any claim of exemption from registration for any offer or sale of securities to an Illinois resident between [3 years ago] and the present date.
13. That Respondent personally signed the certified mail receipt and acknowledges receipt of the 11.C letter.
 14. That Respondents responded to said 11.C letter stating they never sold any securities, but failed to file a statement (a) under oath and (b) addressing the facts and circumstances concerning the subject matter set forth in paragraph 25(1) and (2).
 15. 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.
 16. That by virtue of the foregoing the Respondents have violated Section 12.D of the Act.

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17. That Section 11.E(4) provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order against the violator not to exceed \$10,000, and may issue an order of public censure against the violator.
18. That by virtue of the foregoing, Respondents are subject to an order of public censure and a fine not to exceed \$10,000 for each violation.

Count IV

Capital Development Group, LLC, EAG Capital Holdings, Inc., Alex Field, Gary Fishkin and Edward Renko Failed to Respond to Illinois Securities Department Subpoenas

- 1-11. That paragraphs one (1) through eleven (11) of Count III are realleged and incorporated herein as paragraphs one (1) through eleven (11) of this Count III.
12. That on July 28, 2009, the Department issued a Subpoena Duces Tecum in the matter of File # 0900017 pursuant to Section 11.D(1) of the Act, and served the Subpoenas via Certified Mail to Respondents Capital Development Group, LLC, EAG Capital Holdings, Inc., Alex Field, Gary Fishkin and Edward Renko, with copies to their Attorney Michael Lapat ("Lapat").
13. That attached to each of the Subpoenas was an "Exhibit A" listing the books, records, documents and papers required to be submitted, setting forth, among other things, the following information:
 - 1) Copies of all promotional literature or other documents related to the offer or sale of any securities not limited to but including any securities issued by any of the above names entities or by any of the above named individuals (hereinafter the "Referenced Securities"), to Illinois residents between January 1, 2005 and the present date.
 - 2) For each of the above named entities or individuals: a notarized affidavit setting for the following:
 - a. A statement detailing the manner in which prospective investors' names are or were obtained.
 - b. A statement detailing the manner in which prospective investors are or were initially contacted.
 - c. A statement detailing the names, addresses and telephone numbers of all Illinois residents who were offered or sold the Referenced Securities between January 1, 2005 and the present date.

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- d. A statement detailing each transaction in the Referenced Securities that are sold to an Illinois resident between January 1, 2005 and the present date, including: the names, addresses and telephone numbers of all Illinois residents who purchased; and the date of each transaction, the quantity, price, and transactional amount.
 - e. A statement detailing the names and addresses of all individuals acting on behalf of any individual or company who offered or sold the Referenced Securities to the Illinois residents listed in response to questions #2.c-d above.
 - f. A statement detailing on a transactional basis commissions paid, either directly or indirectly, to those individuals who sold the Referenced Securities to the Illinois residents listed in response to question #2.d above.
 - g. In addition to responding to #1 and #2 a.-f., a statement detailing on a transactional basis any claim of exemption from registration for any offer or sale of a Referenced Securities to an Illinois resident between January 1, 2005 and the present date.
- 3) A statement detailing the names and addresses of all employees, officers, agents, or affiliates of the above who were authorized to offer or sell the Referenced Securities.
 - 4) A statement detailing the names, addresses, and telephone numbers of any purchaser who has requested a refund or a past due payment not received for any of the Referenced Securities.
 - 5) A statement detailing any of the employees, officers, agents or affiliates of the companies or individuals listed in the paragraph immediately below Exhibit "A," and before paragraph 1., page 1, that have been the subject of any criminal, civil or administrative proceedings, including but not limited to the docket or a case number and jurisdiction.
 - 6) Copies of the Referenced Securities, and any corresponding contracts, subscription agreements, questionnaire, prospectus, or disclosure statements, if any provided to persons who purchased the Reference Securities on or after January 1, 2005.
- 14. That the Subpoenas issued and served via certified mail by the Department on July 28, 2009 and referred to in paragraph 12 were all received by the respective parties through and signed for by a representative for each of the Subpoenaed Parties.
 - 15. That the Subpoenas appearance or production date was August 18, 2009

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16. That on August 19, 2009, the Department received affidavits from Field and Fishkin. No other documents were produced.
17. That the responses (Affidavits) received from Field and Fishkin were non responsive to the items listed in Schedule "A" of the Subpoenas as the requests were presented and enumerated. In particular matters in number five (5.), of Field's Affidavit, number seven (7). of Fishkin's Affidavit and number two (2.) of both of the Affidavits submitted were unclear and not relevant to any request propounded in the Subpoenas.
18. That on August 19, 2009, the Department received an affidavit from Renko. No documents produced by Renko were responsive to any request propounded in the Subpoena.
19. That the response (Affidavit) received from Renko was non responsive to the items listed in Schedule "A" of the Subpoena as the requests were presented and enumerated.
20. That on August 31, 2009, counsel for the Department, Samuel Freiman, sent via email a letter to Lapat advising him Respondents' responses to the requested information in Exhibit A attached to the aforementioned Subpoena, was not sufficient.
21. That as of September 25, 2009, the Department has not in essence received a sufficient response from Respondents, Capital Development Group, LLC, EAG Capital Holdings, Inc., Alex Field, Gary Fishkin and Edward Renko to Exhibit "A" attached to the aforementioned Subpoenas.
22. That Section 12.D of the Act states, inter alia, that it shall be a violation of the provisions of this Law for any person to fail to file with the Secretary of State any report, document or statement required to be filed under the provision of this Act.
23. That by virtue of the foregoing, Respondents Capital Development Group, LLC, EAG Capital Holdings, Inc., Alex Field, Gary Fishkin and Edward Renko violated Section 12.D of the Act.
24. That Section 11.E(4) provides, inter alia, that in addition to any other sanction or remedy contained in subsection E, the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order against the violator not to exceed \$10,000, and may issue an order of public censure against the violator.
25. That by virtue of the foregoing, Respondents are subject to an order of public censure and a fine not to exceed \$10,000 for each violation.

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

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allegations outlined above within thirty (30) 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.

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

Dated: This 18th day of July, 2011.


JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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