

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: William Martys and ICG, Inc.

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File # 0800450

**TEMPORARY ORDER OF PROHIBITION**

TO RESPONDENTS:        William Martys  
                                  1200 Morraine Drive  
                                  Woodstock, Illinois 60098

                                  ICG, Inc.  
                                  96 North Kennedy Drive  
                                  Carpentersville, Illinois 60110

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 finds:

1. That Respondent, William Martys, at all relevant times, was president or held himself out as president or principal of ICG, Inc. His last known address is 1200 Morraine Drive, Woodstock, Illinois 60098.
2. That Respondent IGC, Inc. is an Illinois Corporation located at 96 North Kennedy Drive, Carpentersville, Illinois 60110.
3. That the Respondents listed in paragraphs 1 and 2 above may collectively be referred to as "Respondents."
4. That the Respondents in 2007 offered to sell partnership units in real estate ventures including Glenrich Plaza Partnership to one or more investors.
5. That the investors had an expectation of realizing a profit from the above referenced investments.

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6. That the investors were to receive LLC incorporation documents reflecting the investors' share of ownership. The investors did not receive such documents.
7. That the products described in paragraphs 4 thru 6 above are investment contracts and, therefore, securities as the term is included in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
8. That the activities described in paragraphs 5 above constitutes the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Act.
9. 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.
10. That Respondent failed to file with the Secretary of State an application for registration of the securities 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 in the State of Illinois.
11. 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.
12. 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.
13. That by virtue of the foregoing, Respondent has violated Sections 12.A and 12.D of the Act.
14. That the aforementioned findings are based upon credible evidence.
15. That 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.
16. That the entry of this Temporary Order prohibiting Respondent, or its 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.

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NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent, William Martys and Respondent ICG, Inc. are **PROHIBITED** from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. 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 and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY 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 23<sup>rd</sup> day of April 2009



JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

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