

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: PREMIER CAPITAL)
MANAGEMENT, LLC, AND MATHIEU R. REYNA)
_____)

FILE NO. C0200679

CONSENT ORDER OF CENSURE

TO RESPONDENTS: Premier Capital Management, LLC
1080 Laskin Road
Suite 201
Virginia Beach, Virginia 23451

Mathieu R. Reyna
1080 Laskin Road
Suite 201
Virginia Beach, Virginia 23451

c/o Mr. Howard Suskin, Esq.
Jenner & Block
One IBM Plaza
Chicago, Illinois 60611-7603

WHEREAS, Respondents on the 13th day of February, 2003 executed a certain Stipulation To Enter Consent Order Of Censure ("Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondents have admitted to the jurisdiction of the Secretary of State, and service of the Notice of Hearing by the Secretary of State, Securities Department, dated January 21, 2003 (the "Notice"). Respondent has also consented to the entry of this Consent Order of Censure ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondents acknowledge, while neither admitting nor denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. The last known address of Respondent Premier Capital Management, LLC ("Premier"), is 1080 Laskin Road, Suite 201, Virginia Beach, Virginia 23451.
2. Respondent Mathieu R. Reyna is a principal of Premier at that address.
3. On or about December 1, 2001, Xentex Technologies, Inc., a Delaware corporation ("Xentex"), issued a stock certificate to Premier evidencing that Premier was the owner of 116,100 shares of the capital stock of Xentex. The certificate for these shares further contained the following restrictive legend:

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR ANY APPLICABLE STATE SECURITIES LAWS, AND SUCH SHARES MAY NOT BE SOLD, MORTGAGED, PLEDGED OR OTHERWISE TRANSFERRED UNLESS (A) THEY ARE REGISTERED UNDER THE ACT AND APPLICABLE STATE SECURITIES LAWS OR (B) SUCH SALE OR TRANSFER IS EXEMPT FROM SUCH REGISTRATION AND THE CORPORATION HAS RECEIVED AN OPINION OF COUNSEL, ACCEPTABLE TO IT, TO THE EFFECT THAT SUCH SALE, MORTGAGE, PLEDGE OR OTHER TRANSFER IS SO EXEMPT

4. Notwithstanding this restrictive legend, during February and March 2002 Respondents Premier and Reyna sold 25,000 of these shares to approximately 10 Illinois investors without sufficient disclosure.
5. The foregoing sale involved the sale of a security as those terms are defined in Sections 2.1 and 2.5 of the Act.
6. Section 12.C of the Act provides, *inter alia*, that it shall be a violation to act as a dealer in the State of Illinois unless registered as such with the Secretary of State.

WHEREAS, by means of the Stipulation, Respondents acknowledge, without admitting or denying, the averments that the following shall be adopted as the Secretary of State's Conclusions of Law:

1. by virtue of the foregoing, the Respondent has violated Section 12.C of the Illinois Securities Act of 1953 (815 ILCS 5/1).

WHEREAS, by means of the Stipulation, Respondents have acknowledged and agreed that:

1. The Respondents shall be censured.
2. The Respondents shall pay the sum of Three Thousand Dollars (\$3,000) to the Office of the Secretary of State, Investor's Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Office of the Secretary of State, Investor's Education Fund and shall be due within thirty (30) days from the entry of this Consent Order.

WHEREAS, by means of the Stipulation, Respondents have acknowledged that:

1. Counts I and II of the Department's Second Amended Notice of Hearing shall be dismissed.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED:

1. The Respondents shall be and are censured.
2. The Respondents shall pay the sum of Three Thousand Dollars (\$3,000) to the Office of the Secretary of State, Investor's Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Office of the Secretary of State, Investor's Education Fund and shall be due within thirty (30) days from the entry of this Consent Order.
3. Count I of the Department's Second Amended Notice of Hearing is dismissed.
4. Count II of the Department's Second Amended Notice of Hearing is dismissed.

The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

Entered into this 18th day of February, 2003

Handwritten signature of Jesse White in cursive script, followed by a horizontal line and the initials "JW".

Jesse White
Secretary of State
State of Illinois