

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

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

FILE NO. C0200679

SECOND AMENDED NOTICE OF HEARING

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

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 (the "Rules"), a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 12th day of March 2003, at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before Richard M. Cohen, Esq., or another duly designated Hearing Officer of the Secretary of State.

This hearing will be held to determine whether an Order should be entered pursuant to Section 11.E of the Act prohibiting Respondent 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 imposition of a monetary fine in the maximum amount pursuant to Section 11.E(4) of the Act, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

Count I
Transaction, Practice or Course of Business
in Connection with the Sale of Securities which
Works or Tends to Work a Fraud or Deceit

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 disclosing to them that Premier could not sell the shares unless certain conditions were met, and that Respondents were not even going to try to meet those conditions. Instead, Respondent Reyna falsely assured them they would be receiving a stock certificate shortly for the shares they had bought.
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.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.
7. By virtue of the foregoing, Respondents violated Section 12.F of the Act.

Count II
Material Misstatement or Omission

- 1-5. Paragraphs 1 through 5 of Count I are realleged and incorporated by reference as paragraphs 1 through 5 of this Count II as if fully set forth herein.
6. 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 light of the circumstances under which they were made, not misleading.
7. By virtue of the foregoing, Respondents violated Section 12.G of the Act.

Count III
Failure to Register as a Dealer

- 1-5. Paragraphs 1 through 5 of Count I are realleged and incorporated by reference as paragraphs 1 through 5 of this Count III as if fully set forth herein.
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.
7. By virtue of the foregoing, the Respondents have violated section 12.C of the Act.

You are further notified that you are required pursuant to Section 1104 of the Rules to file an answer to the allegations outlined above, a Special Appearance pursuant to Section 1107 of the Rules, or other responsive pleading within thirty (30) days of the receipt of this notice. Your failure to do this within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a 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 by you.

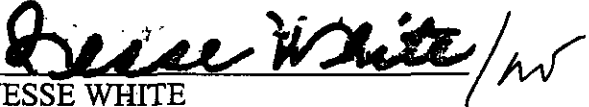
A copy of the Rules, promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice.

Second Amended Notice of Hearing

-4-

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

Dated: This 21st day of January, 2003.



JESSE WHITE
Secretary of State
State of Illinois

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