

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

IN THE MATTER OF: NICHOLAS C. HINDMAN, SR

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) File Number: 1000325
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NOTICE OF HEARING

TO THE RESPONDENT: Nicholas C. Hindman Sr
c/o Melvin J. Simon & Associates, Ltd
6070 State Route 53, Suite B
Lisle, IL 60532

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 19th day of March, 2014 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 Nicholas C. Hindman, Sr. 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

The grounds for such proposed action are as follows:

1. Respondent Nicolas C. Hindman Sr. ("Nicholas Hindman"), a natural person, has a last known address in Illinois and was the Chief Financial Officer of American Farmland Partners Corporation, Midwest Farmland Management Corporation and Midwest Farmland LP
2. Midwest Farmland Limited Partnership (MFLP) is an Illinois Limited Partnership, with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532

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3. 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
4. Midwest Farmland Management Corporation ("MFMC ") is an Illinois Corporation, with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532 and is the General Partner of Midwest Farmland LP.
5. Beginning in 2008 and until around December 2010, Nicholas Hindman, Midwest Farmland Management Corporation, Midwest Farmland LP, and American Farmland Partners Corporation, offered and sold securities from Illinois.
6. Nicholas Hindman, Midwest Farmland Management Corporation, Midwest Farmland LP, and American Farmland Partners Corporation, offered the securities with general solicitation on their web sites.
7. Nicholas Hindman, Midwest Farmland Management Corporation, Midwest Farmland LP, and American Farmland Partners Corporation, advertised their offering on a Chicago Radio Station WFMT and obtained investors as a result of said advertising.
8. Nicholas Hindman was identified in offering documents, including a private placement memorandum and on web sites as the Chief Financial Officer of American Farmland Partners Corporation, Midwest Farmland Management Corporation and Midwest Farmland LP.
9. The Private Placement Memorandums for both American Farmland Partners Corporation and Midwest Farmland LP included previous employment information of Nicholas Hindman which highlighted his financial experience with two publically traded companies.
10. Nicholas Hindman's Certified Public Accountant license is suspended in the State of Illinois since 1997 for failure to pay an outstanding tax liability to the State of Illinois and for failure to file income tax returns
11. Nicholas Hindman failed to disclose this material information in offering documents prepared by him for American Farmland Partners Corporation and Midwest Farmland LP.
12. He further failed to disclose this material information to investors with whom he met prior to their investments and even after their investments had been made
13. Nicholas Hindman in a video titled. "Investment Features" and posted on the web site for Midwest Farmland LP while discussing the investment features of an investment in the Midwest Farmland LP, stated the following: "*..your investments are committed directly to rapidly appreciating farmland located in the Midwest "*

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14. This statement was false in that no investor money received by Midwest Farmland LP was used to purchase farmland but rather was used for other expenses and purposes.
15. The above video was part of several videos posted in an open area of the Midwest Farmland LP web site meant to solicit and persuade investors to purchase securities in Midwest Farmland LP.
16. The activities described above constitute the offer and sale of securities 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").
17. Respondent, Nicholas Hindman, 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.
18. 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."
19. 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."
20. Section 12.F of the Act provides, *inter alia*, that it shall be a violation 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
21. Section 12.G of the Act provides, *inter alia*, that it shall be a violation 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 under which they were made, not misleading.
22. Section 12.H of the Act provides, *inter alia*, that it shall be a violation for any person to sign or circulate any statement, prospectus, or other paper or document required by any provisions 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.
23. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to employ any device, scheme or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly
24. That by virtue of the forgoing, Respondent, Nicholas Hindman violated Sections 12 A, D, F, G, H and I of the Act

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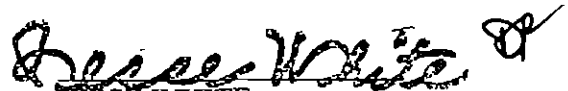
25. That Section 11 E(2) of the Act provides, inter alia, if the Secretary of State shall find that any Secretary of State shall find that any person has violated subsection D, F, G, or I of Section 12 of this Act, the Secretary of State may by written order permanently prohibit the person from offering or selling any securities in this State
- 26 That Section 11.E(4) of the Act provides, inter alia, that the Secretary of State, after finding that nay provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of the Act.

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 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 a 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 11th day of February 2014.



JESSE WHITE
Secretary of State
State of Illinois

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