

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

_____)
IN THE MATTER OF: Peter Anthony Mazzara,)
Omni Group Partners, LTD and Alpha Life) **File # 1100435**
Holdings, LTD)
_____)

Consent Order Of Prohibition And Censure

TO THE RESPONDENTS: Peter Anthony Mazzara
5555 N Cumberland Avenue Unit 702
Chicago, Illinois 60656

Omni Group Partners, Ltd
C/o Peter Anthony Mazzara
5555 N Cumberland Avenue Unit 702
Chicago, Illinois 60656

WHEREAS, Respondents on the 13th day of December 2017 executed a certain Stipulation to Enter Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondents have admitted to the jurisdiction of the Secretary of State and service of the Amended Notice of Hearing of the Secretary of State, Securities Department, dated May 14, 2012, in this proceeding (the "Notice") and Respondent have consented to the entry of the Consent Order.

WHEREAS, by means of the Stipulation, the Respondents acknowledge, admitting 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. Respondent Peter Anthony Mazzara (CRD# 4323658) ("Respondent Mazzara") is a natural person. His last known address is St. Charles, Illinois.

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2. Respondent Omni Group Partners, LTD ("Respondent Omni") is an Illinois corporation not in good standing. Its last known business address was in St. Charles, Illinois.
3. Respondent Alpha Life Holdings, LTD ("Respondent Alpha") is an Illinois corporation not in good standing. Its last known business address was in St. Charles, Illinois.
4. Respondent Mazzara was the Agent, Manager, president, secretary and founder of Respondent Omni Group Partners, LTD at all relevant times herein.
5. Respondent Mazzara was the Agent, Manager, and founder of Respondent Alpha Life Holdings, LTD at all relevant times herein.
6. Respondent Mazzara made misrepresentations to investors and the Secretary of State Business Services that Respondent Omni was an insurance company; Respondent Omni was never registered with the Illinois Department of Insurance.
7. Respondent Mazzara made misrepresentations to investors that he was currently registered with the Illinois Secretary of State Securities Department to offer and sell securities; Respondent Mazzara has not been registered with the Illinois Secretary of State Securities Department since 2004.
8. Respondent Mazzara made misrepresentations to investors that he was currently registered with the Illinois Department of Insurance; however he has not been registered since May 1, 2008.
9. Respondent Mazzara offered and sold stock in Respondent Alpha Life Holdings, LTD; Respondent Alpha Life Holdings, LTD was never registered with the Illinois Secretary of State Securities Department to offer or sell stock to or from the state of Illinois.
10. Respondent Mazzara offered and sold life insurance policies, in the form of life settlements to multiple investors.
11. Respondent Mazzara fractionalized the life insurance policies in the form of life settlements, so that multiple persons owned the same life insurance policy.
12. Respondent Mazzara offered and sold investors promissory notes.
13. Respondent Mazzara has not responded to investors who have requested payment on their promissory notes.
14. Respondent Mazzara solicited senior citizens to buy a life insurance policy, which he then would purchase this policy from them to sell as a life settlement to multiple investors.
15. Respondent Mazzara materially misrepresented the life settlements sold in that he

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lied about the age and health of the insured, telling investors that the insurance policy was on a person that was older and in poor health

16. Respondent Mazzara failed to tell investors that the premiums of the life settlements needed to continue to be paid until the death of the policy holder and told investors that there was money he put aside to continue to pay the premiums, however there was very little money set aside to pay the premiums and the investors have been forced to continue to pay the premiums or lose the entire investment.
17. Respondent Mazzara sold stock to investors and failed to disclose to investors that he sold investors shares in the Respondents Omni Group Partners, LTD and Alpha Life Holdings, LTD and that neither company was registered with the Illinois Secretary of State Securities Department to offer and sell shares.
18. Respondent Mazzara materially misrepresented the potential earnings of the life insurance policies; failing to tell investors that the premiums would have to be paid by investors.
19. Respondent Mazzara failed to disclose to investors that he was not licensed as a registered representative by the Illinois Secretary of State Securities Department.
20. Respondent Mazzara failed to disclose to investors that Respondents Omni Group Partners, LTD and Alpha Life Holdings, LTD were not registered to sell securities with the Illinois Secretary of State Securities Department.
21. Respondent Mazzara sold to investors that were not accredited investors, not sophisticated investors and to seniors.
22. Respondent Mazzara used investor money he received for the promissory notes for his own personal use.
23. Respondent Mazzara solicited investors, stating that he would invest their money in fractionalized interest/shares of real estate property.
24. Respondent Mazzara received money from at least two Illinois investors for his real estate scheme from their self directed IRA accounts.
25. Respondent Mazzara took the investors money and failed to invest it in real estate, instead he used it for his own purposes.
26. Respondent Mazzara refused to turn any of the money for the real estate scheme and failed to inform investors that he used the money for his own personal use.
27. Respondents Mazzara, Omni and Alpha were sent an 11.C inquiry by the Illinois Secretary of State Securities Department, which demanded an answer by December 16, 2011; Respondents did not respond to the Departments 11.C inquiry.

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28. Respondent Mazzara was subpoenaed by the Department for a deposition; per the Respondent requested the deposition was rescheduled several times and finally set for May 9, 2012; he was reminded by email and phone.
29. Respondent Mazzara failed to show up for his scheduled deposition with the Department.
30. Respondent Mazzara failed to tender the subpoenaed documents.
31. That the activities set forth in paragraphs above constitute the offer and sale of stock, investment contract and promissory note and therefore a security, as those terms are defined in Section 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*
32. Respondent Mazzara made multiple fraudulent, misleading and material misstatements to investors to that tended to work a fraud or deceit on the investor.
33. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to engage in any transaction, practice or course of business in conjunction with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
34. Section 12.I of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions 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."
35. Respondent made multiple fraudulent, misleading, untrue statements, omissions and material misstatements to investors to induce investors to purchase the stock, investment contracts, life settlements and promissory notes.
36. Section 12.G of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.* states that it shall be a violation of the provisions 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."
37. The securities of Respondents Omni and Alpha are unregistered.
38. Respondent Mazzara's fractionalized interest in real estate scheme was not a registered security,
39. Section 12.A of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, (the "Act") states that it shall be a violation of the provisions of this Act for any person to "offer or sell any security except in accordance with the provisions of this Act."

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40. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
41. Section 12.D of the Illinois Securities Law of 1953, 815 ILCS 5/1 *et seq.*, states that it shall be a violation of the provisions of the Act for any person to "fail to file with the Secretary of State any application, report or document under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
42. Respondents failed to file an application for registration of the above referenced securities with the Secretary of State and as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer and sale in the State of Illinois.
43. That the Office of the Secretary of State, Illinois Securities Department ("Department") commenced an investigation into the Respondent's activities pursuant to Section 8 of the Act.
44. That in connection with its investigation the Department sent a letter pursuant to Section 11.C of the Act ("11.C letter") to the Respondent at his home by means of hand delivery. The Respondent pursuant to the terms of the 11.C letter was required to respond in writing by December 16, 2011.
45. That the Respondent did not respond to the December 26, 2011 11.C letter as required.
46. Respondent Mazzara failed to show up for his scheduled deposition.
47. Respondent Mazzara failed to tender the subpoenaed documents to the Department.
48. That Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the provisions of the Act 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.
49. Respondent Mazzara offered and sold stock in the Respondents Omni Group Partners, LTD and Alpha Life Holdings, LTD.
50. Respondent Mazzara offered and sold promissory notes to investors and fractionalized interest in real estate.
51. Respondent Mazzara has never been registered with the Illinois Secretary of State Securities Department to offer or sell securities in the State of Illinois.
52. That 12.C of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to act as a dealer, salesperson unless registered such, where such registration

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is required under this Act.

53. That at all relevant times, the respondent was not registered as a dealer and/or salesperson under the Act.
54. That Section 8.E.2 of the Act states *inter alia*, that if the Secretary of State shall find that any person has violated subsections C,D,E,F,G,H,I, or K of Section 12 of the Act, the Secretary of State may by written order temporarily or permanently prohibit the person from offering or selling any securities.
55. That Section 8.E.3 of the Act states , *inter alia*, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson or is acting or has acted as an investment adviser, investment adviser representative, or federal covered investment adviser, without prior thereto and at that time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit or suspend the person from engaging in the business of selling or offering for sale securities, or acting as an investment adviser, investment adviser representative, or federal covered investment adviser.
56. That Section 8.E.4 of the Act states, *inter alia*, that in addition to any other sanction or remedy in subsection 12.E of the Act, the Secretary, after finding that any provision of the Act has been violated may issue an order of censure.

WHEREAS, by means of the Stipulation, the Respondents acknowledge, admitting the truth thereof, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondents violated Sections 12.A, 12.C, 12.D, 12.F, 12.G and 12.I. of the Act.

WHEREAS, the Respondents acknowledge and agree that Respondent Peter Anthony Mazzara and Respondent Omni Group Partners, LTD shall be prohibited in whatever capacity from offering or selling any securities in the state of Illinois.

WHEREAS, the Respondents acknowledge and agree that Respondent Peter Anthony Mazzara and Respondent Omni Group Partners, LTD shall be prohibited from engaging in the business of selling or offering for sale securities and from the business of acting as an investment adviser representative or federal covered investment adviser.

WHEREAS, the Respondents acknowledge and agree that Respondent Peter Anthony Mazzara and Respondent Omni Group Partners, Ltd shall be censured.

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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. That Respondent Peter Anthony Mazzara and Respondent OmniGroup Partners, Ltd are prohibited in whatever capacity from offering or selling any securities in the state of Illinois.
2. That Respondent Peter Anthony Mazzara and Respondent Omni Group Partners, Ltd are prohibited from engaging in the business of selling or offering for sale securities and from the business of acting as an investment adviser representative or federal covered investment adviser.
3. That that Respondent Peter Anthony Mazzara and Respondent Omni Group Partners, Ltd are censured.
4. That the formal hearing in this matter is dismissed without further proceeding.

DATED:

This 3rd day of January 2018.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:
Gregory J. Solberg
Office of the Secretary of State
Illinois Securities Department
69 West Washington Street, Suite 1220
Chicago, Illinois 60602
Telephone: (312) 793-9643