

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

IN THE MATTER OF: Sandra Goeken Miles
and Goeken Group Corp.

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) **File Number: 1700104**
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)

NOTICE OF HEARING

TO THE RESPONDENTS:

Sandra Goeken Miles
6621 RT 71
Yorkville, Illinois 60560

Goeken Group Corp.
C/o Sandra Goeken Miles
6621 RT 71
Yorkville, Illinois 60560

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 15th day of December 2020 at the hour of 10:00 a.m. or as soon as possible thereafter, before James L. 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 which would prohibit Respondents from selling or offering to sell 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 Sandra Goeken Miles ("Miles") is an Illinois Resident and was so at all relevant times with a last known address of 6621 RT 71, Yorkville, Illinois 60560.
2. Respondent Goeken Group Corp. is an entity incorporated in Delaware and located at 6621 RT 71, Yorkville, Illinois 60560

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3. Miles was at all times relevant CEO and/or President and Secretary of Goeken Group, Corp.
4. Between July 2012 and March 2015 Goeken Group Corp issued over 2 million dollars of promissory notes to investors.
5. Requests were made to investors to renew and extend their respective promissory notes between November 2012 and April 2018.
6. The request for renewal of the Goeken Group Corp. promissory notes included an April 1, 2011 Confidential Private Placement Memorandum ("PPM") and/or a Schedule of Exceptions and financials. The Schedule of Exceptions was incorporated into the PPM stating that that the Schedule of Exceptions was intended to supplement said PPM. The initial promissory notes as well as the Extension Agreements were signed by Sandra Goeken Miles as President of the Goeken Group Corp.
7. The PPM included a statement that an "Annual Meeting of the shareholders shall be held on or about the first Tuesday in June."
8. Annual meetings were not held in 2016 through 2019 although requested by one or more investors.
9. Telling investors that annual shareholder meetings would be held annually when in fact in 2016, 2017, 2018 and 2019 such meetings were not held is a false statement.
10. The transactions detailed 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 Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act").
11. Section 12.F of the Act provides that it shall be a violation of the provisions of this 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.
12. That Section 12.G of the Act provides that it shall be a violation of the provisions of this Act for any person to provide, obtain money or property through the sale of securities by means of any untrue statement of material factor 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.
13. Section 12.I of the Act provides that it shall be a violation of the provisions of this Act for any person to employ any device, scheme or

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artifice to defraud in connection with the sale or purchase of any security, directly or indirectly.

14. By virtue of the foregoing, Respondents violated Sections 12.F, 12.G, and 12.I 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 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 appear shall constitute default by you.

The Rules promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department may be viewed online at <http://www.cyberdriveillinois.com/departments/securities/lawrules.html>.

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

Dated: This 21st day October 2020


JESSE WHITE
Secretary of State
State of Illinois

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