

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

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

File Number: 1700104

Consent Order of Prohibition

TO RESPONDENTS: Sandra Goeken Miles
 6621 RT 71
 Yorkville, Illinois 60560

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

WHEREAS, Respondents on the 22nd day of October 2020 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 Notice of Hearing of the Secretary of State, Securities Department, dated October 21, 2020 in this proceeding (the "Notice") and Respondent have consented to the entry of the Consent Order of Prohibition and Fine (the "Consent Order").

WHEREAS, by means of the Stipulation, the Respondents acknowledge with admitting the truth thereof, that the following allegations contained in the Notice of Hearing as modified herein shall be adopted as the Secretary of State's Findings of Fact:

- a. 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.

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- b. Respondent Goeken Group Corp. is an entity incorporated in Delaware and located at 6621 RT 71, Yorkville, Illinois 60560.
- c. Miles was at all times relevant CEO and/or President and Secretary of Goeken Group, Corp.
- d. Between July 2012 and March 2015 Goeken Group Corp. issued over 2 million dollars of promissory notes to investors.
- e. Requests were made to investors to renew and extend their respective promissory notes between November 2012 and April 2018.
- f. 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.
- g. The PPM included a statement that an "Annual Meeting of the shareholders shall be held on or about the first Tuesday in June."
- h. Annual meetings were not held in 2016 through 2019 although requested by one or more investors.
- i. 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.
- j. 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").
- k. 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.

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

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:

By virtue of the foregoing, Respondents violated Sections 12.F, 12.G, and 12.I of the Act.

WHEREAS, Respondents acknowledge and agree that Respondents Sandra Goeken Miles and Goeken Group Corp. shall be **prohibited** from selling or offering to sell securities in the State of Illinois.

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.

WHEREAS, agree that Respondents Sandra Goeken Miles and Goeken Group Inc. upon request by any investor to renew previously executed promissory notes shall provide the investor with all material disclosures including but not limited to current financial records and through the date of renewal, an updated Schedule of Exceptions to the April 1, 2011 Private Placement Memorandum referenced above.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED:


1. That Respondents and Goeken Group Corp. shall be **prohibited** from selling or offering to sell securities in the State of Illinois.
2. That Respondents Sandra Goeken Miles and Goeken Group Inc. upon request by any investor to renew previously executed promissory notes shall provide the investor with all material disclosures including but not limited to current financial records and through the date of renewal, an updated Schedule of Exceptions to the April 1, 2011 Private Placement Memorandum referenced above

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3. That the formal hearing in this matter is dismissed without further proceeding.

DATED: This ____ day of _____ 2020.



JESSE WHITE
Secretary of State
State of Illinois

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