

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: EMERSON CAPITAL CORP., ITS)
OFFICERS, DIRECTORS, AGENTS, EMPLOYEES,)
AFFILIATES, SUCCESSORS AND ASSIGNS, AND)
ADAMS, INDIVIDUALLY.)

FILE NO. 1200024

NOTICE OF HEARING

TO RESPONDENTS: Emerson Capital Corp.
1030 Forest Avenue
Glencoe, Illinois 60022

Douglas Adams, President
Emerson Capital Corp.
1030 Forest Avenue
Glencoe, Illinois 60022

You are hereby notified that pursuant to Section 11.F of The Illinois Loan Brokers Act of 1955, as amended, Ch. 815 ILCS 175/15-1, et seq. (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 23rd day of May, 2012 at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before James L. Kopecky, or another duly designated Hearing Officer of the Secretary of State. A copy of the Rules under the Act pertaining to contested cases is attached to this Notice.

Said hearing will be held to determine whether a permanent Order of Prohibition should be entered against: Emerson Capital Corp., its officers and directors, agents, employees, affiliates, successors and assigns and Douglas Adams individually, ("Respondents"), and/or granting such other relief as may be authorized under the Act including, but not limited to, censure and the imposition of a monetary fine in the maximum amount of \$10,000 per violation, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

1. That Respondent Emerson Capital Corp., ("Emerson"), has a last known business address of 1030 Forest Avenue, Glencoe, Illinois 60022.

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2. That Respondent Douglas Adams, ("Adams"), together with Emerson, ("Respondents") has a last known address of 1030 Forest Avenue, Glencoe, Illinois 60022.
3. That on or about March, 2011 through April 14, 2011, Respondents, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, offered to procure a loan to at least one (1) Illinois resident (the "Borrower").
4. That the Borrower heard of Respondents through the Seller of the business to be purchased.
5. That April 14, 2011 Borrower remitted the sum of Four Thousand (\$4,000.00) Dollars via check to the Respondents as and for the first Tranche of Respondents fee of Eleven Thousand (\$11,000.00) Dollars to obtain a Two Hundred Seventy Five Thousand (\$275,000.00) Dollar loan towards the purchase of a business.
6. That the above-referenced Respondents are loan brokers as that term is defined pursuant to Section 15-5.15. of the Illinois Loan Brokers Act of 1995 [815 ILCS 175/15-1 et seq.] (the "Act").
7. That Section 15-10 of the Act provides, inter alia, that it shall be unlawful for any person to engage in the business of loan brokering unless registered under the Act.
8. That Section 15-85. of the Act provides, inter alia, that it is prohibited under the Act for a loan broker to either directly or indirectly act as a loan broker without registration under the Act unless exempt under the Act.
9. That at all times relevant hereto, Respondents, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, failed to file an application for registration as a loan broker with the Secretary of State prior to the aforementioned loan offer from the State of Illinois.
10. That by virtue of the foregoing, Respondents, its Officers, Directors, Employees, Affiliates, Successors, Agents, Assigns, have violated Section 15-10 and/or 15-85(b) 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.

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You are also notified, pursuant to the Illinois Administrative Code, Title 14, Subtitle A, Chapter 1, Part 130, Subpart K, Procedures for Administrative Hearings: Section 130.1102 c); which in part provides: "That by requesting a hearing the Respondent agrees to a tolling of the time limitation on the effectiveness of the Temporary Order or Prohibition or Suspension for 60 days from the date the request is received by the Department."

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.

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 posted 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 4th day of April, 2012.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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Hearing Officer:

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