

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

IN THE MATTER OF:

Ephren Taylor;
**City Capital Corporation, A/K/A/
City Capital Corp,**
its partners, members, officers, directors,
agents, employees, affiliates, successors
and assigns;
Clean Sweep Holdings Group LLC,
its partners, members, officers, directors,
agents, employees, affiliates, successors
and assigns;

File Number: 1000196

ORDER OF PROHIBITION

TO RESPONDENTS:

City Capital Corporation
256 Seaboard Lane
Building E#101
Franklin, TN 37067

City Capital Corporation
2000 Mallory Lane
Suite130-131
Franklin, TN 37067

City Capital Corporation
American Corporate Enterprises, Inc (agent)
123 West NYE LN STE 129
Carson City, NV 89706

City Capital Corporation
The Willis Tower
233 S. Wacker Drive, 84th floor
Chicago, IL 60606

Clean Sweep Holdings Group LLC
Brain Crawford (agent)
110 East Geer Street
Durham, NC 27702

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Clean Sweep Holdings Group LLC
Brian Crawford (agent)
P.O. Box 25442
Durham, NC 27702

Clean Sweep Holdings Group LLC
Brian Crawford (agent)
7780 Brier Creek parkway, suite 225
Raleigh, NC 27617

Clean Sweep Holdings Group LLC
Sweep Income
140 Donmoor Court
Garner, NC 24529

WHEREAS, the above-captioned matter came to be heard on August 16, 2011, pursuant to the Amended Notice of Hearing dated November 10, 2010, filed by Petitioner Secretary of State, and the record of the matter under the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") has been reviewed by the Secretary of State or his duly authorized representative.

WHEREAS, the rulings of the Hearing Officer on the admission of evidence and all motions are deemed to be proper and are hereby concurred with by the Secretary of State;

WHEREAS, the proposed Findings of Facts and Conclusions of Law and Recommendation of the Hearing officer, James L. Kopecky, in the above-captioned matter have been read and examined;

WHEREAS, the following proposed Findings of Fact are correct and are adopted by the Secretary of State as follows:

1. The pleadings and exhibits have been offered and received from the Department and a proper record of all proceedings has been made and preserved as required by law.
2. The Hearing Officer has ruled on all motions and objections timely made and submitted.
3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and subject matter dealt with herein, due and proper notice having been previously given as required by statute in this Matter.
4. Respondents had been represented by two separate attorneys, and most recently by attorney George Ellis. The Hearing Officer agreed that the Hearing Officer received communications from counsel for Respondents and recently granted a Motion to Allow George Ellis to Withdraw as Counsel.

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5. The Department served Respondent with a Notice of Hearing on or about June 28, 2010 and amended on November 10, 2010 and continued from time to time.
6. The Notice of Hearing included the information required under Section 1102 of the Code.
7. The Secretary of State has jurisdiction over the subject matter pursuant to the Act.
8. The Department served the Respondents with the Orders of Continuance.
9. The Respondent failed to submit an Answer to the Amended Notice of Hearing, the Department brought a Motion pursuant to Section 130.1104 of the Illinois Administrative Code asking that an Order of Default be entered against Respondents and the facts alleged in the Amended Notice of Hearing be deemed admitted based on Respondents failure to answer the Amended Notice of Hearing.
10. The Respondent did not appear at the Hearing. The Department brought a Motion pursuant to Section 130.1109 of the Illinois Administrative Code asking that an Order of Default be entered against Respondents and the appropriate recommendation be made based on Respondents' failure to appear at the hearing.
11. The Hearing Officer advised that those motions will be granted and appropriate recommendations made.

I. Background

10. Respondent Ephren W. Taylor ("Taylor") is a natural person with the last known business address in Franklin Tennessee.
11. Respondent City Capital Corporation is a Nevada Domestic Corporation with a last known business address of 256 Seaboard Lane, Building E#101, and Franklin Tennessee and the trades on the OTC/ pink sheets under the symbol "CTCC".
12. Respondent Clean Sweep Holdings Group, LLC is a North Carolina Limited Liability Corporation, and a subsidiary of City Capital Corporation.
13. Respondent City Capital Corporation lists Respondent Taylor as the president, treasurer and director.
14. Respondent City Capital Corporation lists the following on their web site (www.citycapitalcorp.net):

City Capital Corporation (Stock Symbol CTCC) is engaged in leveraging investments, holdings and other assets to create self-sufficiency for communities around the country and the world.

COUNT I.

FAILURE TO REGISTER SECURITIES

15. Respondents directly offered to sell securities in the form of investment contracts to the general public, including residents of the State of Illinois ("Investors").
16. Respondents aired multiple radio solicitations on radio station WSRB 106.3 FM broadcasting in the Chicago metropolitan area April 12-16, 2010.
17. Respondent's advertisement script promises the investment is "guaranteed to generate easy cash ... up to \$11,000.00 a month or more ..."
18. Respondents sent investors further information by phone and e-mail, none of which requested information from the investor as to whether they were accredited investors, sophisticated investors or senior citizens.
19. Respondents literature states the cost of "...setting up Sweepstakes locations" were from \$55,000.00 to \$75,000.00
20. Respondents represented to investors that they would not have any responsibility to maintain these computers, hiring, training and babysitting employees; per their literature:

"No worries, we got you covered. ... You NEVER have to worry about hardware breaking, setting up machines, or other details that keep you up at night in a brick and mortar business. Our trained staff does it all."
21. Respondents offered to investors the sale of "money making computers called 'sweepstakes machines'", the investors monies are pooled to purchase these computers, locations and employees.
22. Respondents claim that the computers will generate an income from shoppers "buying internet time to access the games" and by playing sweepstakes games the investor will make profits.
23. Respondents represented to investors that for a onetime cost of only \$4,997.00, they would receive a return on their money of \$11,000.00 per month.
24. Respondents encouraged investors to liquidate their traditional IRA and other Retirement accounts for use in their investment.
25. The activities described above constitute the offer and sale of a investment contract and therefore 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").

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26. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 “shall be registered either by coordination or by qualification prior . . . to their offer or sale” in the State of Illinois.
27. Respondents 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.
28. 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.”
29. 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.”
30. By virtue of the foregoing, Respondent violated Sections 12.A and 12.D of the Act.

COUNT II

UNREGISTERED DEALER/SALESPERSON

31. Paragraphs 10-27 are re-alleged and incorporated by reference.
32. Through the conduct described in paragraphs three (3) through eight (8), the respondent acted as a dealer and/or salesperson for the investment contracts to investors.
33. 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 is required under this Act.
34. That at all relevant times, the respondents were not registered as a dealer and/or salesperson under the Act.
35. That by acting as a salesperson and/or dealer and an investment advisor and/ or investment advisor in the State of Illinois, without being registered as such, respondent violated section 12.C of the Act.

COUNT III

VIOLATION OF ORDER OF PROHIBITION

36. Paragraphs 10-27 are re-alleged and incorporated by reference.

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37. That on June 3, 2010, a Temporary Order of Prohibition (“Order”) was served on the Respondent, prohibiting Respondent from offering or selling securities in the State of Illinois.
38. That in August of 2010, the Respondent signed a Stipulation to Enter into a Consent Order to continue the Temporary Order of Prohibition prohibiting Respondent from offering or selling securities in the State of Illinois.
39. That at the Respondent was informed by the Department in August of 2010 of Respondent’s continued efforts to offer and sell securities to Illinois residents in July and August of 2010.
40. That Respondent persisted in calling and e-mailing Illinois residents with offers to sell securities as recently as September and October of 2010.
41. That the respondent violated Order by offering and selling securities in the State of Illinois without complying with the Act.
42. 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.”
43. 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.”
44. That by virtue of the foregoing violations of the 1990, respondent violated Sections 12.A and 12.D of the Act.
45. Because of Respondents’ failure to file a timely answer, special appearance or other responsive pleading in accordance with Section 13.1104:
 - (a) the allegations contained in the Notice of Hearing are deemed admitted;
 - (b) Respondents waived their right to a hearing;
 - (c) Respondents are subject to an Order of Default.
46. Because the Respondent failed to appear at the time and place set for hearing, in accordance with Section 130.1109, they:
 - (a) waived their right to present evidence, argue, object or cross examine witnesses; or
 - (b) otherwise participate at the hearing.

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WHEREAS, the following proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

47. The activities described in Proposed Findings of Fact, Section III above, constitute the offer and sale of an investment contract and therefore 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").
48. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 "shall be registered either by coordination or by qualification prior . . . to their offer or sale" in the State of Illinois.
49. Respondents 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.
50. 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."
51. 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."
52. By virtue of the foregoing Findings of Fact, Respondents violated Sections 12.A and 12.D of the Act.
53. Through the conduct described in Proposed Findings of Fact, Section III above, the Respondents acted as a dealer and/or salesperson for the investment contracts to investors.
54. Section 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 and/or salesperson unless registered as such, where such registration is required under this Act.
55. By acting as a salesperson and/or dealer and/or investment advisor in the State of Illinois, without being registered as such, Respondents violated section 12.C of the Act.

WHEREAS, The Hearing Officer recommends that:

1. An Order of Default be entered against each Respondent, Ephren W. Taylor, City Capital Corporation, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, and Clean Sweep Holdings Group, LLC, its

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partners, members, officers, directors, agents, employees, affiliates, successors, and assigns.

2. A Permanent Order of Prohibition be entered against each Respondent, Ephren W. Taylor, City Capital Corporation, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, and Clean Sweep Holdings Group, LLC, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, prohibiting each Respondent from selling or offering for sale securities in the State of Illinois.
3. A fine be assessed against each Respondent; Ephren W. Taylor, City Capital Corporation, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, and Clean Sweep Holdings Group, LLC, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, in the amount of \$10,000.00.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. An Order of Default is entered against each Respondent; Ephren W. Taylor, City Capital Corporation, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, and Clean Sweep Holdings Group, LLC, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns.
2. Ephren W. Taylor is **PERMANENTLY PROHIBITED** from offering and selling securities in the State of Illinois
3. City Capital Corporation, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, are **PERMANENTLY PROHIBITED** from offering and selling securities in the State of Illinois
4. Clean Sweep Holdings Group, LLC, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, are **PERMANENTLY PROHIBITED** from offering and selling securities in the State of Illinois.
5. A fine is assessed against each Respondent a fine in the amount of Ten Thousand Dollars (\$10,000.00) to total Thirty Thousand Dollars (\$30,000.00).
6. Ephren W. Taylor is fined Ten Thousand Dollars (\$10,000.00).
7. City Capital Corporation, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, is fined Ten Thousand Dollars (\$10,000.00).

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8. Clean Sweep Holdings Group, LLC, its partners, members, officers, directors, agents, employees, affiliates, successors, and assigns, is fined Ten Thousand Dollars (\$10,000.00).

Dated: This ~~26th~~ day of September 2011.

27th



JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, [735 ILCS 5/3-101 et seq.] and the Rules and Regulations of the Illinois Securities Act, [14 Ill. Admin. Code Ch. I, Section 130.1123]. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:

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