

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

IN THE MATTER OF: William Martys and ICG, Inc.)
_____))
_____)

File # 0800450

ORDER OF PROHIBITION

TO RESPONDENTS: William J. Martys
1200 Morraine Drive
Woodstock, Illinois 60098

ICG, Inc.
96 North Kennedy Drive
Carpentersville, Illinois 60110

WHEREAS, the above-captioned matter came on to be heard on September 16, 2010 pursuant to the Notice of Hearing dated July 2, 2010, filed by Petitioner Illinois 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 Fact, Conclusions of Law and Recommendations of the Hearing Officer, James L. Kopecky, Esq., in the above-captioned matter have been read and examined.

WHEREAS, the proposed Findings of Fact of the Hearing Officer are correct and are hereby adopted as the Findings of Fact of the Secretary of State:

Based on the evidence presented, the Hearing Officer finds that:

1. The Department served Respondents with a Notice of Hearing on or about July 7, 2010.
2. The Respondents failed to answer, appear, or submit a responsive pleading.
3. The Respondents did not appear at the Hearing.

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4. Respondent, William J. Martys, at all relevant times, was president or held himself out as president or principal of ICG, Inc. His last known address is 1200 Morraine Drive, Woodstock, Illinois 60098.
5. Respondent IGC, Inc. is an Illinois Corporation located at 96 North Kennedy Drive, Carpentersville, Illinois 60110.
6. The Respondents listed above may collectively be referred to as "Respondents."
7. The Respondents in 2007 offered to sell partnership units in real estate ventures including Glenrich Plaza Partnership to one or more investors.
8. The investors had an expectation of realizing a profit from the above referenced investments.
9. The investors were to receive LLC incorporation documents reflecting the investors' share of ownership. The investors did not receive such documents.

WHEREAS, the proposed Conclusions of Law made by the Hearing Officer are correct and are hereby adopted as the Conclusions of Law of the Secretary of State:

- 1) The Department properly served the Notice of Hearing on Respondents.
- 2) The Notice of Hearing included the information required under Section 1102 of the Code.
- 3) The Secretary of State has jurisdiction over the subject matter pursuant to the Act.
- 4) 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 Amended Notice of Hearing are deemed admitted;
 - b. Respondents waived the right to a hearing;
 - c. Respondents are subject to an Order of Default.
- 5) Because the Respondents failed to appear at the time and place set for hearing, in accordance with Section 130.1109, they:

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- a. waived the right to present evidence, argue, object or cross examine witnesses; or
 - b. otherwise participate at the hearing.
- 6) The products described above are investment contracts and therefore, securities as the term is included in Section 2.1 of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
 - 7) The activities described 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 Act.
 - 8) 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.
 - 9) Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
 - 10) 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.
 - 11) 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.
 - 12) By virtue of the foregoing, Respondents have violated Sections 12.A and 12.D of the Act.

WHEREAS, the Hearing Officer recommended that:

1. An Order of default be entered against Respondents;
2. A Permanent Order of Prohibition be entered against Respondents from offering and selling securities in the State of Illinois;

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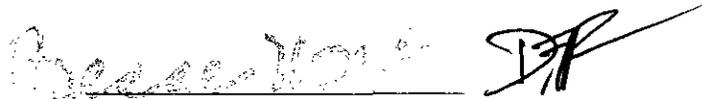
3. Respondent William Martys be ordered to pay a fine in the amount of \$10,000.00.

WHEREAS, the Secretary of State adopts in its entirety the Recommendations made by the Hearing Officer.

NOW THEREFORE, IT SHALL BE AND IS HEREBY ORDERED:

1. An Order of default be entered against Respondents;
2. A Permanent Order of Prohibition be entered against Respondents from offering and selling securities in the State of Illinois;
3. Respondent William Martys be ordered to pay a fine in the amount of \$10,000.00 within 30 days of the entry of this order.

ENTERED This 30th day of December 2010


JESSE WHITE
Secretary of State
State of Illinois

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

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 Act (14 Ill. Admin. Code, Ch. 1 Sec. 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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