

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF KEVIN McPHEE

FILE NO 1000250

CONSENT AGREEMENT

TO THE RESPONDENT

Kevin McPhee
Kevin J McPhee (CRD# 2316848)
65 Hidden Ridge Drive
Syosset, New York 11791

Kevin J McPhee (CRD# 2316848)
C/o American Capital Partners, LLC
205 Oser Avenue
Hauppauge, New York 11788

Kevin J. McPhee
C/o Michael Utilla
Attorney At Law
26 Court Street Suite 2810
Brooklyn, New York 11242

This Agreement is entered into by and between Kevin McPhee (the "Respondent") and, the Office of the Secretary of State, Illinois Securities Department (the "Securities Department")

WHEREAS, the Securities Department on July 27th, 2010, issued a Notice of Hearing to the Respondent wherein it was alleged that certain activities conducted by the Respondent provided sufficient grounds to require a public hearing to determine whether an Order shall be entered against Respondent to Revoke his registration as a Salesperson in the State of Illinois, and/or granting such other relief as may be authorized under Section 11 of the Illinois Securities Law of 1953 [815 ILCS 5/1] *et seq* (the "Act")

WHEREAS, the Respondent, while neither admitting nor denying the truth of the allegations contained in the Notice of Hearing, offers this Agreement as consideration and requests that this matter be disposed of by means of the Agreement without further administrative action.

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WHEREAS, The Illinois Securities Department, in consideration of the Agreement, determined that this matter against Kevin McPhee may be dismissed.

NOT THEREFORE, IT IS AGREED BY AND BETWEEN THE PARTIES THAT WITH RESPECT TO THE ABOVE REFERENCED MATTER:

- 1 The Respondent acknowledges his right to be represented and advised by counsel
2. The Respondent acknowledges the entry of appearance of counsel and service upon him of the Illinois Securities Department's Notice of Hearing dated July 27th, 2010 (the "Notice").
- 3 The Respondent admits to the jurisdiction of the Secretary of State over him and over the subject matter of this Agreement
- 4 The Respondent acknowledges and agrees to waive rights to hearing and post-hearing procedures otherwise available pursuant to the Act
- 5 The Respondent acknowledges and agrees to waive any rights that may have pursuant to the provisions of the Ill Admins Rev Law [5 ILCS 100/1-1 *et Seq*] to seek judicial review of the resolution of this matter.
- 6 The Respondent acknowledges and agrees that he understands all terms contained in this Agreement and that any violation thereof may constitute a violation of Section 12 D of the Act
- 7 The Respondent agrees and stipulates that in the event that the terms of this Agreement are violated, the Secretary of State may bring an action in any Circuit of the State of Illinois in the name and on the behalf of the State of Illinois against any persons participating in or about to participate in a violation of the Agreement, to enjoin those persons from doing any act in violation of the Agreement
- 8 The Respondent agrees and stipulates that this Agreement is entered into freely and that no employees or representative of the Secretary of State has made any promise, representation, or threat to induce its execution, with regard to
 - a any civil or criminal liability arising from the facts underlying this matter;
 - b immunity from any such civil or criminal liability, or

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c. immunity from the further action by the Secretary of State, Securities Department with respect to violations not connected with the facts underlying this matter

9. The Respondent acknowledges and agrees that an application for withdrawal of his registration as a Salesperson in the State of Illinois shall be filed within three (3) days from the entry of this Agreement and will not reapply for registration for a period of two (2) years from the entry of this Agreement.

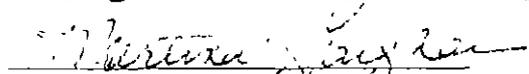
10. The Respondent acknowledges and agrees that he shall be levied costs incurred during the investigation of this matter in the amount of five hundred dollars (\$500.00), and that he has submitted with this Agreement a certified or cashier's check in the amount of five hundred dollars (\$500.00) made payable to the Office of the Secretary of State, Audit Enforcement Fund.

11. Upon fulfillment of the terms of this Agreement, the Securities Department shall dismiss the Notice of Hearing, issued July 27th, 2010 in this matter.

Signed this 23rd day of December, 2010


Kevin McPhee

Subscribed and sworn to before me

The 23 day of December

Notary Public

Martina Gaughan
Notary Public - New York
Suffolk County
My Comm. Expires 8/1/2012
#01GA6131241

MY COMMISSION EXPIRES 5/1/2013


Director
Illinois Securities Department
Office of the Secretary of State