

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: SA GRAYSON INVESTORS LLC) File No. 1500513
)

ORDER OF SUSPENSION

TO THE RESPONDENT: SA Grayson Investors LLC
c/o Millennial Residential LLC
13140 Westview Dr.
Palos Heights, IL 60463-2518

WHEREAS, a Temporary Order of Suspension was issued by the Secretary of State on December 8, 2015 suspending the offer and sale of securities in the State of Illinois by Respondent, SA Grayson Investors LLC, until further order of the Secretary of State.

WHEREAS, pursuant to Section 11 of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et seq.*] (the "Act"), the failure to request a hearing within thirty days of the entry of the Temporary Order of Suspension shall constitute a sufficient basis to make the Temporary Order final.

WHEREAS, SA Grayson Investors LLC has failed to request a hearing on the matters contained in the Temporary Order within thirty days of the entry of the Temporary Order and are hereby deemed to have admitted the facts alleged in the Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in said Temporary Order as the Secretary of State's final Findings of Fact as follows:

1. On April 29, 2015, the Department received a Report of Sale Pursuant to Section 4.G of the Illinois Securities Law of 1953 made on behalf of SA Grayson Investors LLC, an issuer of membership interests in its limited liability company.
2. The address provided for the company and the control person, Pat Biernacki (also known as Patrick W. Biernacki), was 7334 Blanco Road, San Antonio, Texas 78216.
3. According to the Texas Secretary of State, SA Grayson Investors LLC is an active Delaware limited liability company. The principal is Millennial Residential LLC with an address of 13140 Westview Drive, Palos Heights, Illinois 60463. Patrick Biernacki is the registered agent with an address of 7334 Blanco Road, Suite 300, San Antonio, Texas 78216.

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4. The Department sent a certified letter to Biernacki at the San Antonio, Texas address, requesting offering documents and sales information for the offering. The letter was delivered on June 26, 2015.
5. On September 14, 2015, another certified letter was mailed to Biernacki at the San Antonio, Texas address, restating the request for offering documents and sales information for the offering. The letter was returned undelivered.
6. On October 5, 2015, another certified letter was mailed to Biernacki at the Oak Lawn, Illinois address on his Illinois driver's license, restating the request for offering documents and sales information for the offering. The letter was returned undelivered.
7. On November 20, 2015, a final certified letter was mailed to Biernacki at the Palos Heights, Illinois address, restating the request for offering documents and sales information for the offering. The letter was delivered on November 23, 2015.
8. As of December 8, 2015, no response has been received to any of the certified letters.
9. Rule 440 of the Rules and Regulations under the Illinois Securities Law of 1953, 14 Ill. Adm. Code 130, *et seq.*, provides, *inter alia*, that the party filing a Report of Sale under Section 4.G of the Act will provide a copy of the prospectus, offering circular, or other disclosure document, as the case may be, and the name and address of each Illinois purchaser to the Securities Department within 72 hours after written request.
10. Section 12.D of the Act, provides, *inter alia*, that it shall be a violation of the Act 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.
11. Section 11.E(1) of the Act provides, *inter alia*, that if the Secretary of State shall find that the offer or sale or proposed offer or sale or method of offer or sale of any securities by any person, whether exempt or not, in this State, is fraudulent, or would work or tend to work a fraud or deceit, or is being offered or sold in violation of Section 12, or there has been a failure or refusal to submit any notification filing or fee required under the Act, the Secretary of State may by written order prohibit or suspend the offer or sale of securities by that person or deny or revoke the registration of the securities or the exemption from registration for the securities.
12. Section 11.E(2) of the Act provides, *inter alia*, that if the Secretary of State finds that any person has violated subsection C, D, E, F, G, H, I, J, or K of Section 12 of the Act, the person may be temporarily or permanently prohibited or suspended from offering or selling any securities in this State.

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13. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit or suspend, by an order effective immediately, the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems it necessary to prevent an imminent violation of the Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the following Conclusions of Law as the Secretary of State's final Conclusions of Law:

14. By virtue of the foregoing, the Respondent, SA Grayson Investors LLC, has violated Section 12.D of the Act.

15. By virtue of the foregoing, the Respondent, SA Grayson Investors LLC, is subject to, pursuant to Section 11 of the Act, an Order which permanently suspends the offer and sale of securities in the State of Illinois by Respondent, SA Grayson Investors LLC.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11 of the Act, the offer and sale of securities in the State of Illinois by SA Grayson Investors LLC is hereby permanently SUSPENDED.

ENTERED: This 19th day of January, 2016.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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DATE OF MAILING: This 20th day of JANUARY, 2016.

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953, as amended, 815 ILCS 5/1 *et seq.* 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 this Order, shall be guilty of a Class 4 felony.

This is a Final Order subject to judicial 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. I, 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. Mailing of this Order to the Respondent or representative of record constitutes service of the Order.