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STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: NICHOLAS C HINDMAN, SR

)
) FILE NO. 1000325
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CONSENT ORDER

TO RESPONDENT: Nicholas C. Hindman Sr.
c/o Melvin J Simon & Associates, Ltd
6070 State Route 53, Suite B
Lisle, IL 60532

WHEREAS, Respondent, Nicholas C. Hindman Sr , on March 19, 2014 executed a certain Stipulation To Entry Of Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondent, Nicholas C Hindman Sr , has admitted to the jurisdiction of the Secretary of State and service of the Amended Notice of Hearing in this matter and the Respondent has consented to the entry of this Consent Order

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

WHEREAS, the Respondent, Nicholas C Hindman Sr has acknowledged and admitted the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

1. Respondent Nicolas C. Hindman Sr. ("Nicholas Hindman"), a natural person, has a last known address in Illinois and was the Chief Financial Officer of American Farmland Partners Corporation, Midwest Farmland Management Corporation and Midwest Farmland LP.

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- 2 Midwest Farmland Limited Partnership (MFLP) is an Illinois Corporation, with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532.
3. American Farmland Partners Corporation is an Illinois corporation with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532; with Respondent Hindman as the agent and principal.
- 4 Midwest Farmland Management Corporation ("MFMC") is an Illinois Corporation, with the last known address of 3333 W. Warrenville Road, Lisle, Illinois 60532 and is the General Partner of Midwest Farmland LP.
- 5 Beginning in 2008 and until around December 2010, Nicholas Hindman, Midwest Farmland Management Corporation, Midwest Farmland LP, and American Farmland Partners Corporation, offered and sold securities from Illinois.
- 6 In Illinois, this consisted of one investor for an investment of approximately \$50,000
7. Nicholas Hindman was identified in offering documents, including a private placement memorandum and on web sites as the Chief Financial Officer of American Farmland Partners Corporation, Midwest Farmland Management Corporation and Midwest Farmland LP
8. The Private Placement Memorandums for both American Farmland Partners Corporation and Midwest Farmland LP included previous employment information of Nicholas Hindman which highlighted his financial experience with two publically traded companies.
- 9 Nicholas Hindman's Certified Public Accountant license is suspended in the State of Illinois since 1997 for reasons relating to personal income tax issues.
10. Nicholas Hindman failed to disclose this material information in offering documents prepared by him for American Farmland Partners Corporation and Midwest Farmland LP
- 11 The activities described above constitute the offer and sale of securities 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")
12. 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 "
- 13 Section 12.F of the Act provides, *inter alia*, that it shall be a violation for any person to engage in any transaction, practice or course of business in

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connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.

14. Section 12 G of the Act provides, *inter alia*, that it shall be a violation for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.
15. Section 12.H of the Act provides, *inter alia*, that it shall be a violation for any person to sign or circulate any statement, prospectus, or other paper or document required by any provisions of this Act or pertaining to any security knowing or having reasonable grounds to know any material representation therein contained to be false or untrue.
16. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act for any person to employ any device, scheme or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly
17. That by virtue of the forgoing, Respondent, Nicholas Hindman violated Sections 12.A, F, G, H and I of the Act
18. That Section 11.E(2) of the Act provides, inter alia, if the Secretary of State shall find that any Secretary of State shall find that any person has violated subsection F, G, or I of Section 12 of this Act, the Secretary of State may by written order permanently prohibit the person from offering or selling any securities in this State
19. That Section 11 E(4) of the Act provides, inter alia, that the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000, for each violation of the Act.

WHEREAS, the Respondent, Nicholas Hindman has acknowledged and admitted that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:

1. That by virtue of the forgoing, Respondent, Nicholas Hindman violated Sections 12.A, F, G, H and I of the Act
2. That by virtue of the above Findings of Fact and Section 11 E 2, the Respondent is subject to an order of prohibition.
3. That by virtue of the above Findings of Fact and Section 11 E 4, the Respondent, Nicholas Hindman is subject to a fine not to exceed \$10,000 per

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violation.

NOW THEREFORE IT IS HEREBY ORDERED THAT

1. The allegations contained in paragraphs seven (7) and eight (8) of the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law.
2. That the Respondent, Nicholas Hindman, shall be permanently prohibited from offering and selling securities in the State of Illinois.
3. The formal hearing scheduled on this matter is hereby dismissed without further proceeding as to Nicholas Hindman.

ENTERED: This 19th day of March, 2014



JESSE WHITE
Secretary of State

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 [815 ILCS 5] (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 this Order, shall be guilty of a Class 4 felony.

Attorney for the Secretary of State
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