

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: CAPITAL PLANNING ALLIANCE, INC., )  
ITS OFFICERS, DIRECTORS, ) File No. 0100819  
EMPLOYEES, AGENTS, AFFILIATES, )  
SUCCESSORS AND ASSIGNS AND )  
MATTHEW G. FOWLER )

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CONSENT ORDER

TO THE RESPONDENTS: Capital Planning Alliance, Inc.  
Mathew G. Fowler  
C/O John E. Rhine  
Rhine Ernest, LLP  
631 Market Street  
Mt. Carmel, Ill 62863

WHEREAS, Capital Planning Alliance, Inc., its officers, directors, employees, agents, affiliates, successors and assigns and Mathew G. Fowler, (the "Respondents") on February 9, 2010, executed a certain Stipulation To Enter Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondents have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondents have consented to the entry of this Consent Order of Prohibition and Fine.

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 Respondents have acknowledged, while neither admitting nor denying the truth thereof, that the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

- a. That the Respondent, Capital Planning Alliance, Inc, is an Illinois Corporation which maintains a last known business address of 328 Market St. Mt. Carmel, Ill 62863.

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- b. That, at all times relevant the Respondent, Mathew G. Fowler, was an officer, director, agent or employee of Capital Planning Alliance, Inc.
- c. That during the years 1997 and 1998, the Respondent, Capital Planning Alliance, by and through its officers, directors, employees, agents, affiliates, successors and assigns, including Mathew G. Fowler, sold to at least two investors an investment in a Federal Tax Credit Program which was described as providing a rate of return of 12.75% for a 36 month term and a 50% tax credit of the investment in the tax year it was made. Additionally, the investment was described as having a guaranteed buyout provision by Cap Tel Management and Merrill Lynch. It was also represented that a surety bond protected the investment.
- d. That the above-referenced investment is an investment contract and is a security as that term is defined pursuant to Section 2.1 of the Act.
- e. That Section 5 of the Act provides, inter alia, that all securities except those set forth under Section 2a, or those exempt under Section 3, or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
- f. That at all times relevant, hereto the security described above was not registered with the Secretary of State pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
- g. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any securities except in accordance with the provisions of the Act.
- h. That 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

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any document required to be filed under any provision of the Act.

- i. That at all times relevant hereto, the Respondent, Capital Planning Alliance, Inc., by and through its officers, directors, employees, agents, affiliates, successors and assigns, failed to file an application for registration of the above referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois.
- j. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State.
- k. That Section 11.E(4) of the Act provides, inter alia, that if 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 \$10,000.00 for each violation of the Act.

WHEREAS, the Respondents have acknowledged, while neither admitting nor denying the truth thereof, 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:

- a. That by virtue of the foregoing, the Respondents, Capital Planning Alliance, Inc., its officers, directors, employees, agents, affiliates, successors and assigns and Mathew G. Fowler, have violated Sections 12.A and 12.D of the Act; and
- b. That by virtue of the foregoing, the Respondent, Capital Planning Alliance, Inc., its officers, directors, employees, agents, affiliates, successors and assigns and Mathew G. Fowler, are subject to a fine of up to \$10,000.00 per violation and an order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois.

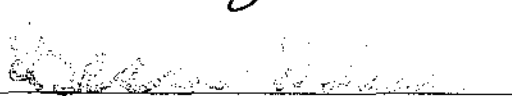
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NOW THEREFORE IT IS HEREBY ORDERED THAT:

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. The Respondents shall pay costs of investigation in this matter of \$2,000 to the Secretary of State Audit and Enforcement Fund by certified or cashiers' check payable to the Secretary of State within thirty (30) days of the entry of this Consent Order
3. Within ten (10) days of the entry of the Consent Order, the Respondents shall pay to John Kieffer \$9,124.63 and to Martha Jo Herring \$10,576.63 by certified or cashiers' check; provided, however, that Respondents shall be required to make such payments only after delivery of signed and acknowledge releases, accompanied by Tax Identification Numbers, in the forms attached.
4. The formal hearing scheduled on this matter is hereby dismissed without further proceeding.

ENTERED: This 19<sup>th</sup> day of February, 2010.

  
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JESSE WHITE  
Secretary of State

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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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