

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

IN THE MATTER OF:)	
)	
Jerry Miller,)	
)	
James David Browning, a/k/a Dave Browning,)	
)	
ER Urgent Care Management Co., Inc.,)	File No. 0800388
and its partners, members, officers, directors,)	
agents, employees, affiliates, successors, and)	
assigns,)	
)	
ER Urgent Care Holdings, Inc., and its)	
partners, members, officers, directors,)	
agents, employees, affiliates, successors,)	
and assigns.)	

NOTICE OF HEARING

TO THE RESPONDENT:

Jerry Miller
700 Ives Dairy Road
North Miami Beach, FL 33179

Jerry Miller
16590 Northeast 26th Avenue, Apt. 403
North Miami Beach, FL 33160

Jerry Miller
P.O. Box 300658
North Miami Beach, FL 33160

You are hereby notified in accordance with Sections 11.E and F of the Illinois Securities Law of 1953 [815 ILCS 5/11.E and F] (“the Act”) and 14 Ill. Adm. Code 130, subpart K, that a public hearing will be held at the Secretary of State’s office at the office of the Illinois Securities Department, 69 W. Washington Street, Suite 1220, in Chicago, Illinois 60602, on September 14, 2010 at the hour of 10:00 a.m. or as soon thereafter as possible before Soula Spyropoulos, or such other hearing officer who shall be presiding at that time.

Notice of Hearing

-2-

Said hearing will be held to determine whether an Order shall be entered which would prohibit Miller from offering or selling securities in the State of Illinois and/or granting such other relief as may be authorized under the Act including, but not limited to, the imposition of a monetary fine in the maximum amount pursuant to 11.E of the Act, payable within 10 (ten) days of the entry of the order.

The grounds for such proposed action are as follows:

COUNT 1
FRAUD IN THE OFFER AND SALE OF SECURITIES
Failure to Disclose Pending Litigation Alleging Securities Fraud

1. Respondent **Jerry Miller** ("Miller") is the Founder and Director of both ER Urgent Care Management Co., Inc. and ER Urgent Care Holdings, Inc. and has last known addresses of 700 Ives Dairy Road, North Miami Beach, FL 33179, 16590 Northeast 26th Avenue, Apt. 403, North Miami Beach, FL 33160, and P.O. Box 300658, North Miami Beach, FL 33160.
2. **ER Urgent Care Management Co., Inc.** ("Management") is an entity with a last known address of 700 Ives Dairy Road, North Miami Beach, FL 33179.
3. **ER Urgent Care Holdings, Inc.**, ("Holdings") is an entity with a last known address of 700 Ives Dairy Road, North Miami Beach, FL 33179.
4. Both Management and Holdings filed Annual Reports with the Secretary of State of Florida. Their February 22, 2006, filings indicated that Management and Holdings share the same business address at 700 Ives Dairy Road, North Miami Beach, FL 33179 and that Miller was the director of both Management and Holdings.
5. From this point forward, Management and Holdings will be collectively referred to as "ER Urgent Care".
6. As early as 2001, Miller and others at ER Urgent Care began soliciting investments in ER Urgent Care stock.
7. Miller corresponded with Illinois residents to discuss investments in ER Urgent Care, to give information about ER Urgent Care to potential investors, and to address investor concerns.
8. Investor A is an Illinois resident that was initially contacted by Miller in June of 2006. Miller mailed information about ER Urgent Care and investments in the company to Investor A.
9. For example, on June 13, 2006, Miller mailed a letter to Investor A that lauded the progress and increased profitability of ER Urgent Care. In this letter, Miller stated:

We are very pleased with our progress this past year. Both our patient volume and revenues have increased as well as the size of our organization. By the end of this year, we will have added a total of 5 new locations. We hope to at least double this growth next year. With our audits complete, we are now preparing our long awaited SB-2 filing to change the venue of trading from the Pink Sheets to the Bulletin Board. That filing is expected to go out by December 15th.

10. In this same letter, Miller solicited an investment in ER Urgent Care's stock offering. Miller made the following offer to Investor A:

The Offering of Preferred Shares of ERUG is as follows:

**1 Unit = \$10,000 = Half Preferred and Half Common at \$0.14 =
71,428 total shares**

11. As a direct result of Miller's solicitations, Investor A invested \$20,000.00 in ER Urgent Care's stock offering on June 29, 2006. Investor A's investment was deposited via wire transfer into one of ER Urgent Care's bank accounts at Bank Atlantic of which Miller is the sole signatory.
12. In the process of offering and selling shares of ER Urgent Care's stock to Investor A, Miller omitted to inform Investor A that Miller and ER Urgent Care were named as defendants in a civil action alleging that Miller and ER Urgent Care committed securities fraud in violation of federal and state securities laws.
13. The aforementioned civil action was filed in Federal District Court on September 18, 2003. The complaint described the factual allegations the Plaintiff made against Miller and ER Urgent Care:

3.36 The end result was that Plaintiff invested \$450,000 in the ER Urgent Care Center between September 19, 2002 and December 17, 2002. He purchased \$350,000 of common stock and \$100,000 of convertible notes with 12% interest. Plaintiff never received any signed writing from Defendants verifying their obligation to him or explaining his rights. He never received an accredited investor questionnaire, never discussed whether he was an accredited investor or what one was, and was in fact not an accredited investor.

3.37 The ER Urgent Care Center solicited investment funds from Plaintiff despite never having filed a Form D with the Securities Exchange Commission. The Securities were unregistered.

3.38 Since early 2003, the ER Urgent Care Center has repeatedly rebuked any and all requests by Plaintiff to inspect the company's financial statements and records.

3.39 Upon information and belief, Jerry Miller has absconded with a large portion of Plaintiff's funds and converted them to his own use to finance his own personal lifestyle and purchases.

3.40 Even after Plaintiff and his counsel made Jerry Miller and the ER Urgent Care Center aware that Plaintiff was certainly not an accredited investor, defendants Miller, [Nathan] Mirskey, and the ER Urgent Care Center persisted in trying to solicit investment funds from Plaintiff. This continued even though through July 2003, via written materials mailed to Plaintiff. Miller and Nathan Mirskey also continued to call and promise to return all of Plaintiff's money back. They also repeatedly asked Plaintiff whether investigators had contacted him and promised to give back all of Plaintiff's money if he would not say anything to investigators.

3.41 Plaintiff has not received any of his invested funds back despite repeated requests for rescission.

14. As a result of this civil suit, a civil judgment was entered against Miller, ER Urgent Care, and others in the amount of \$494,489.10. This judgment was entered on August 8, 2005.
15. As of June 13, 2006, the date that Miller had initially solicited investments from Investor A, the \$494,489.10 judgment was unsatisfied. Miller omitted to inform Investor A about the litigation or the unsatisfied judgment against Miller and ER Urgent Care.
16. The fact that Miller and ER Urgent Care were sued for securities fraud and had an unsatisfied judgment against them relating to this civil action are material to an investor's decision to invest in ER Urgent Care in light of the statements made to Investor A under the circumstances in which they were made.
17. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
18. Section 12.F of the Act states that it shall be a violation of the provisions of this Act for any person to, engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
19. Section 12.G of the Act states that it shall be a violation of the provisions of this Act 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

Notice of Hearing

-5-

order to make the statements made, in light of the circumstances under which they were made, not misleading.”

20. Section 12.I of the Act states that it shall be a violation of the provisions of this 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.”
21. By virtue of this conduct, Miller violated Sections 12.A, 12.F, 12.G and 12.I of the Act.

COUNT 2
OFFER AND SALE OF UNREGISTERED SECURITIES

22. Paragraphs 1-18 are re-alleged as if fully set forth herein.
23. 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 qualification prior ... to their offer or sale” in the State of Illinois.
24. Miller failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and, as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
25. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
26. 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.
27. By virtue of the foregoing, Miller violated Sections 12.A and 12.D of the Act.

NOTICE: You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the “Rules”), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this Notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default, unless any Respondent has upon due notice moved for and obtained a continuance.

Notice of Hearing

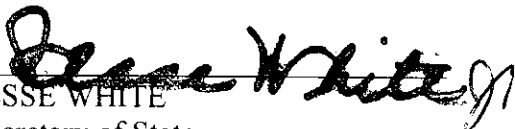
-6-

A copy of the Rules and Regulations promulgated under the Illinois Securities Law and pertaining to hearings held by the Office of the Secretary of State, Illinois Securities Department, are available at the Department's website at:

<http://www.cyberdriveillinois.com/departments/securities/lawrules.html>, or on request.

Delivery of Notice to the designated representative of any Respondent constitutes service upon such Respondent.

Dated: This 12th day of July 2010.


JESSE WHITE
Secretary of State
State of Illinois

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