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CLERK, U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

Case No. 209 CV 2711 MMA JMA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

VS.

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NOVA GEN CORPORATION; MARGARET GREY; and PAUL RANDALL FRALEY,

Defendants.

COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS

Plaintiff Securities and Exchange Commission ("Commission") for its Complaint for Violations of the Federal Securities Laws ("Complaint") against Nova Gen Corporation ("Nova Gen"), Margaret Grey ("Margaret Grey"), and Paul Randall Fraley ("Fraley") alleges as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1) and 22(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77t(b), 77t(d)(1) & 77v(a), and Sections 21(d)(1), 21(d)(3)(A), 21(e) and 27 of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§ 78u(d)(1), 78u(d)(3)(A), 78u(e) & 78aa. Defendants have, directly or indirectly, made use of the means or instrumentalities of interstate commerce, and/or of the mails, in connection with the transactions, acts, practices, and courses of business alleged in this Complaint.



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2. Venue is proper in this district pursuant to Section 22(a) of the Securities Act, 15 U.S.C. § 77v(a), and Section 27 of the Exchange Act, 15 U.S.C. § 78aa, because certain of the transactions, acts, practices, and courses of conduct constituting violations of the federal securities laws occurred within this district, the entity defendant is located in this district, and Margaret Grey resides in this district.

SUMMARY

- 3. From January 2006 through January 2009, Nova Gen's founder and CEO, the late Harry Grey, and Fraley raised approximately \$2.29 million from at least 78 investors through an unregistered offer and sale of shares of convertible preferred stock of Nova Gen. Upon Harry Grey's death in June 2009, his widow, Margaret Grey, became the new CEO of Nova Gen and, along with Fraley, continued soliciting money from investors, raising an additional \$95,000 from at least 10 investors between June and October 2009.
- Nova Gen, Margaret Grey and Fraley have made numerous misrepresentations to 4. investors concerning Nova Gen's purported assets, revenue stream, and potential return on investment. In reality, Nova Gen is a shell of a company that has no operational technology and no revenues.
- 5. Defendants, directly and indirectly, have engaged and, unless enjoined, will continue to engage in acts, practices and courses of business which constitute violations of the antifraud, registration and certain broker-dealer provisions of the federal securities laws, Sections 5(a), 5(c) and 17(a) of the Securities Act, 15 U.S.C. §§ 77e(a), 77e(c), and 77q(a), and Sections 10(b) and 15(a) of the Exchange Act, 15 U.S.C. §§ 78j(b), 78o(a), and 78o(c), and Rule 10b-5, 17 C.F.R. § 240.10b-5, promulgated thereunder.

THE DEFENDANTS

THE ENTITY DEFENDANT

6. Nova Gen Corporation is a Colorado corporation formed in July 2005, whose principal place of business is San Diego, California. Nova Gen claims to own technology capable of converting coal into ethanol or bio-diesel fuel, virtually emissions free. It is not registered with the Commission in any capacity and no registration statement has been filed or is

in effect with the Commission in connection with the offer or sale of Nova Gen securities.

THE INDIVIDUAL DEFENDANTS

- 7. **Margaret Grey**, age 38, is a resident of San Diego, California. Margaret Grey is the current President, CEO and Secretary of Nova Gen. Prior to June 2009, she was Nova Gen's Secretary.
- 8. Paul Randall Fraley, age 52, is a resident of Hewitt, West Virginia. Fraley located investors for Nova Gen and was paid at least \$76,698 in commissions from January 2006 through October 2009. Fraley is not registered with the Commission.

FACTUAL ALLEGATIONS

DEFENDANTS NOVA GEN AND FRALEY MAKE MISREPRESENTATIONS IN CONNECTION WITH OFFERS AND SALES BY NOVA GEN FROM JANUARY 2006 THROUGH JANUARY 2009

- 9. Between January 2006 and January 2009, Nova Gen, through Harry Grey, Fraley and Fraley's sales agents, raised nearly \$2.29 million from at least 78 investors nationwide through an unregistered offering of convertible preferred stock.
- 10. Harry Grey, Fraley and Fraley's sales force offered and sold Nova Gen stock through referrals, paid "finders," and cold calls based on lead lists. Nova Gen paid Fraley a commission for each investment in Nova Gen stock made by individuals solicited by Fraley or his sales agents.
- 11. Margaret Grey arranged for Fraley to be paid commissions by Nova Gen for investments made by investors referred by Fraley as well as for investors referred by Fraley's sales agents. Between January 2006 and January 2009, Nova Gen paid Fraley \$74,430 in sales commissions.
- 12. Nova Gen's securities offering was not registered with the Commission, as required by Section 5 of the Securities Act.
- 13. Nova Gen solicited prospective investors with offering documents including a multi-page business plan, an executive summary and a subscription agreement. These written offering materials contain numerous misrepresentations.
 - 14. Nova Gen, Harry Grey, and Fraley sent investors a March 14, 2006 Nova Gen

business plan that falsely projected a return on investment of 464% and gross income ranging from \$477 billion in the first year of operations to \$17 trillion in the fifth year of operations. Nova Gen, Harry Grey, and Fraley also sent investors an April 18, 2008 business plan that contained projections of \$737 million of projected revenues in the first year of operations, increasing to \$13.6 billion by the fifth year.

- Nova Gen, Harry Grey and Fraley had no basis for making such wildly unrealistic projections. The revenue projections were based upon extremely unlikely contingencies, such as the construction of multiple power plants, for which Nova Gen lacks permits and funding. Nova Gen failed to disclose to investors that it lacked the permits and the funding to build even one plant and that the pro forma numbers for the first year of operations did not begin until after the first plant was built, leaving the impression that the revenues for the first year were the revenues that Nova Gen would earn in its first year of operations. Even if the funding were available, Nova Gen's purported technology has not been proven, nor is there any assurance that it will ever be successful.
- 16. One of versions of the March 2006 business plan also included a balance sheet showing a brokerage account valued at \$27 million as an asset and total assets of \$49 million, and an income statement showing net operating income of \$21 million for 2005/2006. In fact, the financials were false, the company did not own any such brokerage account, and no revenues have ever been generated by Nova Gen.
- 17. The March 2006 business plan also describes Nova Gen's technology as being 99.9% emissions free. Nova Gen currently has no proven technology.
- 18. Harry Grey made numerous oral misrepresentations to investors. Specifically, he told investors that Nova Gen had a process to convert coal into bio-fuel without emissions, that the technology was "ready to go", that Nova Gen had a plant up and running, that the dividends to be paid on the preferred stock were "guaranteed", and that the company was about to go public at \$9 a share. None of these statements were true. The technology is not yet ready, no plant is operational, no dividends have been paid, and Nova Gen has never taken any of the steps necessary to become a publicly-traded company, such as filing securities offering registration

- 19. Fraley also made numerous oral misrepresentations to investors, stating that Nova Gen's stock was about to become publicly traded and that Nova Gen paid a "guaranteed" 11% dividend. As described above, neither of these statements were true.
- 20. Fraley also told at least one investor that she shouldn't worry about losing any of her money because the investment was a "sure thing." Fraley made these statements despite his knowledge that Nova Gen had no plant, had never had any revenues and lacked the funds to even purchase property to start construction on a plant.

DEFENDANTS NOVA GEN, MARGARET GREY AND FRALEY MAKE MISREPRESENTATIONS IN CONNECTION WITH OFFERS AND SALES BY NOVA GEN FROM JUNE 2009 THROUGH OCTOBER 2009

- 21. After Harry Grey's death, Margaret Grey continued the unregistered offer and sale of Nova Gen's securities in her husband's place. Nova Gen, through Fraley and his sales agents, continued to solicit investors through referrals and continued to disseminate Nova Gen's false and misleading marketing materials, including the April 2008 business plan and an executive summary. Additionally, Margaret Grey mailed a solicitation letter to selected investors, which offered a part interest in the revenue stream to be generated by Nova Gen's plant as an additional incentive to purchase the convertible preferred stock.
- 22. From June 2009 through October 2009, the defendants raised an additional \$95,000 from at least 10 investors, of which at least \$22,452 has been paid directly to Margaret Grey and \$1,930 to Fraley.
- 23. Since June 2009, Nova Gen has solicited prospective investors with offering documents including the April 2008 business plan, an executive summary and a subscription agreement. These offering materials contain numerous misrepresentations.
- As discussed above, the April 2008 business plan contains exaggerated claims concerning the projected revenues of the company. Nova Gen, Margaret Grey and Fraley distributed this business plan to investors but had no basis for making these projections, which assume that Nova Gen would operate certain power plants that it does not even have the permits or

the funding to build. The company has never had any revenues or operations. Margaret Grey distributed this information to investors despite knowing that the revenue projections were based on the company operating plants which she knew the company did not yet have the permits to build.

25. Margaret Grey and Fraley disseminated a two page "executive summary" to investors that falsely claims that Nova Gen obtained a "very generous incentive package" from Kentucky to build a plant in that state, and that revenue from its waste destruction unit business approached \$100 million in 2007. Fraley knew that the arrangements with Kentucky were never completed. Margaret Grey also knew that Nova Gen did not have any revenues or sales of waste destruction units, much less \$100 million in sales of waste destruction units. Margaret Grey admittedly did not even review the executive summary before sending it to investors.

FIRST CLAIM

UNREGISTERED OFFER AND SALE OF UNREGISTERED SECURITIES IN VIOLATIONS OF SECTIONS 5(a) AND 5(c) OF THE SECURITIES ACT (AGAINST ALL DEFENDANTS)

- 26. Paragraphs 1 through 25 are realleged and incorporated by reference as if set forth herein.
- 27. Sections 5(a) and 5(c) of the Securities Act prohibit the sale of any security unless a registration statement is in effect with regard to that security, absent an applicable exemption from that requirement, 15 U.S.C. §§ 77e (a) and (c).
- 28. No registration statement has been filed with the Commission or is in effect with regard to any public offer or sale of the Nova Gen securities at issue, and no exemption from registration is applicable to the offers or sales of those securities.
- 29. By engaging in the conduct described above, the defendants, and each of them, directly and indirectly, by making use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer or sell securities, through the use or medium of a prospectus or otherwise, when no registration statement has been filed or was in effect as to such securities, engaged in transactions, acts, practices, and courses of business that violated Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e (a) and (c).

SECOND CLAIM

FRAUD IN THE OFFER OR SALE OF SECURITIES

VIOLATION OF SECTION 17(a) OF THE SECURITIES ACT

(AGAINST ALL DEFENDANTS)

- 30. Paragraphs 1 through 25 are realleged and incorporated by reference as if set forth fully herein.
- 31. The defendants, and each of them, by engaging in the conduct described above, in the offer or sale of securities by the use of means or instruments of transportation or communication in interstate commerce or by use of the mails directly or indirectly:
 - a. with scienter, employed devices, schemes, or artifices to defraud;
 - b. obtained money or property by means of untrue statements of a material fact or by omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
 - c. engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.
- 32. By engaging in the conduct described above, the defendants violated, and unless restrained and enjoined will continue to violate, Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

THIRD CLAIM

FRAUD IN CONNECTION WITH THE PURCHASE OR SALE OF SECURITIES VIOLATION OF SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER (AGAINST ALL DEFENDANTS)

- 33. Paragraphs 1 through 25 are realleged and incorporated by reference as if set forth fully herein.
- 34. The defendants, and each of them, by engaging in the conduct described above, directly or indirectly, in connection with the purchase or sale of a security, by the use of means or instrumentalities of interstate commerce, of the mails, or of the facilities of a national

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- employed devices, schemes, or artifices to defraud;
- made untrue statements of a material fact or omitted 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; or
- engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon other persons.
- By engaging in the conduct described above, the defendants violated, and unless restrained and enjoined will continue to violate, Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

FOURTH CLAIM

FAILURE TO REGISTER AS A BROKER DEALER

VIOLATION OF SECTION 15(a) OF THE EXCHANGE ACT

(AGAINST FRALEY)

- Paragraphs 1 through 25 are realleged and incorporated by reference as if set forth
- At the times alleged in the Complaint, defendant Fraley made use of the mails and means and instrumentalities of interstate commerce to effect transactions in, induce and attempt to induce the purchase and sale of the securities described herein, while not being registered with the Commission as a broker or dealer, and when no exemption from registration was available.
- By the conduct described above, defendant Fraley violated Section 15(a) of the

FIFTH CLAIM

AIDING AND ABETTING FAILURE TO REGISTER AS A BROKER-DEALER AIDING AND ABETTING VIOLATION OF SECTION 15(a) OF THE EXCHANGE ACT (AGAINST MARGARET GREY)

Paragraphs 1 through 25 are realleged and incorporated by reference as if set forth 39. fully herein.

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- 40. Defendant Margaret Grey knowingly provided substantial assistance to Fraley's violation of Section 15(a) of the Exchange Act.
- 41. By engaging in the conduct described above, defendant Grey aided and abetted Fraley's violations, and unless restrained and enjoined will continue to aid and abet violations of Section 15(a) of the Exchange Act, 15 U.S.C. § 780(a).

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court:

I.

Issue findings of fact and conclusions of law that the defendants committed the violations alleged above.

II.

Issue a judgment, in a form consistent with Fed. R. Civ. P. 65(d), permanently enjoining each of the defendants, their officers, agents, servants, employees, attorneys and those persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating Sections 5(a), 5(c), and 17(a) of the Securities Act, 15 U.S.C. §§ 77e(a), 77e(c), and 77q(a), and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, promulgated thereunder.

III.

Issue a judgment, in a form consistent with Fed. R. Civ. P. 65(d), permanently enjoining defendant Fraley, his agents, servants, employees, attorneys and those persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating Section 15(a) of the Exchange Act, 15 U.S.C. § 780(a).

IV.

Issue a judgment, in a form consistent with Fed. R. Civ. P. 65(d), permanently enjoining defendant Margaret Grey, her agents, servants, employees, attorneys and those persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from aiding and abetting violations of Section 15(a) of the Exchange Act, 15 U.S.C. § 78o(a).

V.

Order defendants Nova Gen, Margaret Grey and Fraley to disgorge all ill-gotten gains from the conduct alleged herein, with prejudgment interest.

VI.

Order defendants Nova Gen, Margaret Grey and Fraley to pay civil money penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3).

VII.

Retain jurisdiction of this action in accordance with the principles of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered, or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

VIII.

Grant such other and further relief as this Court may determine to be just and necessary.

Dated: December 3, 2009

Respectfully submitted,

LUCEE S. KIRKA

DAVID VAN HAVERMAAT

Attorneys for Plaintiff

Securities and Exchange Commission

SJS 44 (Rev. 12/07)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

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VI. CAUSE OF ACT	Brief description of ca	nuse: ges violations of the fo	ederal se	curities laws.		,				
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