

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS  
Release No. 4310/October 28, 2016

ADMINISTRATIVE PROCEEDING  
File No. 3-17104

In the Matter of

BIOELECTRONICS CORP.,  
IBEX, LLC,  
ST. JOHN'S, LLC,  
ANDREW J. WHELAN,  
KELLY A. WHELAN, CPA, and  
ROBERT P. BEDWELL, CPA

PROTECTIVE ORDER

On October 27, 2016, the parties submitted a stipulation and proposed order seeking a protective order concerning certain sensitive financial information, including personally identifiable information, contained in Commission Form D-A and certain attachments thereto, which warrant confidential treatment as a matter of law.

Rule 322 of the Commission's Rules of Practice permits protective orders over documents where the "harm resulting from disclosure would outweigh the benefits of disclosure." 17 C.F.R. § 201.322(b). Based on the representations made in the stipulation, I find that the harm resulting from disclosure of the sensitive information described in the stipulation outweighs the benefits of disclosure.

Accordingly, I ADOPT the parties' stipulated protective order, with minor revisions, and ORDER that the following provisions shall be applicable to the filing, production, and use of Commission Form D-A and certain attachments thereto:

*Stipulated Protective Order*

1. As used in this Protective Order, the term "Sensitive Personal Information" shall mean any documents or other information contained in Commission Form D-A and/or certain attachments thereto.
2. Sensitive Personal Information disclosed by a party in this action or to counsel during the course of this action:

- a. Shall be used only for the purposes of this action;
- b. Shall not be used for any business or commercial purposes;
- c. Shall not be published to the public in any form, except as permitted by Paragraphs 5 and 7, below;
- d. May be disclosed only to the following persons, on an as-needed basis in the course of the litigation, with reasonable precautions taken to ensure the confidentiality of the information:
  - i. A Respondent;
  - ii. Employees or contractors of any law firm that represents a Respondent, including attorneys and secretarial, clerical, paralegal, legal, or student personnel, and any person or entity with whom a Respondent's counsel contracts to reproduce or manage documents;
  - iii. A document's author(s) or recipient(s);
  - iv. Independent (non-employee) consultants, expert witnesses, or advisors retained by any of the parties to this action in connection with this action;
  - v. Court reporters or stenographers – and their employees – who are engaged to record deposition or hearing testimony;
  - vi. The Securities and Exchange Commission and its employees, agents, or contractors; and
  - vii. Such other persons as hereafter may be authorized by either written consent of all the parties or the Hearing Officer upon motion of either party.

4. The provisions of this Protective Order shall not be construed as preventing:

- a. Any disclosure of Sensitive Personal Information to any party to this action;
- b. Any disclosure of Sensitive Personal Information to any Hearing Officer, law clerk, or member or employee of the Commission for any purposes of this action; or
- c. Any disclosure of Sensitive Personal Information for the purpose of enforcing the criminal law or as otherwise required by law.

5. Except as otherwise ordered, prior to making a public filing of any document containing Sensitive Personal Information, as defined herein, the Division and Respondents agree to redact all Sensitive Personal Information from the document. The Division and Respondents also agree to take reasonable and appropriate measures to prevent unauthorized disclosure of Sensitive Personal Information contained in Commission Form D-A and certain attachments thereto filed in these proceedings, including by persons to whom the Division or Respondents show or give access to such documents. **In the event that redacting a filing is impracticable or would result in a filing being almost entirely redacted, the parties shall file the document under seal together with a copy of this Order. If a document is filed under seal, it may be disclosed to the parties or persons under paragraph 2.d. In addition, if a party intends to make a filing (such as a brief or motion) that incorporates Sensitive Personal Information in the written text, the party must: (1) file a version clearly labeled “under seal,” with the Sensitive Personal Information subject to this Order noted by brackets, bold typeface, or some other clear indication; and (2) file a public redacted version that removes the Sensitive Personal Information.**
6. This Protective Order shall not:
  - a. Operate as an admission by any party that any particular Commission Form D-A and/or certain attachments thereto in fact contains Sensitive Personal Information;
  - b. Prejudice in any way the right of a party to seek a determination of whether such material is or should be subject to the terms of this Protective Order;
  - c. Prevent a Respondent’s disclosure of its own Sensitive Personal Information; or
  - d. Prejudice in any way the right of any party to apply to the Hearing Officer for a further protective order relating to any other confidential information or Sensitive Personal Information.
7. Nothing in this Protective Order shall preclude the parties from offering Sensitive Personal Information into evidence at the hearing of this action or in any other proceeding in this action, subject to the restrictions set forth in this Protective Order.
8. This Protective Order shall survive the termination of the litigation. Unless otherwise agreed or ordered, this Protective Order shall remain in force after dismissal or entry of final judgment not subject to further appeal.
9. Within sixty days after dismissal or entry of final judgment not subject to further appeal, all Investigative Record Materials, including copies of such documents, shall be returned to the Division unless: (1) the document has been offered in evidence; or (2) the Division agrees to destruction in lieu of return. Notwithstanding the above requirement to return or destroy Investigative Record Materials, counsel may retain attorney work product,

including an index which refers or relates to documents containing Sensitive Personal Information, so long as that work product does not duplicate verbatim substantial portions of the text or images of such documents. That portion of the work product containing Sensitive Personal Information shall continue to be protected under the terms of this Protective Order. An attorney may use his or her work product in a subsequent litigation provided that its use does not disclose or use documents containing Sensitive Personal Information.

10. This Protective Order shall be subject to modification by the Hearing Officer on the Hearing Officer's own motion or on motion of a party or any other person with standing concerning the subject matter.

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Cameron Elliot  
Administrative Law Judge