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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-against-

BRIAN K. KISTLER and NEW OPPORTUNITY
BUSINESS SOLUTIONS, INC. a/k/a NOBS,

Defendants.

COMPLAINT

22 Civ. ()

JURY TRIAL
DEMANDED

Plaintiff Securities and Exchange Commission (the “Commission”), for its Complaint against Defendants Brian K. Kistler (“Kistler”) and New Opportunity Business Solutions, Inc., a/k/a NOBS (“NOBS”) (collectively, the “Defendants”), alleges as follows:

SUMMARY

1. Defendant Kistler—a long-time operative in the penny stock arena—and his alter-ego entity, Defendant NOBS, engaged in a deceptive scheme to take control of a dormant public shell company, revive it through a series of false and misleading statements, make the company and its shares appear more valuable than they were, including through market manipulation, and “flip” the company or its shares for a profit.

2. Starting by at least February 2018 and continuing through at least July 2018, Defendants engaged in this pattern of deceptive conduct with respect to a publicly traded company named Williamsville Sears Management, Inc. (“Williamsville”), formerly known as White Smile Global, Inc. (“White Smile Global”).¹

3. Prior to the Defendants’ involvement in the company, shares of White Smile Global, a then-dormant shell entity, were thinly traded at prices below a penny per share, the company had issued limited public filings since August 2012, and the company had put out no current news about itself.

4. In early 2018, Kistler and NOBS began resurrecting the company for use in their fraudulent scheme. To accomplish his goal, Kistler made false and misleading statements to OTC Markets Group (“OTC Markets”), which operates an electronic inter-dealer stock quotation system; the Financial Industry Regulatory Authority (“FINRA”); and Williamsville’s transfer agent (the “Transfer Agent”).² Kistler also made false and misleading statements to the investing public.

¹ The State of Florida approved the incorporation of Williamsville on February 22, 2018. FINRA approved the change from White Smile Global to Williamsville on April 2, 2018. For simplicity, the complaint refers to the company throughout as Williamsville.

² FINRA is a government-authorized not-for-profit organization that oversees U.S. broker-

5. In addition, Kistler engaged in manipulative purchases of Williamsville stock. He did so to create the artificial appearance of market activity in order to induce others to purchase Williamsville stock and boost the stock price.

6. Kistler also pumped up Williamsville's market capitalization (the value of a company as determined by multiplying the number of shares outstanding by the present share price), by manipulatively boosting the share price and increasing the number of outstanding Williamsville shares, in an attempt to get Williamsville's stock "uplisted" to a national exchange.

7. These actions set the scene for Kistler and others to profit by selling their Williamsville shares or Williamsville itself at a premium to what they had paid for it.

8. Kistler and NOBS profited from their fraudulent scheme. Kistler, through NOBS, received \$50,000 for brokering the sale of Williamsville. Kistler also received \$32,500 to engage in manipulative purchases of Williamsville stock. In addition, NOBS received 100 million shares of Williamsville in exchange for Defendants' role in the scheme.

9. Despite their efforts, the Defendants were ultimately unable to profit even more from the scheme, as they had planned. The Commission suspended trading in Williamsville on July 3, 2018, thus preventing the Defendants from selling the shares they had received. *See In the Matter of Williamsville Sears Management, Inc.*, Securities Exchange Act of 1934 Rel. No. 34-95797 (July 3, 2018).

VIOLATIONS

10. By virtue of the conduct alleged herein:

dealers and works to protect investors and ensure the market's integrity, including by ensuring that investors receive complete disclosure about investments before purchasing. *See* www.finra.org/about. A transfer agent records changes of ownership, maintains the stock issuer's security holder records, cancels and issues shares certificates, and distributes stock dividends.

- a. Defendants have violated Sections 17(a)(1) and (a)(3) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77q(a)(1) and (3)] and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §§ 240.10b-5(a) and (c)];
- b. Kistler violated Section 17(a)(2) of the Securities Act [15 U.S.C. § 77q(a)(2)] and Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) thereunder [17 C.F.R. § 240.10b-5(b)]; and
- c. Kistler violated Section 9(a)(2) of the Exchange Act [15 U.S.C. § 78i(a)(2)].

11. Unless Defendants are restrained and enjoined, they will engage in the acts, practices, and courses of business set forth in this Complaint, or in acts, practices, transactions, and courses of business of similar type and object.

NATURE OF THE PROCEEDINGS AND RELIEF SOUGHT

12. The Commission brings this action pursuant to the authority conferred upon it by Securities Act Sections 20(b) and 20(d) [15 U.S.C. §§ 77t(b) and 77t(d)] and Exchange Act Section 21(d) [15 U.S.C. § 78u(d)].

13. The Commission seeks a final judgment: (a) permanently enjoining Defendants from violating the federal securities laws and rules this Complaint alleges they have violated; (b) ordering Defendants to disgorge jointly and severally all ill-gotten gains they received as a result of the violations alleged here pursuant to Sections 21(d)(3), (5), and (7) of the Exchange Act [15 U.S.C. §§ 78u(d)(3), (5) and (7)], and to pay prejudgment interest thereon; (c) ordering Defendants to pay civil money penalties pursuant to Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)]; (d) permanently

prohibiting Kistler from serving as an officer or director of any company that has a class of securities registered under Exchange Act Section 12 [15 U.S.C. § 78l] or that is required to file reports under Exchange Act Section 15(d) [15 U.S.C. § 78o(d)], pursuant to Securities Act Section 20(e) [15 U.S.C. § 77t(e)] and Exchange Act Section 21(d)(2) [15 U.S.C. § 78u(d)(2)]; (e) permanently prohibiting Kistler and NOBS from participating in any offering of a penny stock, pursuant to Securities Act Section 20(g) [15 U.S.C. § 77t(g)] and Exchange Act Section 21(d)(6) [15 U.S.C. § 78u(d)(6)]; and (f) ordering any other and further relief the Court may deem just and proper.

JURISDICTION AND VENUE

14. This court has jurisdiction over this action 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].

15. Venue lies in this District under Securities Act Section 22(a) [15 U.S.C. § 77v(a)] and Exchange Act Section 27 [15 U.S.C. § 78aa]. Certain of the acts, practices, transactions, and courses of business alleged herein occurred within this District. For example, during the relevant time frame, Williamsville was located at 45 Rockefeller Plaza, New York, New York, and 30 Wall Street, New York, New York. In addition, Kistler made telephone calls to a Williamsville-related entity located at 48 Wall Street, New York, New York, in furtherance of the scheme. Additionally, investors that purchased Williamsville stock during Kistler's stock manipulation resided in this District and brokerage accounts that purchased Williamsville stock during Kistler's stock manipulation were located in this District.

16. The Defendants have, directly or indirectly, made use of the means or instrumentalities of interstate commerce, or of the mails, or the facilities of a national securities exchange in connection with the transactions, acts, practices, and courses of business alleged

herein.

DEFENDANTS

17. **Kistler**, age 66, is a resident of Ossian, Indiana. Kistler purported to be a consultant to Williamsville, but in reality, he was a control person.

18. **New Opportunity Business Solutions, Inc. (“NOBS”)** is an Indiana corporation. Kistler is the sole owner and CEO of NOBS, and NOBS’ principal place of business is Kistler’s home address.

FACTS

I. Background: Kistler and NOBS

19. Kistler has worked in the securities industry since approximately 1988, when he first became employed as a registered representative at a broker-dealer firm registered with the Commission and held a Series 7 securities license.

20. From 1999 through 2006, Kistler worked for a particular broker-dealer in various capacities, including as a general securities representative, branch manager, registered options principal, and general securities sales supervisor.

21. From 1999 through 2006, Kistler claims to have managed nine of that broker-dealer’s offices in Indiana and to have overseen dozens of employees and client assets totaling more than \$1 billion.

22. Since 2006, Kistler has worked as a consultant for small companies in the United States. Kistler holds himself out as assisting with the preparation of regulatory filings and helping private startup companies become fully reporting public companies, such as by

purchasing public companies quoted on OTC Markets and merging the private companies into the public companies.³

23. At times, Kistler holds the title of an officer or director of the public companies for which he provides these services.

24. Kistler also acts as a “shell” broker who finds publicly-traded “shell” companies (publicly traded companies with no or nominal operations and limited assets) for interested buyers.

25. Kistler often conducts his microcap activities through NOBS, a purported business consulting company.

26. In transactions brokered by Kistler, NOBS has, among other things, held promissory notes in microcap issuers, acted as an escrow agent, and received payments on Kistler’s behalf.

27. Kistler and NOBS are compensated in various ways, including in the form of cash payments, stock in the public companies for which they are engaged, and/or promissory notes in the public companies for which they are engaged.

³ OTC Markets Group, Inc. (“OTC Markets”), headquartered in New York City, is the operator of OTC Link ATS (“OTC Link”), an inter-dealer quotation system. Most issuers quoted on OTC Link do not meet the minimum listing requirements for trading on a national securities exchange. OTC Markets classifies securities into three marketplace tiers based on certain criteria, including the quality and quantity of information that issuers disclose. OTC Markets’ Pink Market is the lowest tier that allows for public quotations.

II. Defendants Gain Control of the Dormant Williamsville Shell.

28. In early 2018, Kistler agreed to help an individual known as “Gwadiso,” with whom Kistler had prior dealings, gain control of a publicly traded company in the United States. Kistler has never met Gwadiso in person, and Gwadiso’s name may be a pseudonym.

29. Gwadiso asked Kistler to help him buy “shell companies” so that he could “flip ‘em...and keep on movin.’”

30. Kistler responded that he “like[d]” the plan and that “[w]e are in the moving biz not storage.”⁴

31. To flip Williamsville at a profit, the company would need to be “cleaned up” and put into Gwadiso’s and Kistler’s control. In addition, the stock would have to have the appearance of trading in an active market and ideally be listed on a national stock exchange, instead of simply having its share price quoted on OTC Link.⁵ The stock would also need to have current press releases to give the appearance of company activity.

32. Gwadiso operated through at least four companies during the relevant timeframe: Palewater Global Management Inc. (“Palewater Global”), Palewater Advisory Group Inc. (“Palewater Advisory”), Milost Global Inc. (“Milost Global”), located at 48 Wall Street, New York, NY, and Brooklyn Throne Inc. (“Brooklyn Throne”).

⁴ In a later WhatsApp chat, Gwadiso told Kistler that he would benefit from the sales. Specifically, Gwadiso and Kistler discussed selling the company for \$1 million, and Gwadiso told Kistler he would “get something on that.”

⁵ Share prices of Williamsville were quoted on OTC Link under ticker symbol “WSML.”

33. During at least part of 2018, Gwadiso purported to be the founder and chairman of Palewater Global, chairman and CEO of Palewater Advisory, managing partner and CEO of Milost Global, and founder, chairman and CEO of Brooklyn Throne.

34. Palewater Global's website describes the company as a "private, merchant bank platform, initially formed in 2002, providing long-term capital and strategic advice to family-owned and entrepreneurial businesses."

35. Palewater Global claimed in press releases to be "a New York based conglomerate with a diverse portfolio of activities founded in 2017," and that "[a]mong its portfolio of clients are legions of government, publicly quoted and privately held companies all around the world, US, Asia, Europe and Africa."

36. Palewater Global purports to be the parent company of Palewater Advisory.

37. Palewater Advisory claimed in press releases to be "a leading investment banking firm headquartered in New York...[specializing] in cross-border and M & A transactions, financing, public affairs, political campaign capital raising and strategy."

38. Milost Global purported to be a private equity firm with offices in New York City and Los Angeles, Hong Kong, and London and claimed in press releases to "have more than \$25 billion in committed capital."

39. On occasion, Milost Global has purported to be a subsidiary of Brooklyn Throne.⁶

40. Brooklyn Throne is located in New York, New York.

41. Brooklyn Throne purports to be the parent company of Palewater Global and Milost Global.

⁶ At least one organizational chart depicts Milost Global as a subsidiary of Brooklyn Throne, but at least one other organizational chart lists them as independent entities.

42. Although Gwadiso controlled all four companies at all relevant times—Palewater Global, Palewater Advisory, Milost Global, and Brooklyn Throne—Kistler was Chairman and CEO of Palewater Advisory from at least July 24, 2017, until February 4, 2018, when Gwadiso replaced him.

III. Defendants Obtain Control of Williamsville Shares.

43. Kistler identified Williamsville as a potential target for Gwadiso and brokered the sale of Williamsville from Kistler’s associate, Joseph Arcaro (“Arcaro”), to Gwadiso.

44. Prior to the official sale, Kistler and Gwadiso discussed restructuring Williamsville’s shares to obtain control of them. Kistler stated that he would “eliminate” a class of shares and cancel “the other 2 million preferred shares.”

45. Kistler stated that he would cancel the two million shares of preferred stock by “reversing them to nothing.”

46. On February 15, 2018, Kistler told Gwadiso that he would “prepare resolutions for [Gwadiso’s] signature to allow [Kistler] to represent the company with vendors.”

47. On February 16, 2018, an entity controlled by Arcaro sold 400 million shares of common stock and 5 million shares of preferred stock—together a control block of Williamsville stock—to Palewater Global for \$150,000.

48. Defendants received \$50,000 of the \$150,000 for their work on the deal.

49. On February 16, 2018, Williamsville issued a board resolution appointing Gwadiso as its president, sole director, and CEO.

50. On February 20, 2018, four days after Palewater Global’s acquisition of Williamsville, Williamsville issued a board resolution appointing Kistler as its “company representative.”

51. The board resolution stated: “[I]t is in the Company’s best interests [to] allow Brian Kistler to have access to corporate information with the company’s vendors including but not limited to the Transfer Agent and Registered Agent.”

52. The same day, Williamsville authorized a 50 million-to-1 reverse split of Williamsville’s shares of preferred stock.⁷

53. This reverse split had the effect of giving Kistler and other insiders control by vastly reducing the holdings of other shareholders.

54. Kistler took immediate steps to shepherd the reverse split through Williamsville’s Transfer Agent for processing. On or about February 21, 2018, Kistler instructed the Transfer Agent to effect the reverse split as quickly as possible and emailed the Transfer Agent over the next several weeks numerous times until his instructions were followed.

55. Meanwhile, on February 20, 2018, NOBS purchased a convertible promissory note held by the Transfer Agent for approximately \$5,300, which gave Kistler and NOBS access to shares of Williamsville stock.⁸

56. In a WhatsApp chat on February 24, 2018, Kistler informed Gwadiso that Kistler was “officially the owner of the convertible note” and stated that the note would be convertible at “50% of the [share] price at [the time of conversion].” In other words, the convertible

⁷ When a company completes a reverse stock split, each outstanding share of the company is converted into a fraction of a share. For example, if a company declares a ten-for-one reverse stock split, each set of ten shares will be converted into a single share.

⁸ A promissory note memorializes a debt from one party to another. The person who is owed money becomes the noteholder. With a convertible promissory note, that debt can be converted to equity, or stock, upon certain conditions agreed to by the parties, and then all or part of the debt is then paid off to the noteholder in stock. Promissory notes can be sold to a third party, like Kistler or NOBS, who would then acquire the noteholder’s right to obtain stock in satisfaction of the debt.

promissory note would give Kistler and NOBS the ability to convert the note to Williamsville shares at a discount.

57. On or about February 22, 2018, Kistler incorporated Williamsville in Florida by filing articles of incorporation, which authorized the issuance of 15 billion shares of common stock, 100 million shares of preferred stock, and 1,000 shares of Series A Preferred Stock. According to Williamsville's Florida articles of incorporation, the total aggregate of issued Series A preferred stock could be converted to 20% of the total number of issued and outstanding shares of common stock.⁹

58. About two months later, Kistler further consolidated control of Williamsville by directing the Transfer Agent to issue one Series A Preferred Share to Gwadiso's entity, Brooklyn Throne.¹⁰

59. On or about April 3, 2018, Kistler also directed the Transfer Agent to issue billions of shares of Williamsville common stock, including 100 million shares to NOBS, 7 billion shares to Palewater Global, and 1.55 billion shares to Milost Global.

60. As of May 25, 2018, Palewater Global held 68% of Williamsville's shares of common stock, Milost Global held about 14%, and Brooklyn Throne had the ability to convert its single Series A Preferred Share to 20% of the outstanding shares of Williamsville's common stock.

61. As of May 25, 2018, Kistler and NOBS together held more than 100 million shares of Williamsville's common stock, plus the convertible promissory note.

⁹ The Florida filing listed Williamsville's principal place of business as New York, New York.

¹⁰ During the relevant timeframe, this was the only Series A Preferred share that Williamsville issued.

IV. Kistler Makes False and Misleading Statements to OTC Markets, the Transfer Agent, and FINRA.

A. Kistler Makes False and Misleading Statements to OTC Markets.

62. A key part of attracting investors to Williamsville and its shares was disseminating information to the marketplace about Williamsville. Kistler did this by gaining access to OTC Markets' investor relations portal, OTCIQ, through which he could upload disclosures and financial information that were made available for investors to view.

63. Kistler initially tried to obtain user access for Gwadiso and listed Gwadiso as CEO of Williamsville in OTC Markets' records.

64. However, issues with confirming Gwadiso's identity rendered obtaining access for Gwadiso and listing him as CEO impossible.

65. Specifically, the OTCIQ application required the names of the issuer's officers and indicated that OTC staff would verify the information prior to providing OTCIQ authorization, and OTC Markets personnel told Kistler that Gwadiso would need to submit a U.S. passport or driver's license.

66. On February 23, 2018, in a WhatsApp chat, Kistler conveyed to Gwadiso that OTC Markets required a U.S. passport or driver's license to verify Gwadiso's identity.

67. In response, Gwadiso claimed that he had both Swiss and U.S. passports but explained that he used his Swiss passport in a pending court case "for jurisdiction purposes" and was reluctant to use his U.S. passport until that case was resolved, because, he opined, that would be perjury.

68. Gwadiso also claimed to have a driver's license but told Kistler he could not use it because he had not driven for nine years.

69. Kistler then advised Gwadiso: “Don’t respond to [OTC Markets] let me as I will advise [that] you travel and are unavailable right now and ask to have just me listed [as an authorized user on the OTCIQ system for Williamsville].”

70. As he told Gwadiso, Kistler misled OTC Markets on February 26, 2018, by relaying to OTC Markets that “[Gwadiso] travels and is unable to respond to your email or send in any photo ID at this time.”

71. In a WhatsApp chat on February 27, 2018, Gwadiso then suggested, “I might as well resign [from Williamsville] and put in [Gwadiso’s acquaintance (“Nominee”)] as CEO,” to which Kistler responded, “That would work.”

72. On March 6, 2018, Kistler submitted a February 27, 2018 Consent Resolution by the Board of Directors of Williamsville (“February 27 Consent Resolution”) to OTC Markets reflecting Gwadiso’s resignation from Williamsville and the appointment of Gwadiso’s Nominee, as CEO of Williamsville. Kistler again falsely attributed the change to Gwadiso’s travel schedule, when in fact it was due to the continued demand for Gwadiso’s photo identification.

73. Moreover, Nominee’s appointment as CEO was in name only, as Kistler knew or recklessly disregarded, since he helped to install Nominee after Gwadiso told Kistler he could not provide either of his passports to OTC Markets.

74. Kistler’s knowledge of Nominee’s role as merely a nominee is further evidenced by a March 20, 2018 WhatsApp chat, in which Kistler commented to Gwadiso: “We need to keep [Nominee] as CEO of [Williamsville] until we are done with Finra and Sec.”

B. Kistler Makes False and Misleading Statements to the Transfer Agent.

75. On February 28, 2018, shortly after OTC Markets had requested identification for Gwadiso, Gwadiso’s identity became an issue with the Transfer Agent.

76. Kistler had requested that the Transfer Agent transfer Arcaro's control shares to Palewater Global, but the Transfer Agent required identifying information from an officer of Palewater Global because Palewater Global was not in its system.

77. Kistler—knowing that Gwadiso would not produce identification—told Gwadiso that Kistler would list someone else as officer of Palewater Global.

78. Specifically, on February 28, 2018, Kistler told Gwadiso in a WhatsApp chat that Kistler would “make [Nominee] president” of Palewater Global. Kistler then stated: “[Check] email [Nominee] signs.... I will notarize.”

79. That same day, Kistler emailed the Transfer Agent a form (“February 28 Transfer Agent Form”), notarized by Kistler and signed by Nominee, that established an account at the Transfer Agent for Palewater Global to receive its Williamsville shares and listed Nominee as Palewater Global's president.

80. As Kistler knew or recklessly disregarded, the February 28 Transfer Agent Form was false or at least misleading, because, as Kistler knew, Nominee was a Palewater Global officer in name only.¹¹

81. Kistler then took additional steps to conceal that Nominee did not actually control Palewater Global.

82. On March 1, 2018, at 8:25 a.m., Kistler relayed to Gwadiso in a WhatsApp chat: “I am going to prepare an email that [Nominee] will need to forward to the [Transfer Agent] with the docs they want. It is an exercise to make sure that I am not the one making the decisions.”

¹¹ Later, in an April 13, 2018 WhatsApp chat, Gwadiso reminded Kistler that “[Nominee] is not an officer at Palewater, he was allowed to sign because we didn't want to delay the process.”

83. About three hours later, at 11:47 a.m., Nominee indeed emailed the Transfer Agent, with a copy to Gwadiso and Kistler, a copy of his driver's license, the February 28 Transfer Agent Form, and a Consent Resolution of Palewater Global, dated February 26, 2018, signed by Gwadiso and stating that Nominee had been appointed president of Palewater Global.

84. Nominee's email had the subject line "FW: please forward this email to [Transfer Agent]."

C. Kistler Tries to Obtain FINRA's Approval For Certain Williamsville Corporate Actions by Improperly Notarizing Williamsville Documents.

85. Kistler was an Indiana notary from October 18, 2010, to October 17, 2018.

86. As set forth by Indiana statute effective at the time, a notary is authorized to "take and certify all acknowledgements of deeds or other instruments of writing required or authorized by law to be acknowledged" and "administer oaths generally, and take and certify affidavits and depositions." IND. CODE § 33-42-2-5 (2017).

87. Guidance provided by the Business Services Division of the Indiana Secretary of State, the governmental body that regulates notaries, sets forth the standards of conduct to which notaries are held.

88. The Indiana Notary Public Guide in effect as of December 1, 2015 ("2015 Notary Public Guide"), published by the Business Services Division, provides that "Indiana notaries have authority with respect to authenticat[ing] or attest[ing] to affirmations and oaths for persons or authorized representatives of organizations located in the state of Indiana", and that "[n]otaries have authority to perform notarial acts anywhere in the state and nowhere outside of

the state.” *See* Indiana Notary Public Guide, Office of the Indiana Secretary of State Business Services Division (revised December 1, 2015) (“Indiana Notary Public Guide”) at 20.¹²

89. During the relevant time frame, notaries were required to notarize documents in person. IND. CODE § 33-42-13-3 (2017), Indiana Notary Public Guide at 38 (“The person who signed the document must always appear in person. Failure to observe this requirement can result in criminal and civil liability and the loss of the notary’s commission.”)

90. According to the Indiana Notary Public Guide, a notary’s “key functions are to perform reliable acts that the public can rely and depend on, and to deter fraud.” *Id.* at 5.

91. An Indiana notary’s role is to be an impartial witness. *Id.*

92. Additionally, Appendix IV of the 2015 Indiana Notary Public Guide provides that a notary “may not notarize a document for a company if the notary is a shareholder, director, officer, employee, member or partner.” *Id.* at 52.

93. Kistler misused his authority as a notary on numerous occasions in contravention of this guidance by notarizing documents signed by individuals not in Indiana.

94. Furthermore, Kistler misused his authority as a notary because those same individuals did not appear in person before him when Kistler notarized the documents.

95. Specifically, neither Gwadiso nor Nominee were located in Indiana on the dates that Kistler notarized the documents that they purportedly signed.

96. Moreover, during the relevant timeframe, Kistler never met with Gwadiso nor Nominee in person anywhere in the world.

¹² A revised Indiana Notary Public Guide was published in 2018, effective July 1, 2018. It contains the same provisions referred to in this complaint as the 2015 Notary Public Guide.

97. Further, given Kistler's control of Williamsville, Kistler could not have been an impartial witness to any of the purported signatures that he notarized for Williamsville.

98. Indeed, as of February 28, 2018, Kistler was a shareholder of Williamsville, and so this is an additional reason that Kistler should not have notarized any document related to Williamsville after that date.

99. Rather than deterring fraud, Kistler misused his authority as a notary to advance his fraud.

100. Kistler improperly notarized a February 20, 2018 Consent Resolution ("February 20 Consent Resolution") entered into by the board of Williamsville's predecessor, and purportedly signed by Gwadiso, which authorized Williamsville's pending corporate actions, including its name and domicile change ("Corporate Actions").

101. Kistler's notarization was improper because Gwadiso did not appear before him when Kistler notarized the document and Kistler was not an impartial witness.

102. Similarly, Kistler improperly notarized a February 27, 2018 Consent Resolution of Williamsville's shareholders ("February 27 Shareholder Resolution"), authorizing the Corporate Actions, which Gwadiso purportedly signed for Palewater Global, Williamsville's majority shareholder. Kistler also improperly notarized the February 27 Consent Resolution, which both Gwadiso and Nominee purportedly signed, in which the Board accepted Gwadiso's resignation as CEO and chairman and appointed Nominee in his place.

103. Kistler's notarizations were improper because Gwadiso and Nominee did not appear before Kistler when Kistler notarized the document and Kistler was not an impartial witness.

104. Kistler's notarizations of any Williamsville documents after February 28, 2018 were also improper because by then, Kistler was a shareholder of Williamsville.

105. Specifically, Kistler improperly notarized a March 8, 2018 letter ("March 8 Resignation Letter") to Williamsville in which Gwadiso resigned as CEO and chairman, purportedly signed by Gwadiso and Nominee.

106. Kistler also improperly notarized a March 8, 2018 Consent Resolution ("March 8 Consent Resolution") of the Williamsville Board of Directors, purportedly signed by Gwadiso and Nominee, accepting Gwadiso's resignation and appointing Nominee in his place.

107. On March 1, 2018, OTC Markets declined to grant Kistler access to OTCIQ until FINRA approved Williamsville's pending Corporate Actions, including its name and domicile change.

108. In order for FINRA to approve Williamsville's pending Corporate Actions, FINRA required Williamsville to submit, among other documents, notarized board resolution documents, including those enacting the appointment and resignation of one or more officers and authorizing the Corporate Actions.

109. On March 13, 2018, Kistler submitted to FINRA the February 20 Consent Resolution, the February 27 Shareholder Resolution, the March 8 Resignation Letter, and the March 8 Consent Resolution.

110. On March 13, 2018, FINRA advised Kistler that because he was "the authorized representative for the issuer for this corporate action request" he would need to submit documents "notarized by an independent third party."

111. On March 19, 2018, Kistler resubmitted to FINRA the February 20 Consent Resolution, the February 27 Shareholder Resolution, the March 8 Resignation Letter, and March

8 Consent Resolution, this time notarized by a different notary (“Alternate Notary”). On April 2, 2018 FINRA approved Kistler’s Corporate Action requests, including Williamsville’s name and domicile change.

112. FINRA’s approval of the Corporate Actions set the stage for Kistler’s access to OTCIQ, which allowed Kistler to disseminate information to the marketplace about Williamsville; this was key to attracting investors and advancing Kistler’s scheme.

D. Kistler Submits Documents That He Improperly Notarized to the Transfer Agent and OTC Markets.

113. As noted above, in order to consolidate control of the company’s stock, Kistler needed to effectuate a reverse split of the shares of Williamsville’s preferred stock.

114. In late February 2018, Kistler improperly notarized additional documents to send to the Transfer Agent in furtherance of his fraud. For example, Kistler improperly notarized a February 20, 2018 Consent Resolution of the Board of Directors of Williamsville signed by Gwadiso and authorizing a 50 million to 1 reverse split of Preferred A shares.

115. Kistler improperly notarized this document as Gwadiso did not appear before him when he notarized it. In addition, Kistler was not an impartial witness to the signatures given his controlling role in Williamsville.

116. On or about February 28, Kistler helped to prepare the February 28 Transfer Agent Form, so that Palewater Global could establish an account to receive its Williamsville control shares.

117. Kistler also improperly notarized the February 28 Transfer Agent Form, which was purportedly signed by Nominee as Palewater Global’s president.

118. The February 28 Transfer Agent Form was improperly notarized in that Nominee did not appear before Kistler when Kistler notarized it, Kistler was not an impartial witness, and Kistler had played a role in drafting the document.

119. As more fully described above, Kistler prepared an email for Nominee to send to the Transfer Agent along with the February 28 Transfer Agent Form, which Kistler emailed to Nominee. Nominee then forwarded the email with the February 28 Transfer Agent Form to the Transfer Agent.

120. Kistler similarly submitted an improperly notarized document, the February 27 Consent Resolution, to OTC Markets on March 6, 2018 in order to gain access to OTCIQ.

121. On April 9, 2018, after FINRA approved Kistler's Corporate Actions, including Williamsville's name and domicile change, OTC Markets granted Kistler access to OTCIQ.

122. Kistler informed Gwadiso that day in a WhatsApp chat: "OTC Markets just activated the account and I can begin making changes on the site. . . . [It] is getting there."

V. Kistler Makes False and Misleading Public Statements.

A. Kistler Makes Misrepresentations About Who Controls Williamsville and Palewater Global.

123. As alleged below, in Williamsville's public filings, Kistler falsely and misleadingly named Nominee as Williamsville's and Palewater Global's sole officer and director.

124. As alleged below, Kistler knew or was reckless in not knowing that Nominee was not a true officer or director of Williamsville or Palewater Global.

125. Among other things, as described above, it was Kistler himself who helped install Nominee as CEO of Williamsville when questions about Gwadiso's identity emerged.

126. Kistler's knowledge of Nominee's role as merely a nominee with respect to Williamsville is further evidenced by a March 20, 2018 WhatsApp chat, in which Kistler commented to Gwadiso: "We need to keep [Nominee] as CEO of [Williamsville] until we are done with Finra and Sec."

127. Kistler also installed Nominee as CEO of Palewater Global.

128. Specifically, on February 28, 2018, Kistler told Gwadiso in a WhatsApp chat that Kistler would "make [Nominee] president" of Palewater Global. Kistler then stated: "[Check] email [Nominee] signs.... I will notarize."

129. Further, in an April 13, 2018 WhatsApp message to Kistler, Gwadiso recounted that "[Nominee] is not an officer at Palewater, he was allowed to sign because we didn't want to delay the process."

130. As alleged below, Kistler also knew or was reckless in not knowing that he was a control person of Williamsville, and did not disclose his de facto control.

131. Kistler's control of Williamsville is evidenced by, among other things, his control over its corporate actions, including adding and removing officers and reverse stock splits; his communications with FINRA, the Transfer Agent, and OTC Markets; as well as his control over its filings with OTC Markets and with the Commission.

132. Kistler's WhatsApp chats with Gwadiso further reflect Kistler's control of Williamsville. On one occasion, in discussing a Commission filing, Gwadiso told Kistler he would "follow [his] lead."

133. In addition, Kistler also had a leading role in directing Williamsville's press releases. For example, on April 11, 2018, Kistler advised Gwadiso not to "release any news about [Williamsville]...until all audits are completed and form 10 has been effective."

134. And not only was Kistler a control person of Williamsville, but he took steps to hide that fact. In a March 1, 2018 WhatsApp chat, Kistler told Gwadiso that he would prepare an email for Nominee to respond to a Transfer Agent request for documents, characterizing it as “an exercise to make sure that I am not the one making decisions.”

135. On March 9, 2018, Williamsville issued a press release that announced a “change of control” of Williamsville. It further stated that Nominee had been named CEO and Chairman of the Board.

136. Kistler both drafted the press release and submitted it to GlobeNewswire, a press release distribution company.

137. In Williamsville’s March 26, 2018 Form 10 filing (“March 26 Form 10”) with the Commission, Nominee was listed as Williamsville’s sole officer and director of the company.

138. Kistler submitted this form for publication.

139. On April 17, 2018, Williamsville posted through OTCIQ a Quarterly Report listing the Nominee as CEO and Chairman of Williamsville.

140. Kistler was the individual that posted this form to OTCIQ.

141. On April 18, 2018, Williamsville posted through OTCIQ an Officer/Director Disclosure form listing Nominee as CEO of Williamsville.

142. Kistler was the individual that posted this form to OTCIQ.

143. Kistler posted these two disclosures to OTCIQ in direct response to Gwadiso’s concern that “the otc put a yield sign???” and his worry that “[t]his is gonna negatively affect all our deals.”¹³

¹³ On April 17, 2020, Williamsville’s stock was downgraded at OTC Markets, due to late filings, from the Pink Current to the Pink Limited tier, which is denoted by a yield sign. The

144. On May 1, 2018, Williamsville filed an Amended Form 10 (“May 1 Amended Form 10”), listing Nominee as Williamsville’s sole officer and director.

145. Kistler submitted the May 1 Amended Form 10 for publication,

146. Kistler was also involved in drafting the document. In an April 20, 2018 WhatsApp chat with Gwadiso discussing the Commission’s comments to the March 26 Form 10, Kistler stated he would “work on the responses over the weekend.”

147. On May 25, 2018 Williamsville filed an Amended Form 10 (“May 25 Amended Form 10”), with the Commission that listed Nominee as sole officer and director.

148. Kistler submitted this form for publication.

149. Kistler helped to draft this document and then sent it to Nominee to sign before filing it with the Commission.

150. Kistler also determined which exhibits and other accompanying materials Williamsville would publish with the filing.

B. Kistler Makes Misrepresentations About His Compensation.

151. On February 15, 2018, Palewater Advisory transferred \$150,000 to NOBS, which acted as the escrow agent in the sale of Arcaro’s Williamsville control shares to Palewater Global.

152. On February 16, 2018, NOBS in turn transferred \$100,000 of this amount to an entity controlled by Arcaro.

153. NOBS—and thus Kistler—kept \$50,000 of the funds Palewater Advisory had transferred to NOBS, apparently as a fee.

Pink Current tier is for companies that have provided current financials and disclosures. The Pink Limited tier cautions investors that the company has not met OTC Market’s basic disclosure guidelines.

154. On May 25, 2018, Williamsville publicly filed the May 25 Amended Form 10 with the Commission.

155. Kistler submitted this form for publication.

156. Kistler helped to draft this document and then sent it to Nominee to sign before filing it with the Commission.

157. Kistler also determined which exhibits and other accompanying materials Williamsville would publish with the filing.

158. The May 25 Amended Form 10 claimed that Arcaro had sold Williamsville's control shares to Palewater Global for \$150,000 on February 16, 2018.

159. The May 25 Amended Form 10 statement falsely or misleadingly failed to disclose that \$50,000 of this purported price—or one-third—was actually a fee to Kistler.

160. The May 25 Amended Form 10 also falsely claimed that Palewater Global was Williamsville's buyer.

161. In reality, Palewater Advisory—of which Kistler himself had been the nominal chairman and CEO until just a few weeks before the February 2018 sale of Arcaro's Williamsville shares to Palewater Global—had provided the funds for the purchase.

162. Kistler and Gwadiso had been reluctant to include the fee in the filing, because, Gwadiso observed in a WhatsApp chat “[m]entioning the price at which the shell was acquired will affect us when we sell these shell companies.’

163. Kistler and Gwadiso ultimately included the purchase price, but as described above, misleadingly inflated the purchase price by not deducting Kistler's compensation.

VI. Kistler Engages in Unlawful Market Manipulation to “Build a Chart.”

164. For at least five years before 2018, Williamsville was a dormant shell and its stock was thinly traded.

165. For example, from January 1, 2018 through February 27, 2018 the volume of trading Williamsville stock never exceeded 20,240 shares per five-day moving average.¹⁴

166. From January 1, 2018 through February 27, 2018, Williamsville’s closing share price never exceeded \$0.0043 per share.

167. As described in more detail below, from February 28 through March 29, 2018, NOBS received \$32,500 from entities associated with Gwadiso for Kistler to engage in manipulative trades of Williamsville stock.

168. Kistler then made those manipulative trades to create the false appearance of an active trading market in Williamsville stock in order to induce the public to purchase the stock, a manipulative practice sometimes called “building a chart.”

169. Microcap fraudsters often engage in this practice to increase a stock’s price and volume and to give the false appearance of an established, active trading market to potential investors.

170. In a WhatsApp message on February 28, 2018, Gwadiso told Kistler that he “must spend...\$2500 at [Williamsville]”—meaning buy \$2500 worth of Williamsville stock—and that someone will “send [Kistler] another wire tomorrow” for the money that Kistler would need to buy the stock.

¹⁴ A “moving average” is a calculation that averages a given metric, such as trading volume, over a period of time, and recalculates the average as that window of time changes or “moves.” This type of analysis mitigates the impacts of random, short-term fluctuations over a period of time.

171. In the same WhatsApp chat at 10:11 a.m.¹⁵, Kistler informed Gwadiso that Kistler's Williamsville bid was at \$0.005 and inquired, "[I]f you want me to buy higher let me know."¹⁶

172. In other words, unlike a stock purchaser who purchases for the legitimate purpose of making money on the stock by buying at a lower price and selling at a higher price, Kistler made clear that he was willing to buy Williamsville stock at a higher price.

173. Kistler then in fact bid higher. At 11:03 a.m., Kistler told Gwadiso that he "raised [his Williamsville] bid to .0055".

174. At 1:32 p.m., Kistler relayed to Gwadiso that Kistler's Williamsville bid "is now .0068."

175. At 1:45 p.m., Kistler told Gwadiso that Kistler was "bidding...at .007".

176. That day, Kistler purchased a total of 200,000 shares of Williamsville in a brokerage account in his name.

177. He purchased 100,000 of those shares as the first trader of the day at \$0.0055 per share, a 28% increase over the previous day's closing price of \$0.0043 per share.

178. He purchased the additional 100,000 shares at 3:35 p.m. at \$0.007 per share.

179. From February 28 through March 29, 2018, including the 200,000 shares described above, Kistler purchased 1,285,000 Williamsville shares, at a total cost of approximately \$31,165, each time in his brokerage account.

¹⁵ All times listed are Eastern Time.

¹⁶ The term "bid" refers to the highest price a buyer will pay to buy a specified number of shares of a stock at any given time.

180. Kistler's purchases made up a large portion of Williamsville's trading volume during the days Kistler engaged in his manipulative trades.

181. For example, on February 28, 2018, Kistler's purchases accounted for 65% of the day's total trading in Williamsville.

182. On March 2, 2018, Kistler's purchases accounted for 99% of the day's total trading in Williamsville.

183. And on March 5, 2018, Kistler's purchases accounted for 78% of the day's total trading in Williamsville.

184. Kistler's purchases impacted the stock's price.

185. For example, on Friday, March 2, 2018, Kistler made the last executed trade of the day by purchasing 10,000 Williamsville shares at \$0.009 per share.

186. Then, on Monday, March 5, 2018, Kistler also made the first trade of the day by purchasing Williamsville shares at \$0.012 per share, a 33% increase from the prior trading day's closing share price.

187. Examples of Kistler's trades are summarized in Appendix A, which is incorporated here by reference.

188. On virtually every day that Kistler bought Williamsville shares, Gwadiso sent WhatsApp messages to Kistler referring to the amount of money transferred to Kistler for the purchase of Williamsville shares.

189. In those messages, Gwadiso sometimes named a specific bid price.

190. On other occasions, Kistler used his own judgment to choose the bid price.

191. In sworn investigative testimony before the Commission on June 28, 2021, Kistler admitted that he purchased Williamsville stock to “keep the bid going” so that if people wanted to sell Williamsville stock or sell it higher, there would be someone to buy it.

192. In his testimony, Kistler also admitted that he was “trying to just – just support the market without the – without making it run real hard” and, because there was “no volume at all[,]...we wanted to just create a little bit of trading just so that there was some – some volume.”

193. In sum, Kistler engaged in trading Williamsville stock not for bona fide investment purposes but to create the artificial appearance of volume and/or to increase Williamsville’s stock price to in turn create the artificial appearance of an active market for Williamsville and induce others to purchase Williamsville shares.

194. The increase in Williamsville’s stock price also helped to increase the company’s market capitalization, which would help get Williamsville’s shares uplisted to a national exchange, as described below.

VII. Kistler Increases the Number of Williamsville Shares to Try to Get Williamsville’s Stock “Uplisted” to a National Securities Exchange.

195. In order for a stock to be listed on a national securities exchange, such as NASDAQ, the New York Stock Exchange (NYSE) or the American Stock Exchange (AMEX), the stock must satisfy certain standards set by those exchanges. Each exchange has its own listing standards, but they typically concern the stock’s liquidity and price, the number of shareholders, and the company’s earnings and/or market capitalization.

196. As Kistler admits he understood in investigative testimony, for “the NASDAQ [listing], you got to have a certain amount of market cap.... You got to have a certain price.”

197. On or about February 22, 2018, Kistler incorporated Williamsville in Florida by filing articles of incorporation, which authorized Williamsville to issue 15 billion shares of

common stock, 100 million shares of preferred stock, and 1,000 shares of Series A Preferred Stock.

198. On or about April 3, 2018, Kistler directed the Transfer Agent to issue billions of shares of Williamsville common stock, including 100 million shares to NOBS, 7 billion shares to Palewater Global, and 1.55 billion shares to Milost Global.

199. Kistler's actions increased Williamsville's market capitalization in furtherance of his goal to have Williamsville's stock "uplisted" such that it was listed on a national securities exchange, through the issuance of billions of outstanding shares and a dramatic increase in share price.

200. Such an increase in market capitalization and an "uplisting" to a national securities exchange would make Williamsville more attractive for a buyer.

201. As Kistler has admitted in investigative testimony, "one of the whole points" of his dealings with Gwadiso and Williamsville was to get Williamsville's stock listed on the NASDAQ stock exchange, the AMEX stock exchange, or the New York Stock Exchange in anticipation of selling the company.

VIII. Williamsville Issues a Flurry of Press Releases, Some of Which Kistler Admits Were "Outrageous."

202. From May 29 through June 26, 2018, Williamsville issued at least eleven press releases touting purported business dealings with foreign companies, as listed in Appendix B, incorporated here by reference.

203. For example, on May 29, 2018, Williamsville issued a press release announcing that it had entered into a letter of intent to acquire a Nigerian animal pharmaceutical company.

204. On May 30, 2018, Williamsville announced that it had acquired a Ghanaian finance company.

205. On May 31, 2018, Williamsville announced that it had that it had signed a letter of intent to acquire control of a 58-year old Nigerian insurance underwriter.

206. In another example, on June 26, 2018, Williamsville issued a press release announcing that it had entered into an agreement to develop 1,000 houses for the Nigerian Ministry of Defense.

207. Kistler drafted some of the Williamsville press releases and reviewed others.

208. As Kistler admitted in his investigative testimony, he believed that some of Williamsville's public statements were "outrageous" and not verifiable.

209. Kistler never caused Williamsville to issue any corrective disclosures concerning any of Williamsville's public statements or to retract any of them.

IX. The Commission Suspends Trading in Williamsville Stock.

210. The Defendants' fraudulent scheme to increase the purported market capitalization of Williamsville and its market activity succeeded.

211. From the time Defendants first became involved with Williamsville in February 2018 through July 3, 2018, Williamsville's stock price, trading volume, outstanding shares of common stock, and market capitalization increased exponentially.

212. On February 15, 2018, the last trading day before Kistler was appointed consultant, only 100 shares of Williamsville were traded.

213. That day, Williamsville's closing stock price was \$0.0043 per share with 653,000,000 shares of common stock outstanding. Thus, the company's market capitalization amounted to less than \$3 million.

214. On July 2, 2018, given Defendants' fraudulent conduct alleged above, Williamsville's market capitalization totaled approximately \$1.7 *billion* based on its closing stock price of \$0.1508 that day and 11,585,000,000 shares of common stock outstanding.

215. That day, 246,457 shares of Williamsville were traded.

216. On July 3, 2018, the Commission temporarily suspended trading in Williamsville stock, effective the next trading day, July 5, 2018. In its order suspending the trading, the Commission that the suspension was based on "questions about the accuracy of information in the Company's press releases since at least May 29, 2018, regarding the Company's business plans and acquisitions, and concerns since at least March 9, 2018, about recent, unusual and unexplained market activity in shares of the Company's common stock."

217. Based on Williamsville's closing price of \$0.1499 on July 3, 2018, the last trading day before the stock suspension, NOBS could have converted the promissory note it had purchased from Williamsville, alleged above, to at least 35,000 additional Williamsville shares.

218. The Commission suspended trading before Defendants could sell NOBS' 100 million Williamsville shares at a profit or convert NOBS' convertible promissory note into 35,000 additional Williamsville shares and sell those at a profit.

FIRST CLAIM FOR RELIEF
Violations of Securities Act Sections 17(a)(1) and 17(a)(3)
(Both Defendants)

219. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 218, as if fully set forth herein.

220. Kistler and NOBS, directly or indirectly, singly or in concert, in the offer and sale of securities, by the use of the means and instruments of transportation and communication in interstate commerce and of the mails: (1) knowingly or recklessly have

employed one or more devices, schemes or artifices to defraud and/or (2) knowingly, recklessly, or negligently have engaged in one or more transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.

221. By reason of the foregoing, Kistler and NOBS, directly or indirectly, singly or in concert, have violated and, unless enjoined, will again violate Securities Act Sections 17(a)(1) and (3) of the Securities Act [15 U.S.C. §§ 77q(a)(1) and (3)].

SECOND CLAIM FOR RELIEF
Violations of Exchange Act Section 10(b) and Rule 10b-5(a) and (c) Thereunder
(Both Defendants)

222. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 218, as if fully set forth herein.

223. Kistler and NOBS, directly or indirectly, singly or in concert, in connection with the purchase or sale of securities and by the use of means or instrumentalities of interstate commerce, or the mails, or the facilities of a national securities exchange, knowingly or recklessly have (i) employed one or more devices, schemes, or artifices to defraud and/or (ii) engaged in one or more acts, practices, or courses of business which operated or would operate as a fraud or deceit upon other persons.

224. By reason of the foregoing, Kistler and NOBS directly or indirectly, singly or in concert, have violated and, unless enjoined, will again violate Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §§ 240.10b-5(a) and (c)].

THIRD CLAIM FOR RELIEF
Violations of Securities Act Section 17(a)(2)
(Kistler)

225. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 163, as if fully set forth herein.

226. Kistler, directly or indirectly, singly or in concert, in the offer or sale of securities and by the use of the means or instruments of transportation or communication in interstate commerce or the mails, knowingly, recklessly, or negligently has obtained money or property by means of one or more untrue statements of a material fact or omissions of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

227. By reason of the foregoing, Kistler directly or indirectly, singly or in concert, has violated and, unless enjoined, will again violate Securities Act Section 17(a)(2) [15 U.S.C. § 77q(a)(2)].

FOURTH CLAIM FOR RELIEF
Violations of Exchange Act Section 10(b) and Rule 10b-5(b) Thereunder
(Kistler)

228. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 163, as if fully set forth herein.

229. Kistler, directly or indirectly, singly or in concert, in connection with the purchase or sale of securities and by the use of means or instrumentalities of interstate commerce, or the mails, or the facilities of a national securities exchange, knowingly or recklessly made one or more untrue statements of a material fact or omitted to state one or more material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

230. By reason of the foregoing, Kistler, directly or indirectly, singly or in concert, has violated and, unless enjoined, will again violate Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) thereunder [17 C.F.R. § 240.10b-5(b)].

FIFTH CLAIM FOR RELIEF
Violation of Exchange Act Section 9(a)(2)
(Kistler)

231. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 61, 164 through 194, and 210 through 218, as if fully set forth herein.

232. Kistler directly or indirectly, by the use of the mails or any means or instrumentality of interstate commerce, or of any facility of any national securities exchange, effected, alone or with one or more other persons, a series of transactions in a security creating actual or apparent active trading in such security, or raising or depressing the price of such security, for the purpose of inducing the purchase or sale of such security by others.

233. By reason of the foregoing, Kistler directly or indirectly, singly or in concert, has violated and, unless enjoined, will again violate Section 9(a)(2) of the Exchange Act [15 U.S.C. §78i(a)(2)].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court issue a Final Judgment:

I.

Permanently enjoining Kistler and his agents, servants, employees and attorneys and all persons in active concert or participation with any of them from violating, directly or indirectly, Securities Act Section 17(a) [15 U.S.C. §§ 77q(a)], Exchange Act Sections 9(a)(2) and 10(b) [15 U.S.C. §§ 78i(a)(2) and 78j(b)], and Rule 10b-5 [17 C.F.R. § 240.10b-5];

II.

Permanently enjoining NOBS and its agents, servants, employees and attorneys and all persons in active concert or participation with any of them from violating, directly or indirectly, Securities Act Section 17(a) [15 U.S.C. § 77q(a)], Exchange Act Section 10(b) [15 U.S.C. § 78j(b)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

III.

Ordering Defendants to disgorge, jointly and severally, all ill-gotten gains they received directly or indirectly as a result of the alleged violations, pursuant to Sections 21(d)(3), (5), and (7) of the Exchange Act [15 U.S.C. §§ 78u(d)(3), (5), and (7)], with pre-judgment interest thereon;

IV.

Ordering Defendants to pay civil monetary penalties under Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)];

V.

Permanently prohibiting Kistler from serving as an officer or director of any company that has a class of securities registered under Exchange Act Section 12 [15 U.S.C. § 78l] or that is required to file reports under Exchange Act Section 15(d) [15 U.S.C. § 78o(d)], pursuant to Securities Act Section 20(e) [15 U.S.C. § 77t(e)] and Exchange Act Section 21(d)(2) [15 U.S.C. § 78u(d)(2)];

VI.

Permanently prohibiting Kistler and NOBS from participating in any offering of a penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock, under

Securities Act Section 20(g) [15 U.S.C. § 77t(g)] and Exchange Act Section 21(d)(6) [15 U.S.C. § 78u(d)(6)]; and

VII.

Granting such other relief as this Court may deem just and appropriate.

Dated: New York, New York
December 16, 2022

By: Thomas P. Smith Jr.
Thomas P. Smith, Jr.
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Appendix A: Kistler's Trading in Williamsville Stock

Date	Kistler's Trading in Williamsville Stock	% of Daily Volume
2/28/2018	<p>Kistler purchased a total of 200,000 shares:</p> <ul style="list-style-type: none"> • 100,000 shares as the first trader of the day at \$0.0055, a 28% increase over the previous day's closing share price of \$0.0043 • 100,000 shares at 3:35pm at \$0.007 	65%
3/2/2018	<p>Kistler purchased a total of 180,000 shares at an average cost of \$0.00886, a <u>34% increase</u> over the previous day's closing share price of \$0.0066:</p> <ul style="list-style-type: none"> • 10,000 shares as the last trader of the day at \$0.009 	99%
3/5/2018	<p>Kistler purchased a total of 350,000 shares at an average cost of \$0.0124:</p> <ul style="list-style-type: none"> • 10,000 shares as the first trader of the day at \$0.012, a <u>33% increase</u> over the previous trading day's closing share price of \$0.009. 	78%
3/6/2018	<p>Kistler purchased 250,000 shares at an average cost of \$0.0182, a <u>40% increase</u> over the previous day's closing share price of \$0.013.</p>	27%
3/20/2018	Kistler purchased 100,000 shares.	31%
3/23/2018	Kistler purchased 120,000 shares.	25%
3/28/2018	Kistler purchased 65,000 shares.	22%
3/29/2018	Kistler purchased 20,000 shares.	18%

Appendix B: Williamsville Press Releases, May 29, 2018-June 26, 2018

Date	Press Release
5/29/2018	“Williamsville Sears Signs an LOI to Acquire a Nigerian Based Animal Healthcare Company”: the company claims that “it has signed a Letter of Intent (the "LOI") for the acquisition of Turner Wright Limited, a Nigerian-based pharmaceutical firm, in a stock-swap transaction subject to the approval by both companies of definitive documents and the achievement of certain other milestones.”
5/30/2018	“Williamsville Sears Signs an LOI to Acquire a Ghana Based Microlender”: the company claims that “it has signed a Letter of Intent (the "LOI") for the acquisition of True Life Capital Microfinance Limited, a Ghana-based microfinance firm, in an all-stock transaction subject to the approval by both companies of definitive documents and approval by the Bank of Ghana (“BOG”) as regulator, as well as the achievement of certain other milestones[.]”
5/31/2018	“Williamsville Sears Signs an LOI to Acquire Control of a 58-Year Nigerian Insurance Underwriter”: the company claims that “it has signed a Letter of Intent (the "LOI") with Conau Limited for the acquisition of 60% control equity which it holds in its subsidiary company African Alliance Insurance PLC, a Nigerian Stock Exchange quoted insurance company, in an all stock-swap transaction subject to the approval by both companies, the execution of definitive agreements and the achievement of certain other milestones.”
6/5/2018	“Williamsville Sears Expands to Movies, Music and Events” – the company claims that it has formed a new subsidiary, Opulent Entertainment Group Corporation, “which will house and manage Williamsville Sears’ global entertainment portfolio.”
6/6/2018	“Williamsville Sears Signs an LOI to Acquire a Canadian Entertainment Company” – the company claims that it has purchased Buds Entertainment Inc., a Nova Scotia company with a focus “in film and music production[.]”
6/18/2018	“Williamsville Sears Has Executed the Definitive Acquisition Agreement for the Outright Takeover of Femab Properties Ltd.” – the company claims that it “has entered into the definitive agreement of the previously announced acquisition of FPL Holdings Inc., the parent company of Femab Properties Limited.”
6/20/2018	“Williamsville Sears Forms an African Subsidiary To House, Manage and Operate African Operations” – the company claims that it “has formed [Williamsville] Africa Group (Pty) Ltd. in South Africa to be a holding company for its African operations.”
6/25/2018	“Williamsville Sears Has Executed Its Second Definitive Acquisition Agreement For the Outright Takeover of Royal Systems & Services Limited” – the company claims that it “has entered into the definitive agreement of the previously announced acquisition of Royal Systems & Services Limited in Ghana.”
6/26/2018	“Williamsville Sears Announces that Femab Properties Has Signed an MOU with Nigeria’s Federal Defense Department” – the company claims that it had “entered into a Memorandum of Understanding with the Association of Senior Civil Servants of Nigeria (ASCSN) Ministry of Defense Abuja to develop over 1,000 houses for their members and other Federal Ministries, Departments and Agencies within different locations across the nation.”