

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 67793 / September 6, 2012**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 3415 / September 6, 2012**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15012**

**CORRECTED**

**In the Matter of**

**S. W. Hatfield, CPA and  
Scott W. Hatfield, CPA**

**Respondents.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE AND CEASE-  
AND-DESIST PROCEEDINGS  
PURSUANT TO SECTIONS 4C AND  
21C OF THE SECURITIES EXCHANGE  
ACT OF 1934 AND RULE 102(e) OF  
THE COMMISSION'S RULES OF  
PRACTICE**

**I.**

The Securities and Exchange Commission ("Commission") deems it appropriate that public administrative and cease-and-desist proceedings be, and hereby are, instituted against S. W. Hatfield, CPA and Scott W. Hatfield, CPA ("Respondents") pursuant to Sections 4C<sup>1</sup> and 21C of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 102(e)(1)(i) and (iii) of the Commission's Rules of Practice.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A.     RESPONDENTS**

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<sup>1</sup> Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . (1) not to possess the requisite qualifications to represent others . . . (2) to be lacking in character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

1. S. W. Hatfield, CPA (“SWH”) is a public accounting firm based in Dallas, Texas. SWH is registered with the Public Company Accounting Oversight Board (“PCAOB”). Between January 31, 2010 and May 19, 2011, SWH’s license to practice public accounting in Texas was expired. During this period, SWH issued 38 audit reports that 21 issuers included in periodic reports and registration statements filed with the Commission.

2. Scott W. Hatfield, CPA (“Scott Hatfield”), age 57, resides in Dallas, Texas and is the sole proprietor of SWH. He served as the engagement partner on each of SWH’s issuer audits and knowingly signed the firm’s name to each audit report SWH issued during the period SWH’s license was expired. Scott Hatfield has been licensed in Texas as a certified public accountant since 1985.

## B. FACTS

1. In 1994, Scott Hatfield obtained SWH’s initial license to practice as a public accounting firm from the Texas State Board of Public Accountancy (“TSBPA”). He annually renewed SWH’s license through January 2009.

2. Under Texas’ Public Accountancy Act,<sup>2</sup> a firm, including a sole proprietorship such as SWH, may not provide attest services<sup>3</sup> unless it holds a validly-issued firm license,<sup>4</sup> and only a license holder may issue a report on a financial statement.<sup>5</sup> Accordingly, an individual license holder may not issue audit reports unless his firm also holds a validly-issued firm license.

3. In addition, each firm licensed by the TSBPA that performs attest services must enroll and participate in a peer review program. A firm that performs attest services only for issuer clients can meet this requirement through the PCAOB inspection process. On the other hand, a firm that performs attest services for any non-issuer clients must also enroll in a peer review program for review of its non-public company attest work.

4. In October 2009, the TSBPA notified Scott Hatfield that SWH’s license had not yet been renewed for the upcoming year and would expire on January 31, 2010. It also informed Scott Hatfield that SWH had failed to report the results of a 2006 peer review or the results of any other peer review in the subsequent three years. In or before March 2010,

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<sup>2</sup> See Tex. Occ. Code Ch. 901 (the “Public Accountancy Act”).

<sup>3</sup> The Texas Administrative Code, Rule 501.52(4), defines “Attest service” to include, among other things: “an audit or other engagement required by the [TSBPA] to be performed in accordance with the auditing standards adopted by the AICPA, PCAOB, or another national or international accountancy organization recognized by the [TSBPA].”

<sup>4</sup> See Tex. Occ. Code § 901.351 (requiring firm licenses).

<sup>5</sup> See id. § 901.456.

the TSBPA told Scott Hatfield that he could be sanctioned if he issued audit reports without a valid firm license.

5. SWH’s license expired on January 31, 2010 and was not renewed until May 19, 2011. Scott Hatfield knew that SWH’s license had expired.

6. Scott Hatfield successfully renewed SWH’s firm license on May 19, 2011.

7. Between January 31, 2010 and May 19, 2011, while SWH’s public accounting license was expired, SWH issued 38 audit reports that 21 issuers included in periodic reports and registration statements filed with the Commission (see Appendix). Scott Hatfield, as SWH’s sole proprietor, consented to the inclusion of SWH’s audit reports in these filings. Issuers relied on SWH’s audit reports to, among other things, issue securities. Scott Hatfield and SWH billed issuers \$199,722 in connection with audits conducted or completed while SWH’s license was expired.

8. SWH’s audit reports were included in public filings by five issuers quoted on the OTCBB during the period from January 31, 2010 and May 19, 2011. The following chart summarizes the number of days traded, the average trading volume and the low, high, and average close price per these five issuers during this period:

Issuer	No. Days Traded	Avg. Daily Volume	Close Price		
			Low	High	Average
8888 Acquisition Corp. (EGHA); (Registration withdrawn Aug. 17, 2011)	13	261	\$ 0.07	\$ 3.00	\$ 1.11
Eight Dragons Co. (EDRG)	26	213	\$ 0.07	\$ 1.70	\$ 0.57
HPC Acquisitions, Inc. (HPCQ)	23	8,665	\$ 0.01	\$ 0.75	\$ 0.15
Truewest Corp. (TRWS)	7	200	\$ 0.10	\$ 3.00	\$ 1.39
X-Change Corp. (XCHC)	128	9,268	\$ 0.20	\$ 1.58	\$ 0.47

9. Scott Hatfield authorized seven issuers to include SWH audit reports in registration statements filed with the Commission while SWH’s license was expired. Six issuers filed registration statements on Form 10-12G; however only one, SMSA Kerrville Acquisition Corp. (“SMSA Kerrville”), issued securities during the period that SWH’s license was expired. Specifically, on December 15, 2010, SMSA Kerrville issued 9.5 million shares of restricted, unregistered common stock in exchange for 100% of the outstanding common stock of another company. In August 2010, the sixth issuer, Asia

Green Agriculture Corp., f/k/a SMSA Palestine Acquisition Corp., (“SMSA Palestine”), issued 11,685,617 shares for 100% of the outstanding common stock of Sino Oriental Agriculture Group Limited, a BVI corporation. SMSA Palestine later filed a Form S-1 on September 20, 2010 and subsequent amendments before going effective on July 15, 2011.<sup>6</sup>

10. Three other issuers<sup>7</sup> disclosed issuances of unregistered, restricted common stock for acquisitions and for services while SWH’s firm license was expired. Their Commission filings indicate that they relied on Section 4(2) of the Securities Act of 1933, as amended, for an exemption from registration and that no underwriter was used in related transactions. A fourth issuer, X-Change Corp., issued securities during the period in which SWH’s license was expired to convert or retire outstanding debt and to obtain certain intellectual property rights.

11. Under Rule 1-02(a) of Regulation S-X, audit reports must be prepared by “an independent public or certified public accountant.” Rule 2-01(a) of Regulation S-X, however, provides that the Commission will not recognize any person (including an unincorporated organization like SWH) as either a public accountant or certified public accountant who is not in good standing as such under the laws of the place of his residence or principal office. Between January 31, 2010 and May 19, 2011, SWH was not duly registered and in good standing under the laws of the state of Texas, where Scott Hatfield resided and SWH maintained its principal office. Accordingly, SWH was not recognized as an accountant by the Commission during this period.

### C. VIOLATIONS

1. As a result of the conduct described above, Respondents willfully violated Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder, which prohibit fraudulent conduct in connection with the purchase or sale of securities.

2. As a result of the conduct described above, Respondents do not possess the requisite qualifications to represent others, pursuant to Section 4C(a)(1) and Rule 102(e)(1)(i) of the Commission’s Rules of Practice.

3. As a result of the conduct described above, Respondents willfully violated the federal securities laws, pursuant to Section 4C(a)(3) of the Exchange Act and Rule 102(e)(1)(iii) of the Commission’s Rules of Practice.

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<sup>6</sup> SMSA Palestine included SWH’s audit report in amendments to the registration statement on form S-1 filed November 5, 2010 and December 10, 2010. Neither the initial registration statement on Form S-1 filed on September 20, 2010 nor amendments filed subsequent to 2010 include SWH’s audit report.

<sup>7</sup> Signet International Holdings, Inc, SMSA Crane Acquisition Corp., and SMSA Gainesville Acquisition Corp.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary that public administrative and cease-and-desist proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondents an opportunity to establish any defenses to such allegations;

B. Whether, pursuant to Section 21C of the Exchange Act, Respondents should be ordered to cease and desist from committing or causing any violation and any future violation of Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder;

C. Whether, pursuant to Section 4C of the Exchange Act and Rule 102(e) of the Commission's Rules of Practice, Respondents should be censured or denied, temporarily or permanently, the privilege of appearing or practicing before the Commission as accountants;

D. Whether, pursuant to Section 21B of the Exchange Act, civil penalties should be levied against either Respondent; and

E. Whether, pursuant to Section 21C(e) of the Exchange Act, Respondents should be subject to disgorgement with prejudgment interest.

### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened not earlier than 30 days and not later than 60 days from service of this Order at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 300 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy  
Secretary

**Appendix**  
**Filings Including Audit Reports Issued by S. W. Hatfield, CPA while License Expired**  
**January 31, 2010 to May 19, 2011**

	Issuer	CIK Code	Ticker	Filing Type	Filing Date	Period Ended	No.	Report Date	Consent Date	Disclosed SWH Fees
1	<b>8888 Acquisition Corp.</b> (SWH dismissed 10/19/2010; Form 15 Filed 8/17/11)	1376866	EGHA	10-K	10/15/2010	8/31/2010	1	10/7/2010	N/A	\$ 6,100
2	<b>Alliance Health, Inc.</b> (Form 15 Filed 6/8/11)	822434	ALNH	10-K	11/26/2010	9/30/2010	2	11/2/2010	N/A	\$ 5,750
3	<b>Asia Green Agriculture Corp.</b> f/k/a SMSA Palestine Acquisition Corp. (SWH dismissed 8/20/10)	1440476	AGAC	10-K	3/30/2010	12/31/2009	3	3/15/2010	N/A	\$ 7,200
				S-1/A1	11/5/2010	12/31/2009		3/15/2010	11/4/2010	
				8-K/A	11/5/2010	8/20/2010		3/15/2010	11/4/2010	
				S-1/A2	12/10/2010	12/31/2009		3/15/2010	12/10/2010	
				8-K/A	1/18/2011	8/20/2010		3/15/2010	N/A	
				8-K/A	2/22/2011	8/20/2010		3/15/2010	N/A	
				8-K/A	3/22/2011	8/20/2010		3/15/2010	N/A	
				8-K/A	4/19/2011	8/20/2010		3/15/2010	N/A	
				8-K/A	5/9/2011	8/20/2010		3/15/2010	N/A	
4	<b>BTHC X, Inc.</b> (SWH resigned 3/29/2010)	1375685	BTXI	10-K	3/30/2010	3/31/2009	4	3/23/2010	N/A	\$ 4,100
				10-K	3/29/2011	12/31/2010		3/23/2010	N/A	\$ 8,100
5	<b>BTHC XIV, Inc.</b>	1405646	BXII	10-K	3/10/2010	12/31/2009	5	3/4/2010	N/A	\$ 4,300
				10-K	1/18/2011	12/31/2010	6	1/11/2011	N/A	\$ 5,200
6	<b>BTHC XV, Inc.</b> (SWH dismissed 10/18/2010)	1412090	BTXV	10-K	3/10/2010	12/31/2009	7	3/5/2010	N/A	\$ 4,300
				10-K	4/15/2011	12/31/2010		N/A	N/A	\$ 7,375
7	<b>Chile Mining Technologies, Inc.</b> f/k/a Latin America Ventures, Inc. (SWH dismissed 5/12/2010)	1427714	LVEN	10-K	2/9/2010	12/31/2009	8	2/3/2010	N/A	\$ 6,450

	Issuer	CIK Code	Ticker	Filing Type	Filing Date	Period Ended	No.	Report Date	Consent Date	Disclosed SWH Fees
8	<b>Eight Dragons Co.</b>	1100778	EDRG	10-K	3/9/2010	12/31/2009	9	2/23/2010	N/A	\$ 6,950
				10-K	1/28/2011	12/31/2010	10	1/26/2011	N/A	\$ 5,713
9	<b>HPC Acquisitions, Inc.</b>	1435224	HPCQ	10-K	3/17/2010	12/31/2009	11	2/11/2010	N/A	\$ 6,725
				10-K	3/1/2011	12/31/2010	12	1/6/2011	N/A	\$ 5,750
10	<b>Marketing Acquisition Corp.</b> <i>(SWH resigned 5/4/2010)</i>	1363343	MAQC	10-K	3/28/2011	12/31/2009	13	3/2/2010	N/A	\$ 2,250
				10-K	3/5/2010	12/31/2009		3/2/2010	N/A	\$ 4,500
11	<b>Renewable Energy Acquisition Corp.</b>	1418302		10G	3/3/2010	12/31/2009	14	2/12/2010	N/A	
				10-K	3/9/2011	12/31/2010	15	2/25/2011	N/A	\$ 4,918
12	<b>Signet International Holdings, Inc.</b> <i>(SWH resigned 4/9/2010)</i>	1317833	SIGN	10-K	4/12/2010	12/31/2009	16	4/7/2010	N/A	\$ 18,365
13	<b>SMSA Crane Acquisition Corp.</b>	1473287	SSCR	10-12G/A	2/22/2010	12/31/2009	17	2/17/2010	N/A	
				10-K	3/7/2011	12/31/2010	18	2/7/2011	N/A	\$ 4,300
14	<b>SMSA Gainesville Acquisition Corp.</b>	1474266	SACQ	10-K	3/16/2010	12/31/2009	19	3/11/2010	N/A	\$ 3,000
				10-K	3/8/2011	12/31/2010	20	2/8/2011	N/A	\$ 4,975
15	<b>SMSA Humble Acquisition Corp.</b>	1495900	SMHQ	10-12G	8/27/2010	6/30/2010	21	8/25/2010	N/A	
				10-12G	10/29/2010	9/30/2010	22	10/26/2010	N/A	
				10-12G/A	12/10/2010	9/30/2010	23	12/8/2010	N/A	
				10-K	3/14/2011	12/31/2010	24	2/10/2011	N/A	\$ 4,225
16	<b>SMSA Katy Acquisition Corp.</b>	1495899	SCQO	10-12G	8/25/2010	6/30/2010	25	8/24/2010	N/A	
				10-12G	10/27/2010	9/30/2010	26	10/25/2010	N/A	
				10-12G/A	11/30/2010	9/30/2010		10/25/2010	N/A	
				10-12G/A	12/20/2010	9/30/2010	27	12/17/2010	N/A	
				10-K	3/14/2011	12/31/2010	28	2/9/2011	N/A	\$ 4,225
17	<b>SMSA Kerrville Acquisition Corp.</b>	1512693		10-12G	2/15/2011	12/31/2010	29	1/28/2011	N/A	\$ -
				10-12G/A	3/23/2011	12/31/2010		1/28/2011	N/A	
				10-12G/A	4/5/2011	12/31/2010		1/28/2011	N/A	



	Issuer	CIK Code	Ticker	Filing Type	Filing Date	Period Ended	No.	Report Date	Consent Date	Disclosed SWH Fees
18	<b>SMSA Shreveport Acquisition Corp.</b> <i>(Form 15 Filed 8/8/11)</i>	1501643		10-12G	11/1/2010	9/20/2010	30	10/27/2010	N/A	\$ -
				10-12G	1/27/2011	12/31/2010	31	1/25/2011	N/A	
				10-12G/A	3/7/2011	12/31/2010		1/25/2011	N/A	
19	<b>SMSA Treemont Acquisition Corp.</b> <i>(SWH dismissed 5/13/2011)</i>	1495898	SAQU	10-12G	8/27/2010	6/30/2010	32	8/25/2010	N/A	
				10-12G	10/29/2010	9/30/2010	33	10/26/2010		
				10-12G/A	12/10/2010	9/30/2010	34	12/8/2010		
				10-K	3/14/2011	12/31/2010	35	2/10/2011	\$ 4,225	
20	<b>Truewest Corp.</b>	895650	TRWS	10-K	11/15/2010	9/30/2010	36	11/9/2010	N/A	\$ 6,138
21	<b>X-Change Corp.</b>	54424	XCHC	10-K	4/21/2010	12/31/2009	37	3/31/2010	N/A	\$ 27,500
				10-K	1/18/2011	12/31/2010	38	1/14/2011	N/A	\$ 27,138
Total disclosed SWH audit fees										\$ 199,772