

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73162 / September 22, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-16142

In the Matter of

JOHN JORDAN,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT
TO SECTIONS 15(b) AND 21C OF THE
SECURITIES EXCHANGE ACT OF
1934**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against John Jordan (“Respondent” or “Jordan”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. Jordan, age 62, is a resident of Shingle Springs, California. During the period August 22, 2011 through September 18, 2011, while Jordan was the Chief Executive Officer, President, Chief Financial Officer and a member of the Board of Directors of Vida-Life International, Ltd. (“Vida-Life”), he participated in an offering of Vida-Life stock, which is a penny stock. On May 3, 2013, Jordan was convicted after a jury trial of one count of conspiracy to commit securities fraud, four counts of wire fraud, and one count of mail fraud and was sentenced on August 16, 2013 to 30 months’ imprisonment to be followed by 12 months’ supervised release in *U.S. v. John Jordan, et al.*, 11-CR-10415-NMG (D. Mass.). He was also ordered to pay a fine of \$4,000 and to forfeit \$16,000.

B. OTHER RELEVANT ENTITIES AND INDIVIDUALS

1. Vida-Life International, Ltd. is a Nevada corporation in the business of developing and selling animal nutritional products. Its common stock is registered with the Commission under Exchange Act Section 12(g), but on May 23, 2014, the Commission suspended trading in the securities of Vida-Life for ten days pursuant to Exchange Act Section 12(k). Vida-Life's stock was publicly quoted on the OTC Markets under the symbol "VILF," but OTC Markets has discontinued the display of quotes and labeled Vida Life stock as "Caveat Emptor" in light of the Commission's trading suspension.

C. KICKBACK SCHEME

1. These proceedings arise out of a fraudulent scheme in which insiders of publicly-traded penny stock companies paid secret kickbacks to a purported corrupt hedge fund manager, who was in fact an undercover agent with the Federal Bureau of Investigation ("Fund Manager"), in exchange for the Fund Manager's purchase of restricted stock of the penny stock companies on behalf of his purported hedge fund ("the Fund"), which did not actually exist.

2. On or around August 22, 2011, Jordan and another individual met with the Fund Manager (the "August 22 Meeting"). The Fund Manager explained to Jordan that he was prepared to invest Fund monies of up to \$5 million in Vida-Life stock in exchange for a secret fifty percent kickback, enabling the Fund Manager to keep for himself half of the money he was supposedly investing on behalf of the Fund.

3. At the August 22 Meeting, the Fund Manager also explained the mechanics of the funding, informing Jordan that, while the Fund Manager could commit to an investment of \$5 million of the Fund's money, with \$2.5 million being kicked back to the Fund Manager, the Fund Manager did not want to invest the entire amount at once. Therefore, the Fund Manager told Jordan, he would invest the money over time in tranches, or installments, of increasing amounts.

4. At the August 22 Meeting, the Fund Manager further discussed with Jordan the mechanics of how monies would be kicked back to the Fund Manager. The Fund Manager arranged with Jordan that Vida-Life would execute a consulting agreement with a nominee consulting company that the Fund Manager purportedly controlled, but that the Fund Manager would not actually provide any consulting services. Jordan was told that invoices would be issued by the Fund Manager's nominee company to Vida-Life in order to disguise the kickbacks.

5. At the August 22 Meeting, Jordan agreed to the funding/kickback arrangement and executed a consulting agreement between Vida-Life and the Fund Manager's nominee consulting company. On various dates between August 23, 2011 and September 18, 2011, Jordan sent the Fund Manager documents related to the kickback transaction, including stock purchase agreements between Vida-Life and the Fund.

6. On or about August 29, 2011, in accordance with wiring instructions provided by Jordan, \$32,000 was sent by wire transfer from a bank account maintained in Boston, Massachusetts purportedly belonging to the Fund to a Vida-Life corporate bank account outside of Massachusetts. This wire transfer represented the first tranche of funding to Vida-Life.

7. On or about September 2, 2011, Jordan caused a total of \$16,000 to be sent by four separate wire transfers, three in the amount of \$5,000 and one in the amount of \$1,000, from two Vida-Life corporate bank accounts outside of Massachusetts to a Citizens Bank account held in the name of the Fund Manager's nominee company in Massachusetts. These wire transfers represented Jordan's kickback to the Fund Manager from the first tranche of funding to Vida-Life.

8. On or about September 7, 2011, Jordan caused a stock certificate representing the purchase by the Fund of Vida-Life shares to be sent to the Fund Manager.

D. VIOLATIONS

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

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest 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 Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act including, but not limited to, disgorgement, and civil penalties pursuant to Section 21B of the Exchange Act; and

C. Whether, pursuant to Section 21C of the Exchange Act, Respondent should be ordered to cease and desist from committing or causing violations of and any future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, whether, pursuant to Section 21C(f) of the Exchange Act, Respondent should be prohibited, conditionally or unconditionally, and permanently or for such period of time as shall be determined, from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, whether Respondent should be ordered to pay a civil penalty pursuant to Section 21B(a) of the Exchange Act, and whether Respondent should be ordered to pay disgorgement pursuant to Sections 21B(e) and 21C(e) of the Exchange Act.

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.

Jill M. Peterson
Assistant Secretary