

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 92707 / August 18, 2021

ADMINISTRATIVE PROCEEDING
File No. 3-20465

In the Matter of

William Scott Lawler, Esq.,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against William Scott Lawler (“Respondent” or “Lawler”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section 5 below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Rule

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Lawler, age 59, is and has been an attorney licensed to practice in the States of California and Arizona; Lawler was also licensed to practice in the State of Utah, but this license has been suspended. At various points from February 2015 to January 2018, Lawler represented Broke Out, Inc. ("BRKO"), Immage Biotherapeutics Corp. ("IMMG"), and Nami Corp. ("NINK").

2. BRKO was a Nevada corporation with its principal office address listed as a P.O. Box in Frankfurt, Germany. BRKO purported to be a development-stage company engaged in the development and marketing of mobile apps. BRKO was originally incorporated on December 19, 2014, with its principal offices in the United Kingdom. It filed a Form S-1 registration statement with the Commission on February 27, 2015, which was declared effective on May 8, 2015. BRKO's common stock was quoted and traded on OTC Link whose parent company is OTC Market Group, Inc. The Commission suspended BRKO from trading on March 17, 2016 because of concerns regarding the accuracy and adequacy of information in the marketplace and potentially manipulative transactions in BRKO's stock.

3. IMMG was a Nevada corporation with its principal executive offices in Bethesda, Maryland. According to its Form 10-Q, filed with the Commission on January 6, 2017, IMMG was a biotechnology company that was developing cancer immunotherapy in connection with a patent application that was filed by PepVax, Inc. IMMG's predecessor entity, Epicure Charcoal Inc. ("EPCC"), filed a Form S-1 registration statement with the Commission on December 10, 2012, which was declared effective on July 31, 2013. IMMG common stock was quoted and traded on OTC Link. The Commission suspended IMMG from trading on April 4, 2017 because of concerns regarding the accuracy and adequacy of information in the marketplace and potentially manipulative transactions in IMMG's stock.

4. NINK is a Nevada corporation with its principal executive offices in Kuala Lumpur, Malaysia. NINK was originally incorporated in Nevada under the name Pack Fuerte, Inc. It filed a Form S-1 registration statement with the Commission on March 1, 2013, which was declared effective on October 4, 2013. On November 3, 2016, Pack Fuerte, Inc. merged with its wholly-owned subsidiary, NAMI Corp, with NINK as the surviving entity. NINK's common stock was quoted and traded on OTC Link.

5. On July 30, 2021, a final judgment was entered against Lawler, permanently enjoining him from future violations of Sections 9(a) and 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 thereunder, and Sections 5 and 17(a) of the Securities Act of 1933 (the "Securities Act"), in the civil action entitled *Securities and Exchange Commission v. Lawler, et al.*, Civil Action Number 19 Civ. 4025, in the United States District Court for the Eastern District of New York. Lawler was also ordered to pay \$186,594 in disgorgement of net

profits gained as a result of the conduct alleged in the Commission's complaint, and \$13,602.15 in prejudgment interest, and a \$186,594 civil money penalty.

6. The Commission's complaint alleged, among other things, that Lawler, an experienced securities lawyer, participated in deceptive schemes from August 2015 through March 2016 for BRKO, and from February 2015 through April 2017 for IMMIG, that resulted in the unlawful, unregistered sales of millions of shares of those issuers to the investing public. According to the complaint, the purpose of the BRKO and IMMIG schemes was to orchestrate the transfer of control of these alleged shell companies through the sale of these companies' stock to Lawler's client and individuals the client worked with, so that they could resell those shares to the public. The complaint alleged that, in furtherance of these schemes, Lawler, among other actions, participated in the deposit of certain of those shares in brokerage accounts so that they could be resold to the public. He did so by providing false legal opinion letters to the broker-dealers, opining that the transferred shares were "freely trading" when they were not, to deceive them into accepting deposit of those shares. In fact, those shares were "restricted" shares that could only be resold with registration or pursuant to an available exemption, because they were under the control of the issuer and/or its affiliates. The complaint also alleged that Lawler engaged in manipulative trading in a series of coordinated, matched trades in the stock of NINK to create the appearance of an active market and raise the price of NINK shares, from December 2016 through January 2018. Lawler used his controlled account to place orders of substantially the same size, at substantially the same time, and at substantially the same price as orders placed in an account in the name of a different trader. Lawler also engaged in wash trades, selling and buying the same shares in two accounts he controlled to artificially inflate the share prices.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Lawler's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that Lawler is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman
Secretary