

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 96961 / February 22, 2023

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 4378 / February 22, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21310

In the Matter of

Alan A. Tucker,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTIONS 15(b) AND 21C OF THE
SECURITIES EXCHANGE ACT OF 1934
AND RULE 102(e) OF THE
COMMISSION’S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS AND A CEASE-
AND-DESIST ORDER**

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 against Alan A. Tucker (“Tucker” or “Respondent”) pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

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 . . . accountant . . . who has been by name . . . found by the Commission in any administrative proceeding to which he or she is a party to have violated (unless the violation was found not to have been willful) or aided and abetted the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

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, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds² that:

Summary

This matter involves violations of the federal securities laws by Tucker, acting on behalf of Enviro Impact Resources, Inc., then known as Industry Source Consulting, Inc. (“INSO” or the “Company”). INSO is a public company that posts annual and quarterly disclosure statements (“Reports”) through a publicly-available website maintained by OTC Markets Group, Inc. (“OTC Markets”). In early 2021, Tucker acquired a controlling shareholder interest in INSO, and became INSO’s sole officer and director. Under Tucker’s direction, INSO posted Reports on the OTC Markets website, which Reports included INSO financial statements that Tucker represented he prepared. Tucker signed and certified the Reports. Under Tucker’s direction, INSO posted opinion letters relating to the Reports signed by two attorneys (the “Attorney Letters”). Tucker knew, or was severely reckless in not knowing, that the Reports and Attorney Letters posted under his direction contained materially false and misleading statements.

Respondent

1. Tucker, age 59, resides in Thomasville, Georgia. In February 2021, Tucker entered into a stock purchase agreement with INSO’s sole officer, director, and controlling shareholder (the “Seller”), pursuant to which Tucker purchased from the Seller one share of INSO Series A preferred stock, constituting a controlling shareholder interest in INSO. However, the Seller continued to retain substantial shares of other INSO stock. Effective on or about March 1, 2021, the Seller resigned as INSO’s sole officer and director, and Tucker became INSO’s sole officer and director. Approximately one year later, Tucker agreed to sell the Series A preferred stock back to the Seller. Tucker resigned as sole officer and director of INSO effective on or about March 30, 2022, and Tucker completed the transfer of the Series A preferred stock back to the Seller. While

² The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

serving as sole officer and director of INSO, Tucker participated in an offering of INSO stock, which is a penny stock. Tucker is not, and had not been, licensed as a Certified Public Accountant.

Other Relevant Entities

2. INSO, a microcap public company based in Georgia, was incorporated in Wyoming on June 12, 2010, and has had a lengthy corporate history with multiple former names. INSO also claims to have had several start-up businesses, including digital and e-commerce and legal cannabis consulting. INSO has issued and outstanding shares of common stock and preferred stock. INSO's common stock is quoted under the symbol "INSO" on OTC Link, whose parent company is OTC Markets. During the relevant period, INSO's common stock typically traded in the range of one cent per share, and constituted "penny stock" as defined in Section 3(a)(51) of the Exchange Act and Rule 3a51-1 thereunder.

Background

3. In February 2021, Tucker acquired a controlling shareholder interest in INSO from the Seller. Effective on or about March 1, 2021, Tucker became INSO's sole officer and director. On or about March 24, 2022, Tucker and the Seller entered into a Stock Purchase Agreement, pursuant to which Tucker agreed to sell his controlling shareholder interest in INSO back to the Seller. On or about March 30, 2022, Tucker resigned as INSO's sole officer and director. On April 27, 2022, INSO posted on the OTC Markets website a Supplemental Disclosure for Change of Control Events dated April 5, 2022, signed by the Seller as INSO's Chairman/CEO, reporting that on April 4, 2022, Tucker sold his controlling shareholder interest in INSO back to the Seller.

Under Tucker's Direction, INSO Posted False and Misleading Reports

4. During the period that Tucker served as INSO's sole officer and director, and under Tucker's direction, INSO posted on the OTC Markets website the following eight Reports signed and certified by Tucker: an annual Report for the period ended December 31, 2020, initially posted on September 7, 2021, and amended on October 20, 2021; a quarterly Report for the period ended March 31, 2021, initially posted on September 7, 2021, and amended on October 20, 2021; a quarterly Report for the period ended June 30, 2021, initially posted on September 7, 2021, and amended on October 20, 2021; and a quarterly Report for the period ended September 30, 2021, initially posted on November 26, 2021, and amended on December 17, 2021. Each of the Reports contained INSO's unaudited financial statements for applicable periods stated in the Reports.

5. Tucker represented in each of the foregoing Reports that: (i) he prepared the financial statements included in the Reports, (ii) the financial statements were prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), and (iii) the financial statements were prepared in accordance with GAAP "by persons with sufficient financial skills."

6. Tucker signed each of the foregoing Reports as INSO's principal executive officer and principal financial officer, and he certified that: (1) he had reviewed the Report; (2) to the best of his knowledge, the Report did not "contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under

which such statements were made, not misleading with respect to the period covered by this disclosure statement;” and (3) based on his knowledge, “the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.”

7. Contrary to Tucker’s certifications, Tucker willfully, and knowingly or recklessly, made materially false and misleading statements in the foregoing Reports that INSO posted on the OTC Markets website under Tucker’s direction, including as follows:

(a) Tucker falsely and misleadingly certified that the financial statements and other financial information included in the Reports “fairly present in all material respects the financial condition, results of operations and cash flows” of INSO “as of, and for, the periods presented,” when they did not. At the outset, even though Tucker represented in the Reports that he prepared the financial statements, Tucker knew that the Seller actually prepared some or all of the financial statements included in the Reports. Tucker accepted the Seller’s disclosures of INSO’s financial condition, results of operations, and cash flows without any meaningful independent review. Moreover, Tucker falsely and misleadingly certified that the financial statements and other information included in the Reports fairly presented in all material respects INSO’s financial condition, results of operations, and cash flows as of and for the periods presented, when in fact INSO bank records and other evidence indicate that the financial statements and other financial information in the Reports did not fairly present in all material respects INSO’s financial condition, results of operations, and cash flows as of and for the periods presented, and Tucker had no reasonable basis for his certifications.

(b) Tucker falsely and misleadingly represented that the financial statements in the Reports were prepared in accordance with GAAP, when they were not. Among other things, to comply with GAAP, INSO was required to disclose its revenues, expenses, assets, and liabilities using actual, historical numbers for the periods presented. INSO failed to do so. Moreover, to comply with GAAP, INSO was required to disclose material compensation paid by INSO and material compensation owed by INSO; however, INSO failed accurately to do so.

(c) Tucker falsely and misleadingly stated in the Reports that INSO’s financial statements were prepared in accordance with GAAP by “persons with sufficient financial skills,” when Tucker lacked such skills and any other persons involved in the preparation of the financial statements lacked such skills. Tucker lacked any formal education, training, or experience as an accountant; he has never held an accounting degree; he had never prepared financial statements for any public company before ostensibly preparing INSO’s financial statements; and he did not obtain any accounting advice from an accountant (or other person with sufficient financial skills) in the preparation of any of INSO’s financial statements.

(d) Tucker falsely and misleadingly disclosed in the financial statements for each of the Reports that INSO’s principal asset was a license with a reported value of \$500,000. However, Tucker had no reasonable basis to support either the existence of the license as an asset or its valuation. Although the purported license constituted virtually all of INSO’s disclosed assets, Tucker took no steps to independently obtain any information about the license, and instead

simply relied on INSO's prior disclosures of the license by the Seller without any independent review. Moreover, Tucker continued to report the license as a \$500,000 asset on at least one Report after he was requested to produce evidence of the license and its valuation, but was unable to do so.

Under Tucker's Direction, INSO Posted False and Misleading Attorney Letters

8. During the period that Tucker served as INSO's sole officer and director, and under Tucker's direction, INSO posted on the OTC Markets website two Attorney Letters authored by two different attorneys, both opining that the particular Reports identified in the respective Attorney Letters constituted adequate current public information about INSO for purposes of Rule 144(c)(2) of the Securities Act of 1933.³

9. One Attorney Letter, dated September 8, 2021, stated that Tucker was "qualified to prepare financial statements by virtue of his years of experience preparing financial statements for public companies." The other Attorney Letter, dated November 30, 2021, stated that Tucker had "more than five years of experience in the preparation of financial reports." Both Attorney Letters contained a representation that, after inquiry of INSO's management and directors, neither INSO nor any holder of 5% or more of its securities was currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

10. Under Tucker's direction, INSO posted the Attorney Letters on the OTC Markets website even though he knew, or was severely reckless in not knowing, that the Attorney Letters contained false and misleading statements, because: (a) Tucker did not have years of experience in preparing financial statements for public companies; he had never prepared financial statements for a public company before INSO; some or all of INSO's financial statements included in the relevant Reports were initially prepared by the Seller, and purportedly approved by Tucker without any meaningful review or independent verification; and Tucker and the Seller lacked sufficient financial skills to prepare INSO's financial statements in accordance with GAAP; and (b) INSO and one or more holders of 5% or more of INSO's securities were under investigation by staff of the Commission at the time that Tucker signed and certified the Reports and posted the Attorney Letters, and Tucker had been informed of such investigation before the dates of the Attorney Letters.

Violations

11. Section 10(b) of the Exchange Act and Rule 10b-5 thereunder prohibit fraudulent conduct in connection with the purchase or sale of securities. As a result of the conduct described above, the Commission finds that: (i) Tucker willfully violated, and willfully aided and abetted and caused INSO's violations of, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; and

³ Rule 144 permits the public resale of restricted or control securities if a number of conditions are met, including, as provided in Rule 144(c)(2), that issuers of the securities must make adequate current public information about the issuer available before the sale.

(ii) as a result of such violations, Tucker engaged in conduct subject to Rule 102(e)(3)(i) of the Commission's Rules of Practice.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

- A. Tucker cease and desist from committing or causing any violations and any future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
- B. Tucker be, and hereby is, prohibited for five (5) years from the date of this Order 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.
- C. Tucker be, and hereby is, barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.
- D. Tucker be, and hereby is, suspended from appearing or practicing before the Commission as an accountant.
- E. Tucker shall, within twenty (20) days of the entry of this Order, pay a civil money penalty in the amount of \$75,000 to the Securities and Exchange Commission. The Commission may distribute civil money penalties collected in this proceeding if, in its discretion, the Commission orders the establishment of a Fair Fund pursuant to 15 U.S.C. § 7246, Section 308(a) of the Sarbanes-Oxley Act of 2002. The Commission will hold funds paid pursuant to this paragraph in an account at the United States Treasury pending a decision whether the Commission, in its discretion, will seek to distribute funds or, subject to Exchange Act Section 21F(g)(3), transfer them to the general fund of the United States Treasury. If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. §3717.
- F. Payment must be made in one of the following ways:
 - (1) Tucker may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
 - (2) Tucker may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or

- (3) Tucker may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Alan A. Tucker as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Justin Jeffries, Associate Director, Division of Enforcement, Securities and Exchange Commission, 950 East Paces Ferry Road, N.E., Suite 900, Atlanta, GA 30326.

- G. Regardless of whether the Commission in its discretion orders the creation of a Fair Fund for the penalties ordered in this proceeding, amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Tucker agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Tucker's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Tucker agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Tucker by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

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V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Vanessa A. Countryman
Secretary