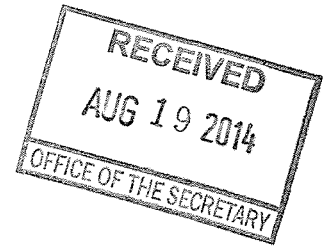


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9614 / July 16, 2014

SECURITIES EXCHANGE ACT OF 1934
Release No. 72617 / July 16, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-15974



In the Matter of

ANSWER OF RESPONDENT
JOSEPH A. CORAZZI

NATURAL BLUE
RESOURCES, INC.
JAMES E. COHEN, and
JOSEPH A. CORAZZI,

Respondents.

COMES NOW, Respondent Joseph A. Corazzi, by and through his undersigned counsel the Waggoner Legal Group, Robert M. Strumor and William J. Waggoner pursuant to Rule 220 of the Securities and Exchange Commission Rules of Practice ("Rule 220") and for his Answer to the Securities and Exchange Commission's (the "Commission") Order Instituting Administrative and Cease -And-Desist Proceedings Pursuant to Section *A of the Securities Act of 1933 and Sections 15 (b) and 21 C of the Securities Exchange Act of 1934 and Notice of Hearing, and states and alleges the following:

I.
PREAMBLE

Respondent Joseph A. Corazzi (hereinafter “Respondent Corazzi” or Respondent) denies that it is either appropriate or in the public interest for the Securities and Exchange Commission (the “Commission”) to institute administrative proceedings pursuant to Section 8A of the Securities Act of 1933 (the “Securities Act”) or Section 15 (b) or 21 C of the Securities Exchange Act of 1934 (the “Exchange Act”) against Respondent Corazzi.

II.

A. **SUMMARY**

With regard to allegations contained in Section II A. SUMMARY of the Order, Respondent Corazzi states and alleges as follows:

1. Respondent Corazzi denies that he participated in a fraudulent scheme with regard to Natural Blue Resources, Inc. (“Natural Blue”) with Respondent Cohen or any other person.
2. Respondent Corazzi denies that he controlled the operation and management of Natural Blue.
3. Respondent Corazzi denies that he concealed his past disciplinary history from Natural Blue.
4. Respondent Corazzi denies that he created Natural Blue and he specifically denies that he was a *de facto* officer of Natural Blue.
5. Respondent Corazzi affirmatively states that to his knowledge, Natural Blue was formed to engage in the business of developing fresh water resources from underground brackish water wells in New Mexico and sell the treated water to public and private entities for domestic and agricultural consumption.

6. Respondent Corazzi, upon information and reasonable belief, contends that Natural Blue in furtherance of its lawful business purposes had engaged attorneys, hydrologists and engineers to obtain the proper permits to commence exploration and drilling of the brackish water wells in New Mexico and that Natural Blue was making every effort to conduct business in New Mexico.

7. Respondent Corazzi, upon information and reasonable belief, states that Natural Blue was unable to carry out its business plan because of various complications including lack of funding, the unavailability of technology and lack of availability of an existing water supply.

8. Respondent Corazzi denies that he was ever an officer, director or employee of Natural Blue and affirmatively states that he did perform professional services under a consulting agreement between Natural Blue and Respondent Cohen doing business as JEC Corp. however, Respondent Corazzi denies that he had any express or implied direct agreements between himself and Natural Blue.

9. Respondent Corazzi denies that he had any control or decision making authority over any of the activities of Natural Blue or its Board of Directors or its shareholders.

10. Respondent Corazzi affirmatively states that he never had signature authority or any other authority over the finances or the bank accounts of Natural Blue and that he never initiated any financial transactions or signed any checks on behalf of Natural Blue.

11. Respondent Corazzi denies that he was ever an "affiliate" of Natural Blue as that term is defined in Rule 144.

12. With regard to all other allegations contained in Section II A. Summary, that are directed at Natural Blue, Respondent Cohen or former New Mexico Governor Toney Anaya ("Anaya") or former Natural Blue President Erik Perry ("Perry"), respondent has insufficient

information to either admit or deny those allegations and therefore denies those allegations directed at Natural Blue, Respondent Cohen, Anaya or Perry.

B. RESPONDENTS

13. NATURAL BLUE: Respondent Corazzi has insufficient information to either admit or deny the allegations relating to Natural Blue and, therefore, Respondent Corazzi denies the allegations relating to Natural Blue as stated in Section II (B) (1).

14. COHEN: Respondent has insufficient information to either admit or deny the allegations relating to Respondent Cohen and, therefore, Respondent Corazzi denies the allegations relating to Respondent Cohen as stated in Section II (B) (2).

15. CORAZZI: Respondent Corazzi admits that he is 63 years old and a resident of Albuquerque, New Mexico, but denies the remaining allegations contained in Section II (B) (3) in so far as it related to Natural Blue. Respondent Corazzi specifically denies that he was a “person participating in the offering of penny stock” and specifically denies that he engaged in activities for the purpose of issuing, trading and/or inducing or attempting to induce the purchase or sale of Natural Blue securities at any time. Respondent Corazzi admits those allegations in Section II (B) (3) relating to Las Vegas Entertainment Network, Inc.

C. RELATED INDIVIDUALS AND ENTITIES

16. ATLANTIC DISMANTLING AND SITE CONTRACTORS CORP.: Respondent Corazzi has insufficient information to either admit or deny the allegations in Section II (C) (4) and, therefore, denies those allegations.

17. ATLANTIC ACQUISITIONS, LLC: Respondent Corazzi has insufficient information to either admit or deny the allegations in Section II (C) (5) and, therefore, Respondent Corazzi denies those allegations.

18. JEC, CORP.: Respondent Corazzi has insufficient information to either admit or deny the allegations contained in Section II (C) (6) and, therefore, Respondent Corazzi denies those allegations.

19. BLUE EARTH SOLUTIONS, INC.: Respondent Corazzi has insufficient information to either admit or deny the allegations contained in Section II (C) (7) and, therefore, Respondent Corazzi denies those allegations.

20. ANAYA: Respondent Corazzi admits the allegations contained in Section II (C) (8) relating to Anaya.

21. PERRY: Respondent Corazzi has insufficient information to either admit or deny the allegations contained in Section II (C) (9) relating to Perry and, therefore, Respondent Corazzi denies those allegations.

D. IN AUGUST 2009, COHEN AND CORAZZI BEGAN THE SCHEME TO RUN NATURAL BLUE BEHIND THE SCENES AS “CONSULTANTS”

22. Respondent Corazzi admits the allegations relating to Natural Blue contained in Section II (D) (10). Respondent Corazzi has insufficient information to either admit or deny the allegations relating to Datameg and, therefore, Respondent Corazzi denies the allegations relating to Datameg.

23. With regard to the allegations in Section II (D) (11), Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations.

24. Respondent Corazzi denies each and every allegation in Section II (D) (12) as against Respondent Corazzi. Respondent Corazzi has insufficient information as to those allegations in Section II (D) (12) as to Respondent Cohen and, therefore, Respondent Corazzi denies those allegations as to Respondent Cohen.

25. Respondent Corazzi denies each and every allegation contained in Section II (D) (13) as those allegations pertain to Respondent Corazzi and as to the allegations relating to Respondent Cohen, Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations pertaining to Respondent Cohen.

26. With regard to Section II (D) (14) Respondent Corazzi admits that he had a business relationship with JEC Corp., which had a consulting agreement with Natural Blue. Respondent Corazzi denies that he ever had a direct consulting agreement or other business relationship with Natural Blue and that all work performed by Respondent Corazzi in any way relating to Natural Blue was in fact performed for JEC Corp. Respondent Corazzi affirmatively states that he was never on the payroll of Natural Blue, but that he may have received some expense reimbursements, however, Respondent Corazzi was never a *de facto* or actual officer or director or employee of Natural Blue. Respondent Corazzi denies that he was ever a decision maker for Natural Blue and had no authority over the business activities or finances of Natural Blue. With regard to the allegations against Respondent Cohen contained in Section II (D) (14), Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations as to Respondent Corazzi.

E. THE NOVEMBER 2009 CONTRACTS CONCEALED COHEN AND CORAZZI'S ROLES AS *DE FACTO* OFFICERS OF NATURAL BLUE.

27. Respondent Corazzi admits the allegations contained in Section II (E) (15).

28. Respondent Corazzi admits the following allegations contained in Section II (E) (16) of the Order:

a. In November of 2009, Natural Blue entered into a management agreement with JEC Corp. to manage a new steel subsidiary called Natural Blue Steel (“NBS”);

b. NBS was created for the purpose of reselling recycled steel by acquiring and demolishing buildings; and

c. the management agreements provided for the services of both Respondent Cohen and Respondent Corazzi.

Respondent Corazzi denies the remaining allegations in Section II (E) (16) and with regard to the allegations as to Respondent Cohen, Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations with respect to Respondent Cohen.

29. Respondent Corazzi denies each and every allegation contained in Section II (E) (17) as it relates to Respondent Corazzi and as to Respondent Cohen, Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations as they relate to Respondent Cohen.

30. Respondent Corazzi admits that he was in contact with the vendors selected by Natural Blue to manage Natural Blue’s website and affirmatively states that those activities were directed by officers and directors of Natural Blue and part of his agreement with JEC Corp. Respondent Corazzi denies that he had any decision making authority to direct any of Natural Blue’s corporate activities or make any corporate decisions with regard to its website.

31. With regard to the allegations contained in Section II (E) (19), Respondent Corazzi admits that he received some compensation in both cash and stock in Natural Blue for

services performed pursuant to the agreement between JEC Corp and Natural Blue and affirmatively states that any and all compensation received by Respondent Corazzi directly was entirely lawful and appropriate and, was the result of Respondent Corazzi's efforts to establish a revenue source for Natural Blue after the water development portion of the business failed in large part due to the inability of Natural Blue to conduct its water business in New Mexico as originally planned. With regard to the allegations contained in Section II (E) (19) of the Order, relating to Respondent Cohen or JEC Corp., Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations as to JEC Corp and Cohen.

32. With regard to the allegations in Section II (E) (20) that relate to Respondent Cohen and JEC Corp., and Atlantic Dismantling, Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore, Respondent Corazzi denies those allegations. With regard to the allegations relating to Respondent Corazzi, he denies that he was ever an affiliate or control person of Natural Blue and affirmatively states that he did not have or retain a beneficial interest in any of the Natural Blue stock that was issued in the name of persons or entities other than Respondent Corazzi.

33. With regard to Section II (F) (21), Respondent Corazzi denies that he controlled or had a beneficial interest in Natural Blue stock that was issued in the name of entities and third parties at the time the shares were issued. Respondent Corazzi affirmatively states that, upon information and/or belief, some of his stock in Natural Blue was the subject of a Voting Agreement and was actually voted by Anaya or former CEO Paul Pelosi. Respondent Corazzi denies that he was ever an affiliate or control person of Natural Blue. Respondent Corazzi admits that he sold some shares of Natural Blue into the market in brokered transactions at a gross profit

of approximately \$78,000 and that each and every one of those transactions was in accordance with the Securities Act and The Securities Exchange Act. Respondent Corazzi affirmatively states that any proceeds of the sale of Natural Blue securities was appropriate compensation for the consulting services Respondent was contracted to provide through the JEC Corp consulting agreement with Natural Blue. Respondent Corazzi admits that Modaz, Ltd. transferred 1,7000,000 shares of Natural Blue to Respondent Corazzi; however, respondent Corazzi affirmatively states that the transfer was for fair and adequate consideration.

F. NATURAL BLUE MISLED INVESTORS BY FAILING TO DISCLOSE THAT COHEN AND CORAZZI WERE *DE FACTO* OFFICERS.

34. Respondent Corazzi denies each and every allegation contained in Section II (F) (22) as it related to Respondent Corazzi. As to allegations relating to Anaya or Respondent Cohen, Respondent Corazzi has insufficient information to either admit or deny those allegations and therefore Respondent Corazzi denies the remaining allegations as they relate to Anaya and Respondent Cohen. Respondent Corazzi specifically denies that he, Corazzi usurped any of Anaya's control of Natural Blue at any time while Anaya was President of Natural Blue or at any other time.

35. Respondent Corazzi denies the allegations of Section II (F) (23) and affirmatively states that he did not direct the affairs of Natural Blue while Anaya was the President or at any other time. With regard to the allegations relating to Anaya and Respondent Cohen, Respondent Corazzi has insufficient information to either admit or deny those allegations and therefore Respondent Corazzi denies those allegations.

36. With regard to the allegations of Section II (F) (24), Respondent Corazzi denies that he was a *de facto* officer of Natural Blue while Anaya was the President or at any other time.

Respondent Corazzi specifically denies that he selected officers or directors of the company, but he did make recommendations relating to board members. Respondent Corazzi denies that he managed the company or in any way made policy on behalf of the Company. Respondent Corazzi denies that he ever took any action for or on behalf of Natural Blue that would violate the bar from serving as an officer or director of a public company. With regard to any allegations in Paragraph (24) relating to Respondent Cohen or Anaya, Respondent Corazzi has insufficient information to either admit or deny those allegations and therefore Respondent Corazzi, denies those allegations as to Anaya and Respondent Cohen.

37. Section II (F) (25) relates only to Respondent Natural Blue and not directly to Respondent Corazzi. Respondent Corazzi has insufficient information to either admit or deny the allegations as to Natural Blue and therefore, Respondent Corazzi denies those allegations.

38. Section II (F) (26) relates only to Respondent Natural Blue and not directly to Respondent Corazzi. Respondent Corazzi has insufficient information to either admit or deny the allegations as to Natural Blue and therefore, Respondent Corazzi denies those allegations.

39. Respondent Corazzi has insufficient information to either admit or deny the allegations as to Anaya contained in Section II (F) (27) and therefore, Respondent Corazzi denies those allegations.

40. With regard to the allegations against Perry and Natural Blue contained in Section II (F) (28), Respondent Corazzi has insufficient information to either admit or deny those allegations and therefore, Respondent Corazzi denies the allegations of Section II (F) (28).

41. To the extent Section II (F) (29) states a claim against Respondent Corazzi, Respondent Corazzi denies each and every one of those allegations. As to any allegations against Respondents Natural Blue or Cohen, Respondent Corazzi has insufficient information to

either admit or deny the allegations contained in Section II (F) (29) and therefore, Respondent Corazzi denies those allegations as against Respondents Natural Blue and Cohen.

G. IN JANUARY 2011, DESPITE THEIR STATUS AS “OUTSIDE CONSULTANTS”, COHEN AND CORAZZI ORCHESTRATED A CHANGE IN CORPORATE CONTROL FOR NATURAL BLUE.

42. With regard to allegations directly against Respondent Corazzi contained in Section II (G) (30), Respondent Corazzi denies each of those allegations and affirmatively states that he never had any actual or apparent authority to change control of Natural Blue. As to any allegations against Respondent Cohen, Respondent Corazzi has insufficient information to either admit or deny those allegations against Respondent Cohen and therefore, Respondent Corazzi denies those allegations.

43. Respondent Corazzi has insufficient information to either admit or deny the allegations of Section II (G) (31) and, therefore, denies the same.

44. Respondent Corazzi denies the allegations of Section II (G) (32) as they relate to Respondent Corazzi and states further that he has insufficient information to either admit or deny any of the allegations that relate to Cohen and therefore denies those allegations as they relate to Respondent Cohen.

45. Respondent Corazzi has insufficient information to either admit or deny the allegations as to the corporate and tax status of Natural Blue as stated in Section II (G) (32) and therefore denies Paragraph (33) in its entirety.

46. The allegations of Section II (G) (34) appear to relate to Respondent Natural Blue and Anaya only. To the extent that Paragraph (34) is intended to state a claim against Respondent Corazzi, Respondent Corazzi denies those allegations. To the extent that Paragraph (34) states a claim against Respondent Natural Blue or Respondent Cohen, Respondent Corazzi

has insufficient information to either admit or deny those allegations and therefore, Respondent Corazzi denies the allegations of Section II (G) (34).

47. Respondent Corazzi has insufficient information to either admit or deny the allegations contained in Section II (G) ((35) and therefore, Respondent Corazzi denies Paragraph 35 in its entirety.

H. NATURAL BLUE MADE FALSE AND MISLEADING STATEMENTS IN THE FEBRUARY 11, 2011 PRESS RELEASE.

48. Section II (H), Paragraph (36) through Paragraph (39) are allegations against Respondent Natural Blue only and for that reason, Respondent Corazzi has insufficient information to either admit or deny Section II (H), Paragraph (36) through Section II (H), Paragraph (39) and therefore Respondent Corazzi denies all of the allegations in Section II (H), Paragraphs (36) though (39) inclusive in their entirety.

I. NATURAL BLUE MADE FALSE AND MISLEADING STATEMENTS ON THE NATURAL BLUE STEEL WEBSITE.

49. Section II (I) Paragraph (40) through Paragraph (42) Respondent Natural Blue only and for that reason, Respondent Corazzi has insufficient information to either admit or deny Section II (I) Paragraphs (40) through Section II (I), Paragraph (42) and therefore Respondent Corazzi denies all of the allegations in Section (I) , Paragraphs (40) through (42) inclusive in their entirety.

J. NATURAL BLUE MADE FALSE AND MISLEADING ORAL MISSTATEMENTS TO THE NATURAL BLUE SHAREHOLDERS.

50. Section II (J), Paragraphs (43) through (45) are allegations against Natural Blue only and against former CEO Erik Perry who is not a Respondent in these and has settled with the Commission. For that reason, Respondent Corazzi has insufficient information to either

admit or deny Section II (J), Paragraphs (43) through Section II (J), Paragraph (45) and therefore, Respondent Corazzi denies all of the allegations in Section II (J), Paragraphs (43) though (45) inclusive in their entirety.

K. NATURAL BLUE FAILED TO MAKE COMMISSION FILINGS.

51. Section II (K), Paragraph (46) contains allegations against Respondent Natural Blue only. For that reason, Respondent Corazzi has insufficient information to either admit or deny Section II (K), Paragraph (46) and therefore, Respondent Corazzi denies all of the allegations contained in Section II (K), Paragraph (46).

L. VIOLATIONS.

52. Section II (L), Paragraph (47): Respondent Corazzi having fully responded to all of the allegations in the Order respectfully denies the Commissions statement of violations as to him and respectfully submits that Respondent Corazzi has not willfully violated Section 17 (a) (1) and Section 17 (a) (3) of the Securities Act, Section 10 (b) of the Exchange Act or Rules 10b 5(a) and 10b5-(c) thereunder for the reason that Respondent Corazzi did not engage in fraudulent conduct in the offer or sale of securities, by engaging in a device, scheme and/or artifice to defraud, nor did Respondent Corazzi engage in a transaction, practice and/or course of business which operated or would have operated as a fraud or deceit upon the purchaser.

53. Respondent Corazzi further denies that he violated any of the foregoing statutes and/or regulations relating to the creation or operation of Natural Blue for which Respondent Corazzi was never an officer, director, employee, control person or affiliate.

54. Respondent Corazzi affirmatively states that Natural Blue was not formed as a vehicle for Respondent Corazzi to control or to profit from other than as a lawful business.

55. Respondent Corazzi denies that he was part of any fraudulent scheme with regard to Natural Blue or that he was reckless in any of his dealings with Natural Blue, its officers directors, shareholders, employees or investors.

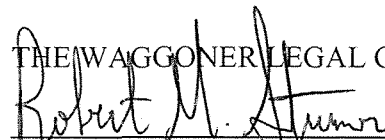
56. Respondent Corazzi in furtherance of his foregoing assertions affirmatively states that he was never an officer, director, or employee of Natural Blue, had no signature authority or other authority over the finances or bank accounts of Natural Blue, was never an affiliate or control person of Natural Blue, never signed any Commission filings or Board minutes of the Board of Natural Blue.

57. Finally, Respondent Corazzi denies that he ever committed a fraudulent or deceptive act in furtherance of a fraud or fraudulent scheme relating to Respondent Natural Blue.

58. With regard to Section II (L), Paragraphs (48) through (50), those allegations are against Respondent Natural Blue only and for that reason, Respondent Corazzi has insufficient information to either admit or deny those allegations and, therefore denies Paragraphs (48) through (50).

Having fully answered the Commission's Order, Respondent Corazzi respectfully requests that the Commission dismiss the Order and that no further action be taken against Respondent Corazzi.

Respectfully submitted,

THE WAGGONER LEGAL GROUP

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