

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

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17104**

**In the Matter of**

**BioElectronics Corp.,  
IBEX, LLC,  
St. John's, LLC,  
Andrew J. Whelan  
Kelly A. Whelan, CPA, and  
Robert P. Bedwell, CPA,**

**Respondents.**

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OFFICE OF THE SECRETARY

**THE DIVISION OF ENFORCEMENT'S MORE DEFINITE STATEMENT**

The Division of Enforcement ("Division") of the U.S. Securities and Exchange Commission ("Commission"), pursuant to the Administrative Law Judge's Order of April 4, 2016, hereby supplements the allegations of the Order Instituting Proceedings as follows:

Attached hereto as Exhibit A is a spreadsheet that details the securities transactions between Respondents BioElectronics Corp. ("BIEL"), IBEX, LLC and certain third parties that the Division asserts support its Section 5 claim. Attached as Exhibit B is a spreadsheet that details the securities transactions between Respondents BIEL, St John's, LLC and certain third parties that the Division asserts also support its Section 5 claim. These spreadsheets were prepared based on the information currently available to the Division and it reserves the right to amend or supplement this submission if new or different information becomes available.

Dated: April 22, 2016

Respectfully submitted,



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Securities and Exchange Commission  
100 F Street, N.E.  
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COUNSEL FOR THE DIVISION  
OF ENFORCEMENT

**Certificate of Service**

I declare that on April 22, 2016, the foregoing was served upon counsel to the respondents by electronic mail, per agreement of the parties, at the following addresses:

Jane W. Moscovitz – [jmoscovitz@moscovitz.com](mailto:jmoscovitz@moscovitz.com)  
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Charles D. Stodghill

**EXHIBIT A: Chronology of Activity -- BIEL Shares Issued via  
IBEX and Liquidated**

SEC v. Bioelectronics Corp., et al  
Chronology of Activity: BIEL Shares Issued via IBEX and Liquidated

Date (Approx. Date Shares Issued to Entity or Individual and or Funds from IBEX to Issuer)	Entity or Individual	Shares Issued	Shares Liquidated into Market Place	Date Range of Shares Liquidated into Market Place	Funds to IBEX from Entity or Individual	Funds from IBEX to Issuer
01/27/10	Mazuma Holdings	4,000,000	4,000,000	2/3/2010 - 2/5/2010	\$80,000	
02/03/10	Mazuma Holdings	3,000,000	3,000,000	2/10/2010 - 2/12/2010	\$55,000	
02/09/10						\$135,000
02/09/10	Mazuma Holdings	2,000,000	2,000,000	2/16/2010 - 2/17/2010	\$40,000	
02/12/10	Mazuma Holdings	2,600,000	2,600,000	2/19/2010 - 2/22/2010	\$60,000	
02/17/10	Mazuma Holdings	2,600,000	2,600,000	2/25/2010 - 3/4/2010	\$60,000	
03/05/10	Mazuma Holdings	4,000,000	4,000,000	3/11/2010 - 3/12/2010	\$80,000	
03/11/10	Mazuma Holdings	4,000,000	4,000,000	3/19/2010 - 3/23/2010	\$80,000	
03/22/10	Mazuma Holdings	5,500,000	5,500,000	3/26/2010 - 4/1/2010	\$120,000	
03/31/10						\$310,000
04/06/10	Mazuma Holdings	6,000,000	6,000,000	4/13/2010 - 4/16/2010	\$138,000	
04/15/10						\$20,000
04/15/10	Mazuma Holdings	4,400,000	4,400,000	4/21/2010 - 4/23/2010	\$100,000	
04/21/10	Mazuma Holdings	3,800,000	3,800,000	4/28/2010 - 4/29/2010	\$80,000	
05/05/10						\$120,000
05/14/10						\$100,000
06/22/10						\$130,000
07/15/10						\$10,000
07/23/10						\$100,000
07/26/10	Simon Jacobson	1,000,000				
08/30/10	Mazuma Holdings	5,000,000	5,000,000	9/7/2010 - 9/14/2010	\$50,000	
08/30/10	Simon Jacobson	1,300,000				
09/07/10						\$50,000
09/13/10	Mazuma Holdings	5,000,000	5,000,000	9/14/2010 - 9/16/2010	\$50,000	
09/14/10						\$185,000
09/30/10						\$50,000
10/04/10						\$50,000
10/06/10	Asher Enterprises	5,000,000	5,000,000	10/12/2010 - 10/14/2010	\$50,000	
10/08/10						\$50,000
10/29/10	Goldstrand Investments	10,000,000				
11/04/10						\$40,000
11/05/10	Goldstrand Investments	15,000,000				
11/06/10	Simon Jacobson	5,000,000				
11/15/10						\$100,000
11/17/10	Simon Jacobson	700,000				
12/07/10						\$78,333
12/16/10						\$30,000
12/30/10						\$40,000
01/24/11	Benjamin Neuman	6,250,000				
01/26/11						\$50,000
01/27/11	Eastside Holdings	10,000,000				
01/31/11						\$40,000
02/01/11	Asher Enterprises	6,250,000	6,250,000	2/1/2011 - 2/3/2011	\$50,000	
02/02/11						\$125,000
02/09/11	Shmuel Hauck	2,500,000				
02/10/11	Asher Enterprises	6,250,000	6,250,000	2/11/2011 - 2/14/2011	\$42,000	
02/10/11	Robert McGuire	12,000,000				
02/14/11						\$62,000
02/28/11	Asher Enterprises	6,250,000	6,250,000	2/28/2011 - 3/2/2011	\$42,000	
03/01/11	Robert McGuire	2,750,000				

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**Chronology of Activity: BIEL Shares Issued via IBEX and Liquidated**

<i>Date (Approx. Date Shares Issued to Entity or Individual and or Funds from IBEX to Issuer)</i>	<i>Entity or Individual</i>	<i>Shares Issued</i>	<i>Shares Liquidated into Market Place</i>	<i>Date Range of Shares Liquidated Into Market Place</i>	<i>Funds to IBEX from Entity or Individual</i>	<i>Funds from IBEX to Issuer</i>
03/01/11	Blake Joblin	250,000				
03/07/11						\$42,000
03/23/11						\$37,000
03/23/11	Asher Enterprises	6,250,000	6,250,000	3/24/2011 - 3/28/2011	\$38,000	
04/11/11						\$50,000
04/14/11						\$30,000
06/08/11	Joseph Noel	21,000,000				
06/16/11	Lauren Jarman	26,000,000				
06/30/11						\$35,000
06/30/11						\$10,000
07/19/11						\$6,000
07/28/11						\$60,000
08/15/11						\$18,000
08/17/11						\$5,000
07/31/12						\$68,500
09/30/12						\$133,500
12/14/12						\$35,000
01/09/13						\$15,000
01/23/13	Beufort Ventures	25,000,000	25,000,000	5/17/2013 - 5/21/2013	\$24,921	
01/29/13						\$25,000
02/05/13	Asten Wyman	59,444,862	59,444,862	2/14/2013 - 2/22/2013	\$47,556	
02/06/13						\$45,000
02/15/13						\$36,000
02/20/13	WHC Capital	48,269,286	48,269,286	2/21/2013 - 3/4/2013	\$35,429	
03/05/13						\$55,000
03/05/13	Asten Wyman	78,571,428	78,571,428	4/3/2013 - 5/23/2013	\$55,000	
03/27/13						\$90,000
03/27/13	WHC Capital	75,527,777	75,527,777	4/1/2013 - 5/21/2013	\$93,451	
04/12/13						\$50,000
04/23/13	Redwood Management	33,333,333	33,333,333	4/25/2013 - 4/30/2013	\$50,000	
05/03/13	Redwood Management	50,000,000	50,000,000	5/8/2013 - 5/13/2013	\$50,000	
05/03/13	JSJ	50,000,000	50,000,000	5/9/2013 - 6/6/2013	\$50,000	
05/06/13						\$50,000
05/07/13						\$50,000
05/15/13	Asten Wyman	58,823,529	58,823,529	5/24/2013 - 6/10/2013	\$50,000	
05/16/13						\$50,000
05/21/13	Beufort Ventures	50,000,000	50,000,000	7/23/2013 - 9/6/2013	\$50,000	
05/23/13	ATG (IR Consultant)	30,000,000				
05/31/13	Redwood Management	75,000,000	75,000,000	6/4/2013 - 6/12/2013	\$75,000	
06/03/13						\$75,000
09/26/13	Redwood Management	74,962,519	74,962,519	10/2/2013 - 10/11/2013	\$50,000	
09/27/13						\$50,000
10/15/13						\$25,000

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<i>Date (Approx. Date Shares Issued to Entity or Individual and or Funds from IBEX to Issuer)</i>	<b>Entity or Individual</b>	<b>Shares Issued</b>	<b>Shares Liquidated into Market Place</b>	<b>Date Range of Shares Liquidated into Market Place</b>	<b>Funds to IBEX from Entity or Individual</b>	<b>Funds from IBEX to Issuer</b>
10/15/13	Redwood Management	55,555,555	55,555,555	10/21/2013 - 10/22/2013	\$25,000	
10/30/13						\$13,000
11/06/13	Redwood Management	55,555,555	55,555,555	11/13/2013 - 11/14/2013	\$25,000	
11/08/13						\$25,000
12/12/13	Redwood Management	71,428,571	71,428,571	12/16/2013 - 12/18/2013	\$25,000	
12/13/13						\$9,500
12/18/13						\$15,000
12/26/13	Redwood Management	100,000,000	100,000,000	12/30/2013 - 12/31/2013	\$25,000	
12/27/13						\$25,000
01/06/14	Redwood Management	100,000,000	100,000,000	1/8/2014 - 1/10/2014	\$25,000	
01/09/14						\$25,000
01/15/14	Redwood Management	100,000,000	100,000,000	1/16/2014 - 1/17/2014	\$25,000	
01/17/14						\$4,900
01/21/14						\$20,100
01/23/14	Redwood Management	100,000,000	100,000,000	1/27/2014 - 1/29/2014	\$25,000	
01/24/14						\$25,000
01/29/14	Redwood Management	100,000,000	100,000,000	1/31/2014 - 2/5/2014	\$25,000	
01/30/14						\$25,000
02/07/14						\$25,000
02/07/14	Redwood Management	125,000,000	125,000,000	2/11/2014 - 2/14/2014	\$25,000	
02/07/14	AGS Capital	328,237,137	328,237,137	2/18/2014 - 4/11/2014	\$50,000	
02/13/14	Redwood Management	125,000,000	125,000,000	2/19/2014 - 2/21/2014	\$25,000	
02/14/14						\$25,000
02/18/14						\$49,000
02/18/14						\$27,000
02/21/14	Redwood Management	125,000,000	125,000,000	2/24/2014	\$25,000	
02/21/14	Redwood Management	38,461,538	38,461,538	2/24/2014 - 2/25/2014	\$25,000	
02/24/14						\$40,000
02/26/14						\$50,000
02/26/14	Redwood Management	16,666,666	16,666,666	3/7/2014	\$50,000	
03/03/14	Redwood Management	52,631,579	52,631,579	3/10/2014	\$100,000	
03/04/14						\$100,000
03/12/14						\$130,000
03/12/14	Redwood Management	75,000,000	75,000,000	3/14/2014 - 3/19/2014	\$150,000	
03/21/14	Deer Valley	13,000,000	13,000,000	3/28/2014	\$25,000	

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**Chronology of Activity: BIEL Shares Issued via IBEX and Liquidated**

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03/26/14	Redwood Management	78,947,368	78,947,368	3/27/2014 - 3/28/2014	\$150,000	
03/27/14						\$150,000
04/01/14	Redwood Management	31,750,000	31,750,000	4/2/2014 - 4/4/2014	\$60,325	
04/02/14						\$60,305
04/03/14	Redwood Management	68,421,052	68,421,052	4/7/2014 - 4/9/2014	\$130,000	
04/04/14	Deer Valley	13,000,000	13,000,000	4/14/2014 - 4/15/2014	\$25,000	
04/07/14						\$100,000
04/22/14	Redwood Management	38,461,538	38,461,538	4/23/2014 - 4/24/2014	\$50,000	
04/28/14						\$130,000
04/28/14	Redwood Management	41,666,666	41,666,666	4/30/2014 - 5/12/2014	\$50,000	
04/30/14	Redwood Management	50,000,000	50,000,000	4/30/2014 - 5/12/2014	\$60,000	
05/05/14						\$60,000
05/09/14	Redwood Management	50,000,000	50,000,000	5/13/2014 - 5/16/2014	\$60,000	
05/15/14	Redwood Management	44,642,857	44,642,857	5/19/2014 - 5/22/2014	\$62,500	
05/20/14						\$120,000
05/22/14	Redwood Management	48,076,923	48,076,923	5/27/2014 - 5/28/2014	\$62,500	
06/04/14	Redwood Management	44,285,714	44,285,714	6/5/2014 - 6/9/2014	\$62,000	
06/12/14						\$130,000
06/12/14	Redwood Management	53,571,428	53,571,428	6/13/2014 - 6/18/2014	\$75,000	
06/12/14	Tangiers Investments	43,362,036	43,362,036	6/17/2014 - 7/7/2014	\$64,685	
06/20/14	Redwood Management	62,500,000	62,500,000	6/24/2014 - 6/26/2014	\$75,000	
07/01/14						\$150,000
07/10/14	Redwood Management	45,454,545	45,454,545	7/11/2014 - 7/17/2014	\$50,000	
07/16/14						\$50,000
08/01/14						\$50,000
08/01/14	Redwood Management	41,666,666	41,666,666	8/4/2014 - 8/7/2014	\$50,000	
08/14/14	Redwood Management	41,666,666	41,666,666	8/15/2014 - 8/19/2014	\$50,000	
08/20/14						\$50,000
08/21/14	Redwood Management	41,666,666	41,666,666	8/25/2014	\$50,000	
08/27/14	Redwood Management	41,666,666	41,666,666	8/28/2014 - 9/2/2014	\$50,000	
09/04/14						\$50,000
09/10/14	Tangiers Investments	58,471,233	58,471,233	9/15/2014 - 9/25/2014	\$76,245	
09/22/14						\$25,000

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**Chronology of Activity: BIEL Shares Issued via IBEX and Liquidated**

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09/23/14	Redwood Management	41,666,666	41,666,666	9/24/2014 - 9/26/2014	\$50,000	
09/30/14						\$32,000
10/27/14						\$46,000
11/17/14						\$50,000
11/17/14	Tangiers Investments	41,666,667	41,666,667	11/28/2014 - 12/9/2014	\$50,000	
02/09/15	Redwood Management	100,000,000	100,000,000	2/10/2015 - 2/18/2015	\$50,000	

3,608,730,692

3,464,980,692

\$3,984,612

\$4,908,138



**EXHIBIT B: Chronology of Activity -- BIEL Shares Issued and  
Liquidated via St. Johns**

SEC v. Bioelectronics Corp., et al  
**Chronology of Activity: BIEL Shares Issued and Liquidated via St. Johns**

Date	Shares Issued to St Johns from BIEL	Deposited at Brokerage Account	Shares Liquidated	Net Proceeds from Liquidations	Funds drawn from Brokerage Account	Funds from P. Whelan Bank Account Sent to Issuer
06/20/12	91,808,086					
01/24/13		91,808,086				
03/26/13			2,598,508	\$12,070.81		
05/01/13						\$17,500.00
07/15/13						\$22,500.00
09/10/13						\$5,500.00
12/27/13			4,228,212	\$1,931.70		
12/27/13					\$10,000 via check	
02/25/14			20,981,366	\$98,041.11		
03/03/14			18,000,000	\$106,757.60		
03/04/14			16,000,000	\$90,155.74		
03/05/14			5,000,000	\$25,667.07		
03/06/14			15,000,000	\$69,988.83		
03/31/14					\$50,000 via wire	

81,808,086      \$404,613      \$60,000      \$45,500