

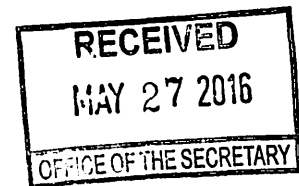
UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

**BIOELECTRONICS CORPORATION,
IBEX, LLC,
ST. JOHN'S, LLC,
ANDREW J. WHELAN,
KELLY A. WHELAN, AND
ROBERT P. BEDWELL,**

Respondents.

File No. 3-17104



**ATTACHMENT TO KELLY A. WHELAN DECLARATION IN SUPPORT OF
RESPONDENTS' MOTION FOR SUMMARY DISPOSITION
(INDEX: NUMBERING MORE DEFINITIVE STATEMENT TO EXHIBITS)**

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Whelan

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

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03/01/11	Blake Joblin	250,000					51
03/07/11						\$42,000	52
03/23/11						\$37,000	53
03/23/11	Asher Enterprises	6,250,000	6,250,000	3/24/2011 - 3/28/2011	\$38,000		54
04/11/11						\$50,000	55
04/14/11						\$30,000	56
06/08/11	Joseph Noel	21,000,000					57
06/16/11	Lauren Jarman	26,000,000					58
06/30/11						\$35,000	59
06/30/11						\$10,000	60
07/19/11						\$6,000	61
07/28/11						\$60,000	62
08/15/11						\$18,000	63
08/17/11						\$5,000	64
07/31/12						\$68,500	65
09/30/12						\$133,500	66
12/14/12						\$35,000	67
01/09/13						\$15,000	68
01/23/13	Beufort Ventures	25,000,000	25,000,000	5/17/2013 - 5/21/2013	\$24,921		69
01/29/13						\$25,000	70
02/05/13	Asten Wyman	59,444,862	59,444,862	2/14/2013 - 2/22/2013	\$47,556		71
02/06/13						\$45,000	72
02/15/13						\$36,000	73
02/20/13	WHC Capital	48,269,286	48,269,286	2/21/2013 - 3/4/2013	\$35,429		74
03/05/13						\$55,000	75
03/05/13	Asten Wyman	78,571,428	78,571,428	4/3/2013 - 5/23/2013	\$55,000		76
03/27/13						\$90,000	77
03/27/13	WHC Capital	75,527,777	75,527,777	4/1/2013 - 5/21/2013	\$93,451		78
04/12/13						\$50,000	79
04/23/13	Redwood Management	33,333,333	33,333,333	4/25/2013 - 4/30/2013	\$50,000		80
05/03/13	Redwood Management	50,000,000	50,000,000	5/8/2013 - 5/13/2013	\$50,000		81
05/03/13	JSJ	50,000,000	50,000,000	5/9/2013 - 6/6/2013	\$50,000		82
05/06/13						\$50,000	83
05/07/13						\$50,000	84
05/15/13	Asten Wyman	58,823,529	58,823,529	5/24/2013 - 6/10/2013	\$50,000		85
05/16/13						\$50,000	86
05/21/13	Beufort Ventures	50,000,000	50,000,000	7/23/2013 - 9/6/2013	\$50,000		87
05/23/13	ATG (IR Consultant)	30,000,000					88
05/31/13	Redwood Management	75,000,000	75,000,000	6/4/2013 - 6/12/2013	\$75,000		89
06/03/13						\$75,000	90
09/26/13	Redwood Management	74,962,519	74,962,519	10/2/2013 - 10/11/2013	\$50,000		91
09/27/13						\$50,000	92
10/15/13						\$25,000	93

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10/15/13	Redwood Management	55,555,555	55,555,555	10/21/2013 - 10/22/2013	\$25,000		94
10/30/13						\$13,000	95
11/06/13	Redwood Management	55,555,555	55,555,555	11/13/2013 - 11/14/2013	\$25,000		96
11/08/13						\$25,000	97
12/12/13	Redwood Management	71,428,571	71,428,571	12/16/2013 - 12/18/2013	\$25,000		98
12/13/13						\$9,500	99
12/18/13						\$15,000	100
12/26/13	Redwood Management	100,000,000	100,000,000	12/30/2013 - 12/31/2013	\$25,000		101
12/27/13						\$25,000	102
01/06/14	Redwood Management	100,000,000	100,000,000	1/8/2014 - 1/10/2014	\$25,000		103
01/09/14						\$25,000	104
01/15/14	Redwood Management	100,000,000	100,000,000	1/16/2014 - 1/17/2014	\$25,000		105
01/17/14						\$4,900	106
01/21/14						\$20,100	107
01/23/14	Redwood Management	100,000,000	100,000,000	1/27/2014 - 1/29/2014	\$25,000		108
01/24/14						\$25,000	109
01/29/14	Redwood Management	100,000,000	100,000,000	1/31/2014 - 2/5/2014	\$25,000		110
01/30/14						\$25,000	111
02/07/14						\$25,000	112
02/07/14	Redwood Management	125,000,000	125,000,000	2/11/2014 - 2/14/2014	\$25,000		113
02/07/14	AGS Capital	328,237,137	328,237,137	2/18/2014 - 4/11/2014	\$50,000		114
02/13/14	Redwood Management	125,000,000	125,000,000	2/19/2014 - 2/21/2014	\$25,000		115
02/14/14						\$25,000	116
02/18/14						\$49,000	117
02/18/14						\$27,000	118
02/21/14	Redwood Management	125,000,000	125,000,000	2/24/2014	\$25,000		119
02/21/14	Redwood Management	38,461,538	38,461,538	2/24/2014 - 2/25/2014	\$25,000		120
02/24/14						\$40,000	121
02/26/14						\$50,000	122
02/26/14	Redwood Management	16,666,666	16,666,666	3/7/2014	\$50,000		123
03/03/14	Redwood Management	52,631,579	52,631,579	3/10/2014	\$100,000		124
03/04/14						\$100,000	125
03/12/14						\$130,000	126
03/12/14	Redwood Management	75,000,000	75,000,000	3/14/2014 - 3/19/2014	\$150,000		127
03/21/14	Deer Valley	13,000,000	13,000,000	3/28/2014	\$25,000		128

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03/26/14	Redwood Management	78,947,368	78,947,368	3/27/2014 - 3/28/2014	\$150,000		129
03/27/14						\$150,000	130
04/01/14	Redwood Management	31,750,000	31,750,000	4/2/2014 - 4/4/2014	\$60,325		131
04/02/14						\$60,305	132
04/03/14	Redwood Management	68,421,052	68,421,052	4/7/2014 - 4/9/2014	\$130,000		133
04/04/14	Deer Valley	13,000,000	13,000,000	4/14/2014 - 4/15/2014	\$25,000		134
04/07/14						\$100,000	135
04/22/14	Redwood Management	38,461,538	38,461,538	4/23/2014 - 4/24/2014	\$50,000		136
04/28/14						\$130,000	137
04/28/14	Redwood Management	41,666,666	41,666,666	4/30/2014 - 5/12/2014	\$50,000		138
04/30/14	Redwood Management	50,000,000	50,000,000	4/30/2014 - 5/12/2014	\$60,000		139
05/05/14						\$60,000	140
05/09/14	Redwood Management	50,000,000	50,000,000	5/13/2014 - 5/16/2014	\$60,000		141
05/15/14	Redwood Management	44,642,857	44,642,857	5/19/2014 - 5/22/2014	\$62,500		142
05/20/14						\$120,000	143
05/22/14	Redwood Management	48,076,923	48,076,923	5/27/2014 - 5/28/2014	\$62,500		144
06/04/14	Redwood Management	44,285,714	44,285,714	6/5/2014 - 6/9/2014	\$62,000		145
06/12/14						\$130,000	146
06/12/14	Redwood Management	53,571,428	53,571,428	6/13/2014 - 6/18/2014	\$75,000		147
06/12/14	Tanglers Investments	43,362,036	43,362,036	6/17/2014 - 7/7/2014	\$64,685		148
06/20/14	Redwood Management	62,500,000	62,500,000	6/24/2014 - 6/26/2014	\$75,000		149
07/01/14						\$150,000	150
07/10/14	Redwood Management	45,454,545	45,454,545	7/11/2014 - 7/17/2014	\$50,000		151
07/16/14						\$50,000	152
08/01/14						\$50,000	153
08/01/14	Redwood Management	41,666,666	41,666,666	8/4/2014 - 8/7/2014	\$50,000		154
08/14/14	Redwood Management	41,666,666	41,666,666	8/15/2014 - 8/19/2014	\$50,000		155
08/20/14						\$50,000	156
08/21/14	Redwood Management	41,666,666	41,666,666	8/25/2014	\$50,000		157
08/27/14	Redwood Management	41,666,666	41,666,666	8/28/2014 - 9/2/2014	\$50,000		158
09/04/14						\$50,000	159
09/10/14	Tanglers Investments	58,471,233	58,471,233	9/15/2014 - 9/25/2014	\$76,245		160
09/22/14						\$25,000	161

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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	Tanglers 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	

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3,608,730,692

3,464,980,692

\$3,984,612

\$4,908,138

CERTIFICATE OF SERVICE

I hereby certify that on May 27, 2016 I served true and correct copies the following documents described as:

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RESPONDENTS' MOTION FOR SUMMARY DISPOSITION**

(INDEX: NUMBERING MORE DEFINITIVE STATEMENT TO EXHIBITS)

on the interested parties in this action in the manner indicated below.

Securities and Exchange Commission
Office of the Secretary
Attn: Secretary of the Commission Brent J. Fields
100 F Street, N.E.
Mail Stop 1090
Washington, D.C. 20549
Fax: (202) 772-9324
alj@sec.gov (via email)
(via Federal Express Overnight Delivery on 5/26)

The Honorable Cameron Elliot
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Attorneys for Respondent Robert P. Bedwell



Stanley C. Morris

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Attorneys for Respondent Robert P. Bedwell



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