

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10036 / February 5, 2016

SECURITIES EXCHANGE ACT OF 1934
Release No. 77073 / February 5, 2016

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3740 / February 5, 2016

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.

DECLARATION OF THOMAS B. ROGERS

I, Thomas B. Rogers, the undersigned, declare:

1. I am employed as a Senior Counsel in the Division of Enforcement ("Division") of the United States Securities and Exchange Commission ("Commission"), and I am assigned to work on this matter. I submit this Declaration in support of the Division's opposition to Respondents' Motion for Summary Disposition. I have personal knowledge of the following facts and could testify competently to them.

2. On June 22, 2016, I searched the Commission's Electronic Data Gathering, Analysis and Retrieval System ("EDGAR"), as found on www.sec.gov, for any Forms 144,

reflecting notice of sale of BioElectronics Corporation (“BIEL”) securities by St. John’s, LLC (“St. John’s”). The EDGAR database contained no such filings.

3. On June 22, 2016, I also contacted the Commission’s library staff to request that it search its files for any Forms 144 reflecting notice of sale of BIEL securities by St. John’s that might have been submitted in paper form, and therefore not reflected in the EDGAR database. The library staff advised me that their files did not contain any of the described documents.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge and recollection.

Dated: June 23, 2016
Executed in Washington, DC


