

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

**ADMINISTRATIVE PROCEEDING
File No. 3-17293**

**In the Matter of

Advanced Life Sciences Holdings, Inc.,

Respondent.**

**DIVISION OF ENFORCEMENT'S BRIEF IN OPPOSITION TO
ADVANCED LIFE SCIENCES HOLDINGS, INC.'S PETITION FOR REVIEW**

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I. Introduction

The Division of Enforcement (“Division”), by counsel, pursuant to Commission Rules of Practice 154 and 250, opposes the Petition for Review of Advanced Life Sciences Holdings, Inc. (“ADLS”) of the Initial Decision revoking the registration of each class of its securities registered pursuant to Securities Exchange Act of 1934 (“Exchange Act”) Section 12. *Advanced Life Sciences Holdings, Inc.*, Initial Decision Rel. No. 1065, 2016 SEC LEXIS 3852 (October 12, 2016) (“Initial Decision”). Administrative Law Judge (“ALJ”) James E. Grimes considered the parties’ motions for and in opposition to summary disposition, including all exhibits and declarations submitted, and entered an Initial Decision revoking ADLS’s Exchange Act Section 12 registration based on its long history of failures to comply with its periodic reporting obligations under Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder. The Initial Decision is correct and should be affirmed.

In the nearly three years since ADLS received a delinquency letter from the Division of Corporation Finance (“Corporation Finance”), ADLS’s communications with the Division, the Division of Corporation Finance (“Corporation Finance”), ALJ Grimes, and the Commission have included admissions of its violations, promises made, promises broken, materially deficient attempts at submitting the information required by its missing filings, a litany of its financial and operational woes, and repeated pleas for leniency. These arguments and efforts have failed to include the one thing that might have led to a result other than that reached by ALJ Grimes – the required periodic filings. Instead, ADLS seeks an exemption from its reporting obligations while it cleans up its financial and operational difficulties. Unsurprisingly, ALJ Grimes found that the foregoing record failed to present the “strongly compelling showing” required of ADLS to avoid revocation for its delinquent filings. Nothing in ADLS’s subsequent pleadings or actions warrants a different conclusion.

II. Statement of Facts

ADLS (CIK No. 1322734) is a void Delaware corporation located in Woodridge, Illinois with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Order Instituting Proceedings (“OIP”), ¶ II.A.4; Frye Decl. Exs. 1 and 2.¹ As of June 8, 2016, the common stock of ADLS was quoted on OTC Link, had six market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3). Frye Decl. ¶ 4 and Ex. 3. ADLS is delinquent in its periodic filings with the Commission, having failed to file any periodic reports since it filed a Form 10-K for the period ended December 31, 2010. Frye Decl. Exs. 4 and 5.

On March 3, 2014, the Division of Corporation Finance (“Corporation Finance”) sent a delinquency letter by certified mail, return receipt requested to ADLS. ADLS received this letter on March 12, 2014, as shown by the signed return receipt. Declaration of Marva Simpson in Support of the Division of Enforcement’s Motion for Summary Disposition as to [ADLS] (“Simpson Decl.”) Ex. 1. The delinquency letter stated that ADLS appeared to be delinquent in its periodic filings and warned that it could be subject to institution of an Exchange Act Section 12(j) proceeding without prior notice if it did not file its required reports within fifteen days of the date of the letter. ADLS’s CEO, Michael Flavin, responded to that letter and requested an accommodation to file a comprehensive 10-K. Such an accommodation was never granted Simpson Decl. ¶3. This resulted in a letter in which ADLS’s Chief Executive Officer (“CEO”) said he “believe[d] that [ADLS] [would] be completely up-to-date with the required filings by

¹From the Declaration of David S. Frye in Support of the Division of Enforcement’s Motion for Summary Disposition and Brief in Support (“Frye Decl.”) and accompanying exhibits, submitted herewith. The Division asks, pursuant to Rule of Practice 323, that the Court take official notice of Ex. 1 and all other information and filings on EDGAR referred to in this brief and/or filed as exhibits with the accompanying Frye Declaration. In order to reduce the volume of documents included in this submission, the Division has attached as exhibits excerpted copies of certain voluminous documents with just the cover page and relevant pages included. The Division will provide complete copies of any of these documents if requested by the Court or by the respondent. Documents that are already part of the record in this proceeding are not included in the Frye Declaration

September 30, 2014.” Letter from ADLS CEO Michael Flavin dated March 24, 2016, Simpson Decl. Ex. 2. ADLS failed to meet its own self-defined target date. In fact, as of the date of this brief, ADLS has not made any Commission filings of any type since it filed a Form 8-K on May 12, 2011. Frye Decl. Ex. 4. As of today, ADLS has failed to file a total of twenty-three consecutive periodic reports, and has not made a compliant periodic filing, timely or otherwise, since it filed its Form 10-K for the period ended December 31, 2010 on March 24, 2011. Frye Decl. Ex. 5.²

The Commission instituted this proceeding on June 15, 2016. ADLS filed its answer on June 28, 2016. After full briefing by the parties, on October 12, 2016, ALJ Grimes issued an Initial Decision revoking the registration of each class of ADLS’s securities registered under Exchange Act Section 12.³

Simultaneously with the institution of this proceeding, the Commission issued an order suspending trading in the securities of ADLS for ten business days. *Advanced Life Sciences Holdings, Inc., et al.*, Exchange Act Rel. No. 78074, Commission File No. 500-1 (June 15, 2016).

III. Argument in Support of Affirmance of Initial Decision

A. Standards Applicable to the Division’s Summary Disposition Motion

Rule of Practice 250(a) permits a party to move “for summary disposition of any or all allegations of the order instituting proceedings” before hearing, with leave of the hearing officer.

² As noted, *infra*, at 11, after the prehearing conference, ADLS sent a non-compliant “comprehensive 10-K” to Corporation Finance, but never filed this document in EDGAR. Frye Decl. Ex. 6.

³ ADLS’s disregard for Commission rules and requirements is further demonstrated by its failure to serve the Division with either its petition for review in this proceeding or its brief in support thereof. Frye Decl. ¶¶ 11-13 and Exs. 10-12. *See* Rule of Practice Rule 150. It is clear from its timely service of documents on the Division by email in the proceeding below, Frye Decl. Exs. 7 and 9, and statements in the prehearing conference, Frye Decl. Ex. 8 at 5-6, that ADLS knew both that service was required and how to accomplish it, yet it failed to do so in pursuing review of the Initial Decision.

Rule of Practice 250(b) provides that a hearing officer may grant a motion for summary disposition if there is no genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law. *See Michael Puorro*, Initial Decision Rel. No. 253, 2004 SEC LEXIS 1348, at *3 (June 28, 2004) citing Rule of Practice 250; *Garcis, U.S.A.*, Securities Exchange Act of 1934 Rel. No. 38495, 1997 SEC LEXIS 838 (April 10, 1997) (granting motion for summary disposition). As one Administrative Law Judge explained:

By analogy to Rule 56 of the Federal Rules of Civil Procedure, a factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. *See Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, 'its opponent must do more than simply show that there is some metaphysical doubt as to the material facts.' *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts showing a genuine issue for a hearing and may not rest upon the mere allegations or denials of its pleadings. At the summary disposition stage, the hearing officer's function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. *See Anderson*, 477 U.S. at 249.

Edward Becker, Initial Decision Rel. No. 252, 2004 SEC LEXIS 1135, at *5 (June 3, 2004).

The Commission instituted this administrative proceeding under Exchange Act Section 12(j). Section 12(j) empowers the Commission, where it deems it "necessary and appropriate for the protection of investors" to either suspend (for a period not exceeding twelve months) or permanently revoke a security's registration "if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder." It is appropriate to grant summary disposition and revoke a registrant's registration in a Section 12(j) proceeding where, as here, there is no dispute that the registrant has failed to comply with Exchange Act Section 13(a). *See AIC International, Inc.*, Initial Decision Rel. No. 324, 2006 SEC LEXIS 2996 (December 27, 2006); *Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (November 9,

2006); *iBiz Technology Corp.*, Initial Decision Rel. No. 312, 2006 SEC LEXIS 1406, at *11 (June 16, 2006); *St. George Metals, Inc.*, Initial Decision Rel. No. 298, 2005 SEC LEXIS 2465, at *12 (September 29, 2005); *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at *7 (November 24, 2003); *Nano World Projects Corp.*, Initial Decision Rel. No. 228, 2003 SEC LEXIS 1968, at *3 (May 20, 2003).

B. The Division is Entitled to Summary Disposition Against ADLS for its Failures to Comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder

Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file periodic and other reports with the Commission. Exchange Act Section 13(a) is a cornerstone of the Exchange Act, establishing a system of periodically reporting invaluable information about issuers of securities. The Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

Gateway International Holdings, Inc., Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288, at *26 (May 31, 2006) (“*Gateway*”), quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977).

“Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1 requires issuers to submit annual

reports, and Exchange Act Rule 13a-13 requires issuers to submit quarterly reports. No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.” *St. George Metals, Inc.*, 2005 SEC LEXIS 2465, at *26; *accord Gateway*, 2006 SEC LEXIS 1288, at *18, 22 n.28; *Stansbury Holdings Corp.*, Initial Decision Rel. No. 232, 2003 SEC LEXIS 1639, at *15 (July 14, 2003); *WSF Corp.*, Initial Decision Rel. No. 204, 2002 SEC LEXIS 1242, at *14 (May 8, 2002). There is no dispute that ADLS failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

Moreover, it is wholly appropriate to revoke ADLS’s registration on a motion for summary disposition where, as here, the Section 12 issuer has failed to comply with Section 13(a). *See AIC International, Inc.*, 2006 SEC LEXIS 2996 (summary disposition granted in Section 12(j) action); *Bilogic, Inc.*, 2006 SEC LEXIS 2596, at *12 (same); *Investco, Inc.*, Initial Decision Rel. No. 312, 2003 SEC LEXIS 2792, at *7 (November 24, 2003); *Nano World Projects Corp.*, Initial Decision Rel. No. 228, 2003 SEC LEXIS 1968, at *3 (May 20, 2003) (summary disposition in Exchange Act Section 12(j) action granted where certifications on filings and respondent’s admission established failure to file annual or quarterly reports).

There is no dispute that ADLS had failed to file twenty-one periodic reports when this proceeding was instituted. After institution, it failed to file two additional periodic reports. Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, Administrative Law Judges have found delinquencies of far less duration to warrant revocation. *WSF Corp.*, 2002 SEC LEXIS 1242, at *14 (one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (one Form 10-K and one Form 10-Q). *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1 (June 16, 2006) (one Form 10-K and two Forms 10-Q). *Stansbury Holdings Corporation*, 2003 SEC LEXIS 1639, at * 1 (one Form 10-K and two Forms 10-Q).

**C. Revocation is the Appropriate Sanction
for ADLS's Serial Violations of Exchange Act
Section 13(a) and Rules 13a-1 and 13a-13 Thereunder**

Exchange Act Section 12(j) provides that the Commission may revoke or suspend the Exchange Act Section 12 registration of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination of what, if any, sanction is appropriate "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway*, 2006 SEC LEXIS 1288, at *19-20. In making this determination, the Commission has said it will consider, among other things: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer's assurances, if any, against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission's *Gateway* decision). Although no one factor is controlling, *Stansbury*, 2003 SEC LEXIS 1639, at *14-15 and *WSF Corp.*, 2002 SEC LEXIS 1242, at *5, *18, the Commission has recently reaffirmed that "'recurrent failure to file periodic reports' is 'so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation.'" *Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)*, Exchange Act Rel. No. 71866, 2014 SEC LEXIS 1193, at *24 (April 4, 2014) ("*Absolute*") (quoting *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at *27 (May 23, 2008)).

1. ADLS's violations of Section 13(a) are serious and egregious

As established by the record in this proceeding, the violative conduct of ADLS is serious and egregious. At the time this proceeding was instituted, ADLS had failed to file twenty-one

consecutive periodic reports, including five Forms 10-K and sixteen Forms 10-Q. Frye Decl. Ex. 5. Since that time, it has missed two additional Forms 10-Q, *Id.* It cannot be denied that a company that failed to file twenty-three periodic filings has committed serious and egregious violations of Section 13(a).

In its brief, ADLS yet again promises it will make all of its missing reports and will comply with the reporting requirements in the future. It asks for a year in which to make this happen. ADLS Brief at 8. Even assuming that ADLS manages to make all of its delinquent reports, the Commission has given little credit to registrants that fail to comply with the filing requirements and then make filings during the pendency of a Commission administrative proceeding. As the Commission has noted in upholding revocation of the securities registration of an issuer that made some of its delinquent filings during the pendency of the proceeding:

Dismissal [in this case] would reward those issuers who fail to file required periodic reports when due over an extended period of time, become the subject of Exchange Act Section 12(j) revocation proceedings, and then, on the eve of hearings before the law judge or, in this case, oral argument on appeal, make last-minute filings in an effort to bring themselves current with their reporting obligations, while prolonging indefinitely the period during which public investors would be without accurate, complete, and timely reports (that comply with the requirements of the Exchange Act and its rules and regulations) to make informed investment decisions.

Nature's Sunshine Products, Inc., Securities Exchange Act of 1934 Rel. No. 59268, 2009 SEC LEXIS 81, at *34 (January 21, 2009)

Absolute, supra, underscores the seriousness with which the Commission views the periodic filing requirements. In *Absolute*, the issuer filed all of its missing reports and was current in its filings thereafter during the pendency of the administrative proceeding.

Notwithstanding this fact, the Commission revoked its registration because, among other things, its “unpersuasive explanations for those delinquencies and the absence of concrete remedial changes to ensure compliance demonstrate that [it] is likely to violate the reporting requirements

in the future.” *Absolute*, 2014 SEC LEXIS 1193, at *21. In another case of an issuer that became current after institution, Judge Foelak noted that “dismissal or a lesser sanction [than revocation] would reward issuers who fail to file required periodic reports over an extended period and become current only after enforcement proceedings are brought against them, essentially providing an automatic lengthy postponement of the prescribed filing dates for such issuers to the detriment of the public interest and investors” *Law Enforcement Associates Corp., et al. [as to Sonnen Corp.]*, Initial Decision Rel. No. 487, 2013 SEC LEXIS 1436, at *12-13 (May 15, 2013). *See also Tamir Biotechnology, Inc.*, Initial Decision Rel. No. 488, 2013 SEC LEXIS 1489, at *3-4 (May 22, 2013) (Elliot, ALJ) (issuer’s registration revoked where it was less than two year’s delinquent and brought itself current after institution). Thus far, ADLS is entitled to even less sympathy than the foregoing issuers because it has yet to file *any* of its delinquent reports. Moreover the report it proposed to file, Frye Decl. Ex. 6, in addition to aggregating information that is required to be reported in separate filings, does not comply with requirement that periodic information be reported in a timely fashion. As the Commission has stated, “[i]f issuers were permitted, at their discretion, to consolidate multiple years of annual reports into a single filing, the investing public would not be assured of the timely disclosure mandated by the Exchange Act.” *Calais Resources, Inc.*, Exchange Act Rel. No 67312, 2012 SEC LEXIS 2023 at *16-17 (June 29, 2012)

**2. ADLS’s Violations of Section 13(a)
have been not just recurrent, but continuous**

ADLS’s violations have not been unique and singular, but numerous, continuous, and mounting. Moreover, ADLS failed to file Forms 12b-25 seeking extensions of time to file for any of its twenty-three missing reports. Frye Decl. Ex. 4. *See Investco, Inc.*, 2003 SEC LEXIS 2792, at *6 (delinquent issuer’s actions were found to be egregious and recurrent where there

was no evidence that any extensions to make the filings were sought).

3. ADLS's failures to comply, including its failure to file Forms 12b-25, suggest a high degree of culpability⁴

In *Gateway*, the Commission stated that, in determining the appropriate sanction in connection with an Exchange Act Section 12(j) proceeding, one of the factors it will consider is “the degree of culpability involved.” The Commission found that the delinquent issuer in *Gateway* “evidenced a high degree of culpability,” because it “knew of its reporting obligations, yet failed to file” twenty periodic reports and only filed two Forms 12b-25. *Gateway*, 2006 SEC LEXIS 1288, at *21. Similarly, ADLS failed to file Forms 12b-25 seeking extensions of time to file its periodic reports and, equally important, explaining the reasons for those failures for any of its twenty-three missing reports. Frye Decl. Ex. 7. *Calais Resources, Inc.*, 2012 SEC LEXIS 2023 at *16-17. (noting failures to file Forms 12b-25 as supporting revocation order.) Because ADLS knew of its reporting obligations and nevertheless failed to file timely periodic reports, and also failed to update the Commission and investors as to why it was unable to make its filings, ADLS has shown more than sufficient culpability to support a grant of the Division’s requested sanction of revocation.

⁴ Although this was not alleged in the OIP, the Court and Commission may consider it in determining an appropriate sanction. The Commission has applied the same principle in other contexts. *Robert Bruce Lohmann*, 80 SEC Docket 1790, 2003 SEC LEXIS 1521, at *17 n.20 (June 26, 2003) (ALJ may properly consider lies told to staff during investigation in assessing sanctions, though they were not charged in the OIP); *Stephen Stout*, 73 SEC Docket 1441, 2000 SEC LEXIS 2119, at *57 & n.64. (October 4, 2000) (respondent’s subsequent conduct in creation of arbitration scheme, which was not charged in OIP, found to be relevant in determining whether bar was appropriate); *Joseph P. Barbato*, Securities Exchange Act of 1934 Rel. No. 41034, 1999 SEC LEXIS 276, at *49-50 (February 10, 1999) (respondent’s conduct in contacting former customers identified as Division witnesses found to be indicative of respondent’s potential for committing future violations). See also *S.E.C. v. Falstaff Brewing Corp.*, 629 F.2d 62, 78 (D.C. Cir. 1980). This principle also permits the Court and Commission to consider ADLS’s failure to file two additional periodic filings that came due during the pendency of this proceeding.

4. ADLS has made inadequate efforts to remedy its past violations and ensure future compliance

After receipt of the delinquency letter, ADLS's "efforts" to remedy its past violations evolved from nonexistent to inadequate before falling back to nonexistent. In response to the March 3, 2014 delinquency letter ADLS set its own target of September 30, 2014 to make its then-delinquent filings, which it failed to meet. Simpson Decl. Ex. 2, Frye Decl. Exs. 4 and 5. Thereafter, ADLS failed to file eight additional periodic reports. Frye Decl. Ex. 4. On July 27, 2016, ADLS sent a letter to Corporation Finance attaching what it described as a "comprehensive 10-K document covering the years 2011 through the present." Frye Decl. Ex. 6. As noted in the Simpson Declaration, ADLS never received an accommodation to file a comprehensive 10-K. In any case, even assuming that ADLS had received an accommodation to file consolidated Forms 10-K, ADLS has not filed any of its eighteen missing Forms 10-Q. It is clear that ADLS has yet to demonstrate that it is capable of meeting its obligations as an Exchange Act Section 12 registrant.

5. ADLS's assurances against future violations are not credible

ADLS's long history of delinquencies leads to a reasonable inference that the Commission cannot rely on any assurances it may offer against future violations. ADLS has yet to make any of its twenty-three missing filings – thus far offering only a non-compliant filing and a promise of future compliance as a basis for avoiding a sanction. The likelihood of future violations can be inferred from a single past violation, including the very violation that led to the enforcement action. *See KPMG Peat Marwick LLP*, Securities Exchange Act of 1934 Rel. No. 44050, 2001 SEC LEXIS 422, at *21-22 (March 8, 2001) (some risk of future violation "need not be very great to warrant issuing a cease-and-desist order and [] in the ordinary case and absent evidence to the contrary, a finding of past violation raises a sufficient risk of future

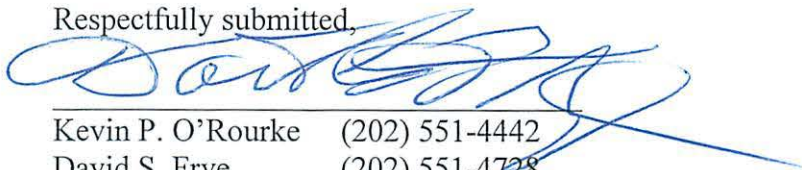
violation.”). ADLS’s behavior during the seven months since institution of this proceeding further establishes that it has no intention of taking the steps needed to meet its reporting obligations in a timely fashion. Moreover, ADLS’s failures to comply with its legal obligations are not limited to its Exchange Act obligations. In the five years since it stopped filing periodic reports required by the Exchange Act, ADLS allowed its corporate charter with the State of Delaware to lapse twice. On August 28, 2013 it reinstated its corporate charter, only to have it become void again on March 1, 2015, a deficiency which has yet to be corrected as of the morning of January 19, 2017. Frye Decl. Ex. 2. Given this history, the only way the Commission may be assured that ADLS’s reporting failures will come to an end is to revoke its registration.

III. Conclusion

For the reasons set forth above, and based on the entire record in this proceeding, the Division respectfully requests that the Commission grant the Division’s Motion for Summary Disposition and revoke the registrations of each class of ADLS’s Exchange Act Section 12 registered securities.

Dated: January 19, 2016

Respectfully submitted,



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DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

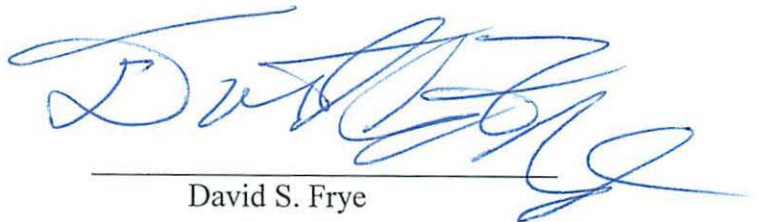
I hereby certify that I caused true copies of the Division of Enforcement's Motion for Summary Disposition as to Advanced Life Sciences Holdings, Inc., Brief in Support, and Declarations of David S. Frye and Marva Simpson in Support thereof and accompanying Exhibits, to be served on the following on this 19th day of January, 2017, in the manner indicated below:

By Email and by Hand:

The Honorable James E. Grimes
Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557
alj@sec.gov

By Overnight Courier and Email:

Advanced Life Sciences Holdings, Inc.
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mflavin@shamrockstructures.com



David S. Frye