



misappropriated the investors' funds to keep his other businesses afloat and to pay personal and business obligations. In a separate scheme between December 2007 and February 2008, Hancher directed Whelan, Grace Holdings and others to place manipulative matched orders for shares of stock in LMWW Holdings, Inc. ("LMWW"), another company controlled by Hancher, in order to prop up its share price and increase its trading volume. Finally, in a third scheme between September 2008 and January 2010, the Defendants misappropriated funds from Cycle Country Accessories Corporation ("Cycle Country"), a Spencer, Iowa-based manufacturer of accessories for all-terrain vehicles and golf carts for which Hancher was a director and audit committee member. Hancher abused his position with the company to persuade it to give the Defendants \$620,000 under the guise of a program to take Cycle Country private through a stock buyback. However, Hancher and Whelan utilized only a fraction of Cycle Country's money for the stock buyback and instead misappropriated \$507,500 and \$16,187, respectively. To cover-up the misappropriations, Hancher created fake documents and lied to Cycle Country's external auditor. The Defendants' misappropriations and Hancher's subsequent lies about the stock buyback also caused Cycle Country to make false entries in its books and records and incorrectly report the stock repurchases and its earnings per share in public filings with the Commission.

2. In connection with the offering for Scott Contracting, Defendants Hancher and Commerce Street have violated the antifraud provisions of the Securities Act of 1933 ("Securities Act") and the Securities Exchange Act of 1934 ("Exchange Act") and acted as unregistered brokers in violation of the Exchange Act. As a result of their manipulative conduct related to LMWW and the misappropriations from Cycle Country, Defendants

Hancher, Commerce Street, Whelan and Grace Holdings have violated the antifraud provisions of the Exchange Act. By causing Cycle Country to make false entries in its books and records and file materially false filings with the Commission, Defendant Hancher has further violated or aided and abetted violations of the books and records, lying to the auditors and reporting provisions of the Exchange Act.

### **JURISDICTION AND VENUE**

3. The Court has jurisdiction over this action pursuant to Sections 20 and 22 of the Securities Act [15 U.S.C. §§ 77t and 77v] and Sections 21 and 27 of the Exchange Act [15 U.S.C. §§ 78u and 78aa]. Defendants Hancher, Commerce Street, Whelan and Grace Holdings, directly or indirectly, have made use of the means or instrumentalities of interstate commerce, of the mails, or of the facilities of a national securities exchange in connection with the acts, practices and courses of business alleged in this Complaint.

4. Venue is proper in this Court pursuant to Section 22 of the Securities Act [15 U.S.C. § 77v] and Section 27 of the Exchange Act [15 U.S.C. §78aa] because acts, practices and courses of business constituting the violations alleged in this Complaint occurred within the jurisdiction of the United States District Court for the Northern District of Iowa and elsewhere.

### **DEFENDANTS**

5. Lowell Gene “Bob” Hancher is 57 years old and resides in Sheridan, Indiana. He founded Commerce Street in 2000 and served as its Chief Executive Officer until it ceased operations in February 2010. Hancher also has served on the boards of directors of several penny stock companies, including Cycle Country and LMWW. Hancher first became a member of Cycle Country’s board of directors in 2001. From

September 2009 until his resignation in January 2010, Hancher acted as the chairman of Cycle Country's board of directors and of its audit committee. Hancher filed for Chapter 7 bankruptcy in the United States Bankruptcy Court for the Southern District of Indiana in August 2010.

6. Commerce Street Venture Group, Inc. is an Indiana corporation with its principal place of business in Westfield, Indiana. Hancher founded Commerce Street in 2000 and was its sole owner until it stopped operating in February 2010. On its website, Commerce Street claimed to be a private equity venture capital firm that invested in small companies in the early stages of going public.

7. Edward T. Whelan is 60 years old and resides in Keyport, New Jersey. He is the president and sole shareholder of Grace Holdings, a business-consulting firm that he founded in 2000. Whelan also has served in management positions and on the boards of directors for several penny stock companies.

8. Grace Holdings, Inc. is a Maryland corporation formed by Whelan in 2000 as a business-consulting firm. It is no longer considered to be in good standing with Maryland's Office of the Secretary of State. Whelan maintains all of his bank and brokerage accounts in Grace Holdings' name and operates Grace Holdings out of his personal residence in New Jersey.

#### **OTHER RELEVANT ENTITIES**

9. Scott Contracting, Inc. is a privately-held Colorado corporation based in Henderson, Colorado. It is a full-service utilities, asphalt and general contracting firm.

10. LMWW Holdings, Inc. is a Florida shell corporation based in Lawton, Michigan. It served as the holding company for Legend Motors Worldwide, Inc. ("Legend

Motors”), a designer and manufacturer of custom automobiles. LMWW’s stock was quoted on the Pink Sheets until Legend Motors Worldwide, Inc. filed for bankruptcy in June 2009. Hancher was the chairman of LMWW’s board of directors.

11. Cycle Country Accessories Corporation is a Nevada corporation with headquarters in Spencer, Iowa. It designs and manufactures accessories for all-terrain vehicles and golf carts. Cycle Country’s stock is registered with the Commission pursuant to Section 12(b) of the Exchange Act and trades on the NYSE Amex LLC stock exchange under the ticker symbol ATC.

## **FACTS**

### **I. Hancher And Commerce Street’s Fraudulent Stock Offering On Behalf Of Scott Contracting**

12. In January 2005, Hancher approached Scott Contracting’s owner about hiring Commerce Street to take Scott Contracting public. Hancher told Scott Contracting’s owner that Commerce Street had connections to large venture capital firms on Wall Street and would cover all of the costs for a stock offering on Scott Contracting’s behalf, in exchange for the payment of a modest commission. The owner agreed as long as the new offering would preserve his majority ownership in and control of Scott Contracting.

13. Hancher agreed to those terms and told Scott Contracting’s owner that he and Commerce Street would solicit investments in a new shell company named Scott Contracting Holdings, Inc. and would perform a reverse-merger once they raised sufficient capital for an initial public offering.

14. Hancher and Commerce Street began soliciting investors for the stock offering in April 2005 and continued until approximately November 2007. During that time, Hancher and Commerce Street raised at least \$1,878,500 from at least 60 investors,

including numerous employees of Scott Contracting and individuals who reside in the state of Iowa and elsewhere.

15. In raising these funds, Hancher told investors several inconsistent lies about how their funds would be used. In speaking to different investors and providing them with supporting documentation, Hancher's claims included:

- That the investors' funds would be placed in a shell company that would be used to take Scott Contracting public through a reverse-merger;
- That the investors' funds would be invested in Scott Contracting itself, not the shell company;
- That the investors' funds would be placed in an interest-bearing escrow account and would not be used until the offering was fully-subscribed; or
- That the investors' funds only would be used to provide a bridge loan to cover Scott Contracting's start-up costs because he had a large institutional investor ready to pay the costs of taking Scott Contracting public.

16. Although Hancher was inconsistent in the representations that he made to different investors about the use of their funds, he consistently promised them that they would receive outsized returns of 50% after Scott Contracting's initial public offering.

17. Contrary to all of Hancher's claims, Hancher and Commerce Street simply misappropriated the money they raised from investors and used the funds to pay business expenses and payroll for LMWW, Commerce Street and several other businesses in which Hancher was involved, to pay Hancher's personal credit card bills and to make Hancher's and Commerce Street's mortgage payments.

18. In June 2007, Hancher attempted to further his deceptive scheme by convincing Scott Contracting's owner to enter into a fraudulent loan agreement for a \$2 million loan. Hancher said that the loan would strengthen Scott Contracting's balance sheet in order to induce a large institutional investor to invest in the company. Hancher told the owner that he and Commerce Street would facilitate the loan.

19. Based on Hancher's advice, Scott Contracting's owner agreed personally to enter into a short-term loan for \$2 million with a group of investors from Detroit, Michigan. The owner signed a promissory note that stated that the loan would be repaid in full within six months with 8% interest.

20. Unbeknownst to Scott Contracting's owner, however, Hancher did not give the signed promissory note to the Detroit investors. Instead, Hancher forged the owner's signature on a separate debt and equity agreement that Hancher had drafted.

21. Unlike the loan agreement, this debt and equity agreement provided that in exchange for providing the \$2 million loan, the Detroit investors would receive 75,000 shares of Scott Contracting stock through Commerce Street, with the option to purchase up to an additional \$5 million of Scott Contracting stock.

22. Hancher also gave the Detroit investors a forged stock certificate indicating that they held a majority ownership interest in Scott Contracting.

23. Hancher did not receive any of the loan proceeds.

## **II. The Defendants' Scheme To Manipulate LMWW's Stock Price**

24. In a separate scheme, Hancher, Commerce Street, Whelan and Grace Holdings took steps to prop up LMWW's stock price by manipulating trading in LMWW stock.

25. Between December 2007 and February 2008, Whelan and several others under Hancher's direction placed at least 18 matched orders for more than 60,000 shares of LMWW stock. Whelan personally placed at least two of these matched orders in Grace Holding's brokerage account.

26. The matched orders took the form of offsetting identical or nearly identical buy and sell orders placed at or around the same time.

27. Hancher, Whelan and the other traders coordinated the timing and the prices of the bids for LMWW stock through Skype instant messaging chats.

28. During the Skype chats, Whelan passed along Hancher's instructions to the other traders and answered their questions about how best to prop up LMWW's stock price.

29. Among other things, Whelan told the other traders that they needed to keep LMWW's stock price above \$1.50 while Hancher attempted to raise money from a large, foreign investor. According to Whelan, Hancher told him that he did not want to dilute his ownership interest in LMWW by issuing additional shares to the foreign investor at a lower price per share.

30. In addition to coordinating with other traders through the Skype chats, Whelan also regularly reviewed trading screens and other information to determine who else was buying and selling shares of LMWW stock. By doing this, Whelan was able to place buy offers at the same time that others placed sell offers.

31. During the time that Whelan and the other traders placed their matched orders, the average weekly trading volume in LMWW stock jumped from approximately 450 shares per week to approximately 47,000 shares per week.

**III. The Defendants' Fraud Against Cycle Country**

32. In a third scheme, between September 2008 and January 2010, Hancher abused his position as a member of Cycle Country's board of directors and audit committee to steal funds from the company to support his lifestyle and other businesses.

33. During his tenure as a board member, Hancher exercised considerable influence over Cycle Country's management, including recruiting a former employee of Commerce Street to serve as Cycle Country's president and chief executive officer. In addition, during 2008, while Cycle Country searched for a new chief financial officer, Hancher directed and assisted Cycle Country's accounting staff in preparing the company's public filings with the Commission.

**A. The Defendants' Misappropriations From Cycle Country**

34. In September 2008, Hancher recommended that Cycle Country adopt a plan to buy back shares of its stock as a first step toward taking the company private. Hancher claimed that it was an opportune time to start buying back Cycle Country's shares because he had learned that one of Cycle Country's largest shareholders planned to liquidate its position in the company's stock before the end of 2008.

35. Hancher told Cycle Country's management and certain other board members that he and Commerce Street would facilitate the entire stock buyback with the assistance of Whelan and Grace Holdings. This was the first time Cycle Country had heard about Whelan or Grace Holdings.

36. In October 2008, after additional urging by Hancher, Cycle Country agreed to set aside funds for the stock buyback.

37. On October 29, 2008, at Hancher's direction, Cycle Country wired \$120,000 to Grace Holdings' bank account for the stock buyback.

38. In November 2008, Hancher informed Cycle Country's CEO that instead of utilizing Grace Holdings or another intermediary for future purchases of Cycle Country stock, Hancher would open a separate brokerage account in Cycle Country's name to enable the company to buy back shares of its stock directly.

39. Between November and December 2008, at Hancher's direction, Cycle Country sent four separate wires totaling \$450,000 to Commerce Street's bank account in order to fund this new brokerage account and buy back additional shares of Cycle Country stock.

40. On January 2, 2009, Cycle Country wired an additional \$50,000 to Commerce Street's bank account for the buyback. Two weeks later, Hancher, in turn, wired these funds to Grace Holdings' bank account.

41. The Defendants did not use all of the \$620,000 Cycle Country sent to them to buy back shares of Cycle Country stock.

42. Whelan used the \$170,000 he received as follows:

- a. \$93,570 to purchase 195,416 shares of Cycle Country stock in Grace Holdings' name in Grace Holdings' brokerage account;
- b. \$16,187, at Hancher's direction, to purchase 236,000 shares of LMWW stock in Grace Holdings' name in Grace Holdings' brokerage account; and
- c. \$57,500 to kick back to Hancher and Commerce Street.

43. Hancher never wired any of the money he received from Cycle Country into a separate brokerage account or used it to buy back any shares of Cycle Country stock.

44. Instead, Hancher used the \$450,000 he received directly from Cycle Country and the \$57,500 he received from Whelan to pay various personal expenses, including his credit card bills and the mortgage on one of his two homes.

45. In total, Whelan and Hancher misappropriated \$16,187 and \$507,500, respectively from Cycle Country.

**B. Hancher's Lies To Cycle Country's External Auditor**

46. At a meeting of Cycle Country's board of directors in December 2008, Hancher told the board and Cycle Country's management that he had purchased 560,000 shares of Cycle Country's stock on its behalf and was continuing to purchase additional shares.

47. At that time, Whelan had purchased only 195,416 shares of Cycle Country stock and Hancher had not made any purchases.

48. On January 12, 2009, Cycle Country's external auditor asked Hancher to provide documentation of his purchases of Cycle Country stock to assist the auditor in reviewing Cycle Country's quarterly report on Form 10-Q for the quarter ended December 31, 2008.

49. On several occasions in January 2009, Hancher reiterated that he had purchased the shares of Cycle Country stock, but did not provide Cycle Country's auditor with any of the supporting documentation.

50. In late January 2009, Hancher gave Cycle Country and its external auditor a spreadsheet that he had created which showed dates, prices and quantities of shares of Cycle Country stock that he claimed to have purchased. None of this information was true.

51. Between July and November 2009, Cycle Country's external auditor repeatedly asked Hancher to produce additional documents supporting his purchases of Cycle Country stock.

52. Hancher did not produce the requested documentation and instead provided a multitude of excuses for not producing the additional documents. Among other things, Hancher claimed that he had been held up in getting the documentation because his broker-dealer had unexpectedly gone out of business.

53. Finally, on November 13, 2009, Hancher faxed Cycle Country and its external auditor a brokerage account statement showing purchases of Cycle Country stock totaling \$570,000 in the brokerage account that he purportedly had utilized for the stock buyback.

54. Cycle Country's external auditor made several requests for additional supporting documentation to assist with its review of Cycle Country's Form 10-K for the fiscal year ended on September 30, 2009.

55. On December 23, 2009, Hancher faxed both Cycle Country and its external auditor several bank statements showing wires from Commerce Street's bank account to the purported brokerage account to fund the purchases of Cycle Country stock.

56. On January 2, 2010, Hancher faxed additional documents to Cycle Country's external auditor that purportedly reflected additional wire transfers from Hancher's personal bank account to the purported brokerage account.

57. Cycle Country's external auditor quickly discovered that the purported brokerage and bank account statements that Hancher provided were fake. Among other things, they discovered that Hancher, Commerce Street and Cycle Country did not hold any brokerage accounts with the purported broker-dealer and that the brokerage account statement that Hancher had provided had been doctored, including misspelling the broker-dealer's name. They also discovered that the bank account statements showing wires from Commerce Street's account to the broker-dealer were false.

58. Hancher resigned his position on Cycle Country's board of directors on January 6, 2010.

C. **Hancher's Role In Falsifying Cycle Country's Books, Records, Accounts And Filings With The Commission**

59. At Hancher's direction during 2008 and 2009, Cycle Country's accounting department incorporated the false information that Hancher provided about the Defendants' purchases of shares of Cycle Country stock into the company's books, records and accounts.

60. In its quarterly report on Form 10-Q for the quarter ended on December 31, 2008, Cycle Country reported that it had purchased 747,250 shares of its stock at an average price of \$0.72 per share for a total cost of \$570,000. Hancher signed that Form 10-Q as a director, even though he knew that Cycle Country had not actually purchased the shares of stock.

61. Hancher's lies about purchasing shares of Cycle Country stock also materially impacted the earnings (losses) per share that Cycle Country reported in its Forms 10-Q filed with the Commission for the quarters ended on December 31, 2008, March 31, 2009 and June 30, 2009.

62. On January 8, 2010, Cycle Country filed a current report on Form 8-K with the Commission stating that it would be unable to timely file its annual report on Form 10-K because it had discovered a number of irregularities surrounding the purported stock buyback recommended by Hancher, including the possibility that Hancher had not used the funds advanced to him by the company to in fact purchase shares of Cycle Country stock.

63. On May 17, 2010, Cycle Country filed amended quarterly reports on Form 10-Q for the quarters ended on December 31, 2008, March 31, 2009 and June 30, 2009 in which it restated its earnings per share from \$0.07 to \$0.00, -\$0.14 to -\$0.13 and -\$1.04 to -\$0.91, respectively.

#### **COUNT ONE**

##### ***Violations of Section 17(a)(1) of the Securities Act [15 U.S.C. § 77q(a)(1)]***

64. The Commission realleges and incorporates by reference paragraphs 1 through 63.

65. Hancher and Commerce Street, in the offer or sale of securities, by the use of the means and instruments of transportation or communication in interstate commerce and by the use of the mails, directly or indirectly, employed devices, schemes and artifices to defraud.

66. Hancher and Commerce Street knowingly or recklessly engaged in the fraudulent conduct described above.

67. By engaging in the conduct described above, Hancher and Commerce Street have violated, and unless restrained and enjoined, will continue to violate, Section 17(a)(1) of the Securities Act [15 U.S.C. § 77q(a)(1)].

**COUNT TWO**

***Violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act  
[15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)]***

68. The Commission realleges and incorporates by reference paragraphs 1 through 63.

69. Hancher and Commerce Street, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly obtained money or property by means of untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon purchasers of securities.

70. By engaging in the conduct described above, Hancher and Commerce Street have violated, and unless restrained and enjoined, will continue to violate, Sections 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)].

**COUNT THREE**

***Violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5  
thereunder [17 C.F.R. § 240.10b-5]***

71. The Commission realleges and incorporates by reference paragraphs 1 through 63.

72. Hancher, Commerce Street, Whelan and Grace Holdings, in connection with the purchase or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, directly or indirectly: (a) used or employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact or omitted to state material

facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or (c) engaged in acts, practices, or courses of business which operated or would operate as a fraud and deceit upon other persons.

73. Hancher, Commerce Street, Whelan and Grace Holdings knowingly or recklessly engaged in the fraudulent conduct described above.

74. By engaging in the conduct described above, Hancher, Commerce Street, Whelan and Grace Holdings have violated, and unless restrained and enjoined, will continue to violate, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

#### **COUNT FOUR**

##### ***Violations of Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rules 13b2-1 and 13b2-2 thereunder [17 C.F.R. §§ 240.13b2-1 and 240.13b2-2]***

75. The Commission realleges and incorporates by reference paragraphs 1 through 63.

76. Hancher violated Section 13(b)(5) of the Exchange Act by knowingly circumventing or knowingly failing to implement a system of internal accounting controls at Cycle Country or knowingly falsifying Cycle Country's books, records, or accounts.

77. Hancher violated Exchange Act Rule 13b2-1 by, directly or indirectly, falsifying or causing to be falsified, the books, records, and accounts of Cycle Country subject to Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)].

78. Hancher violated Exchange Act Rule 13b2-2 by making, or causing to be made, materially false or misleading statements or omissions to an accountant or auditor.

79. By engaging in the conduct described above, Hancher violated Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rules 13b2-1 and 13b2-2 thereunder [17 C.F.R. §§ 240.13b2-1 and 240.13b2-2].

**COUNT FIVE**

***Violations of Section 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)]***

80. The Commission realleges and incorporates by reference paragraphs 1 through 63.

81. Hancher and Commerce Street, while acting as brokers or dealers, effectuated transactions in, or induced or attempted to induce the purchase or sale of, securities while they were not registered with the Commission as a broker or dealer or when they were not associated with an entity registered with the Commission as a broker or dealer.

82. By engaging in the conduct described above, Hancher and Commerce Street have violated, and unless restrained and enjoined will continue to violate, Section 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)].

**COUNT SIX**

***Aiding and Abetting of Violations of Section 13(a) of the Exchange Act  
[15 U.S.C. § 78m(a)] and Rules 12b-20 and 13a-13 thereunder  
[17 C.F.R. §§ 240.12b-20 and 240.13a-13]***

83. The Commission realleges and incorporates by reference paragraphs 1 through 63.

84. Cycle Country, an issuer of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], violated Section 13(a) of the Exchange Act and Rules 12b-20 and 13a-13 thereunder by filing quarterly reports on Form 10-Q for the quarters

ended on December 31, 2008, March 31, 2009 and June 30, 2009 that were materially false and misleading.

85. Hancher knowingly provided substantial assistance to Cycle Country in its violations by providing the company with fake documents and false information about his purported repurchases of shares of Cycle Country stock.

86. By engaging in the conduct described above, Hancher aided and abetted Cycle Country's violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20 and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20 and 240.13a-13].

### **PRAYER FOR RELIEF**

**WHEREFORE**, the Commission respectfully requests that the Court:

#### **I.**

Find that Defendants Hancher, Commerce Street, Whelan and Grace Holdings committed the violations alleged against them;

#### **II.**

Permanently restrain and enjoin Defendant Hancher from, directly or indirectly, violating or aiding and abetting violations of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3)], Sections 10(b), 13(a), 13(b)(5) and 15(a)(1) of the Exchange Act [15 U.S.C. §§ 78j(b), 78m(a), 78m(b)(5) and 78o(a)(1)] and Rules 10b-5, 12b-20, 13a-13, 13b2-1 and 13b2-2 thereunder [17 C.F.R. §§ 240.10b-5, 240.12b-20, 240.13a-13, 240.13b2-1 and 240.13b2-2];

#### **III.**

Permanently restrain and enjoin Defendant Commerce Street from, directly or indirectly, violating Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act [15

U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3)], Sections 10(b) and 15(a)(1) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78o(a)(1)] and Rule 10b-5 thereunder [17 C.F.R. §§ 240.10b-5];

**IV.**

Permanently restrain or enjoin Defendants Whelan and Grace Holdings from, directly or indirectly, violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

**V.**

Order Defendants Hancher and Whelan to disgorge all ill-gotten gains they received as a result of the violations alleged in this Complaint, plus prejudgment interest;

**VI.**

Order Defendant Hancher to pay appropriate civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] and order Defendant Whelan to pay appropriate civil penalties pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)];

**VII.**

Impose a bar on Defendant Hancher from acting as an officer or director of any public company pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)];

**VIII.**

Impose a bar on Defendants Hancher and Whelan from participating in any offering of penny stock pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)] and Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)];

**IX.**

Retain jurisdiction of this action in accordance with the principles of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered or to entertain any suitable applications or motions for additional relief within the Court's jurisdiction; and

**X.**

Grant such other and further relief as the Court deems necessary and appropriate.

Respectfully Submitted,

**UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION**

/s/ Richard G. Stoltz

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