

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 64310 / April 20, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-14346

In the Matter of

TROY B. WRAGG,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE
ACT OF 1934 AND NOTICE OF HEARING**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Troy Wragg (“Wragg” or “Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. From September 2007 through November 2009, Respondent was the founder, chairman of the board of directors, and chief executive officer of Mantria Corporation (“Mantria”). Respondent does not hold any securities licenses, and he has never been associated with a registered broker or dealer. During September 2007 through November 2009, Respondent acted as an unregistered broker or dealer in connection with his offer and sale of securities of Mantria and its affiliates. Specifically, Respondent made use of the mails or means or instrumentalities of interstate commerce to effect transactions in or to induce or attempt to induce the purchase or sale of securities of Mantria and its affiliates without being registered with the

Commission in accordance with Section 15(b) of the Exchange Act or being associated with a registered broker or dealer.

B. ENTRY OF THE INJUNCTION

2. On March 29, 2011, an order for permanent injunction was entered by consent against Wragg, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Mantria Corporation, et al., Civil Action Number 1:09-CV-02676, in the United States District Court for the District of Colorado.

3. The Commission's complaint alleged that from at least September 2007 through November 2009, Defendants, including Wragg, sold the securities of Mantria and its affiliates by making materially false representations to investors regarding, among other things, the intended use of the proceeds from the sale of such securities, the past rates of return that had been paid to other investors, and the operational success and business prospects of the companies issuing the securities. The complaint also alleged that Defendants omitted the material fact that the proceeds from the sale of these securities were used, in Ponzi-like fashion, to pay off earlier investors. The complaint further alleged that Wragg acted as an unregistered broker or dealer in selling securities of Mantria and its affiliates. The complaint alleged that Wragg actively solicited investors to purchase the securities through seminars, Internet webinars, telephone conference calls, and/or conversations with investors, as well as other means. The complaint alleged that Wragg received transaction-based compensation for the sale of securities of Mantria and its affiliates and that he paid transaction-based compensation to others for the sale of such securities.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act;

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Notice of Hearing, on the Respondent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
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