

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SECURITIES EXCHANGE ACT OF 1934  
Release No. 64701/June 20, 2011

ADMINISTRATIVE PROCEEDING  
File No. 3-14344

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In the Matter of	:	
	:	ORDER MAKING FINDINGS AND
AMANDA E. KNORR	:	IMPOSING SANCTION BY DEFAULT

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**SUMMARY**

This Order bars Amanda E. Knorr (Knorr) from association with a broker or dealer. Knorr was previously enjoined from violating the antifraud provisions and registration provisions of the securities laws in connection with wrongdoing while acting as an unregistered broker-dealer.

**I. BACKGROUND**

The Securities and Exchange Commission (Commission) issued its Order Instituting Proceedings (OIP) against Knorr on April 20, 2011, pursuant to Section 15(b) of the Securities Exchange Act of 1934 (Exchange Act). The OIP alleges that she was enjoined in 2011 from violating the antifraud and registration provisions of the securities laws in connection with wrongdoing while acting as an unregistered broker-dealer. Through her attorney, at a June 17, 2011, prehearing conference, Knorr affirmatively declined to defend this proceeding. Knorr is in default within the meaning of 17 C.F.R. § 201.155(a) in that she affirmatively declined to defend this proceeding.<sup>1</sup> Accordingly, the undersigned finds the following allegations in the OIP are true.

**II. FINDINGS OF FACT**

Knorr, the president, vice-chairman of the board, and chief operating officer of Mantria Corporation (Mantria), is permanently enjoined from violating Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder. SEC v. Mantria Corp., No. 1:09-cv-02676 (D. Colo. Mar. 29, 2011). The wrongdoing that underlies Knorr's injunction occurred from at least September 2007 through

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<sup>1</sup> Knorr was previously advised that, if she were deemed to be in default, the undersigned would enter an order barring her from association with any broker or dealer. See Amanda E. Knorr, Admin. Proc. No. 3-14344 (A.L.J. May 17, 2011) (unpublished).

November 2009, when she and others 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 and omitting the material fact that the proceeds from the sale of these securities were used, in Ponzi-like fashion, to pay off earlier investors. Knorr acted as an unregistered broker or dealer in selling the securities and actively solicited purchasers through seminars, Internet webinars, telephone conference calls, and/or conversations with investors, as well as other means. Knorr received transaction-based compensation for the sale of the securities and paid transaction-based compensation to others for such sales.

### **III. CONCLUSIONS OF LAW**

Knorr is permanently enjoined “from engaging in or continuing any conduct or practice in connection . . . with the purchase or sale of any security” within the meaning of Sections 15(b)(4)(C) and 15(b)(6)(A)(iii) of the Exchange Act.

### **IV. SANCTION**

Knorr will be barred from association with any broker or dealer. This sanction will serve the public interest and the protection of investors, pursuant to Section 15(b) of the Exchange Act. It accords with Commission precedent and the sanction considerations set forth in Steadman v. SEC, 603 F.2d 1126, 1140 (5th Cir. 1979), aff’d on other grounds, 450 U.S. 91 (1981). Knorr’s unlawful conduct was egregious and recurring, occurring repeatedly over a short period. There are no mitigating circumstances.

### **V. ORDER**

IT IS ORDERED that, pursuant to Section 15(b) of the Securities Exchange Act of 1934, AMANDA E. KNORR IS BARRED from association with a broker or dealer.

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Carol Fox Foelak  
Administrative Law Judge