

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9749 / April 16, 2015

SECURITIES EXCHANGE ACT OF 1934
Release No. 74750 / April 16, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16495

In the Matter of

RONALD A. WARREN

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
AND CEASE-AND-DESIST PROCEEDINGS,
PURSUANT TO SECTION 8A OF THE
SECURITIES ACT OF 1933 AND SECTIONS
15(b) AND 21C OF THE SECURITIES
EXCHANGE ACT OF 1934, MAKING
FINDINGS, AND IMPOSING REMEDIAL
SANCTIONS AND A CEASE-AND-DESIST
ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) and Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against Ronald A. Warren (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 8A of the Securities Act of 1933 and Sections 15(b) and 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds¹ that:

Respondent

1. Respondent was the sole officer, director, and majority shareholder of InTake Communications, Inc. ("InTake"), a Florida corporation, from the date of its incorporation until approximately February 10, 2011. Respondent was the sole officer, director, and majority shareholder of BlueFlash Communications, Inc. ("BlueFlash"), a Florida corporation, from approximately June 20, 2013 to August 23, 2013. Respondent, 60 years old, is a resident of Duluth, Georgia.

Other Relevant Entities and Persons

2. InTake, incorporated in Florida on December 24, 2009, registered an offering of 3,000,000 shares of common stock pursuant to a registration statement effective as of March 25, 2010. InTake's stated principal place of business was in Duluth, Georgia. On February 10, 2011, InTake underwent a change of control pursuant to a stock purchase agreement. Prior to that change of control, InTake had at least three undisclosed parents, promoters, and control persons ("InTake undisclosed control persons").

3. BlueFlash, incorporated in Florida on January 11, 2011, registered an offering of 3,000,000 shares of common stock pursuant to a registration statement effective as of May 13, 2011. On August 23, 2013, BlueFlash underwent a change of control pursuant to a merger agreement. Prior to that change of control, BlueFlash had at least two undisclosed parents, promoters, and control persons ("BlueFlash undisclosed control persons").

Background

4. One of the InTake undisclosed control persons approached Respondent to be the sole officer and director of a company whose sole purpose was to be sold as a public vehicle. This undisclosed control person told Respondent that Respondent would be the sole officer and director of the company in name only, and would be paid a flat fee upon the sale of the company. That company was soon incorporated as InTake on December 24, 2009.

5. On February 2, 2010, InTake filed a Form S-1 registration statement seeking to register the offer and sale of 3,000,000 common shares in a \$30,000 public offering, and amended its statement on March 8, 2010 and March 23, 2010 (together, the "InTake Registration Statement"). The InTake Registration Statement became effective as of March 25, 2010.

¹ The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

6. On March 7, 2011, BlueFlash filed a Form S-1 registration statement seeking to register the offer and sale of 3,000,000 common shares in a \$30,000 public offering, and amended its statement on April 13, 2011 (together, the “BlueFlash Registration Statement”). The BlueFlash Registration Statement became effective as of May 13, 2011.

7. According to the InTake Registration Statement and InTake’s other filings with the Commission, Respondent was the President, Director, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, majority shareholder, and sole member of management of InTake.

8. The InTake Registration Statement and InTake’s other filings with the Commission materially misrepresented that Respondent had capitalized InTake and controlled, and would continue to control, InTake. Respondent knew at all material times that, to the contrary, InTake was capitalized, operated and otherwise controlled by the InTake undisclosed control persons, none of whom was disclosed in any of InTake’s filings with the Commission.

9. The InTake Registration Statement and InTake’s other filings with the Commission materially misrepresented that InTake’s business plan was “to provide software to companies to help them market and sell their music and entertainment content to consumers.” Respondent took no actions toward any such business plan for InTake. Respondent knew at all material times that InTake had no purpose other than to engage in a merger or acquisition with an unidentified entity. Therefore, InTake was an undisclosed “blank check company” as defined in Rule 419 under the Securities Act.

10. According to BlueFlash’s filings with the Commission, starting on or about June 20, 2013, Respondent was the President, Secretary, Treasurer, Director, Principal Executive Officer, Principal Financial Officer, majority shareholder, and sole member of management of BlueFlash.

11. BlueFlash’s filings with the Commission materially misrepresented that Respondent controlled BlueFlash starting on or about June 20, 2013. Respondent knew at all material times that, to the contrary, BlueFlash was operated and otherwise controlled by the BlueFlash undisclosed control persons, none of whom was disclosed in any of BlueFlash’s filings with the Commission.

12. The BlueFlash Registration Statement and BlueFlash’s other filings with the Commission materially misrepresented that BlueFlash’s business plan was “to create, deliver and track all aspects of geo-location based mobile device coupon campaigns that could have a material impact on the young mobile advertising space.” Respondent took no actions toward any such business plan for BlueFlash. Respondent knew at all material times that BlueFlash had no purpose other than to engage in a merger or acquisition with an unidentified entity. Therefore, BlueFlash was an undisclosed “blank check company” as defined in Rule 419 under the Securities Act.

13. Respondent took no actions toward devising, designing, maintaining, or evaluating internal accounting controls, disclosure controls and procedures as defined in Rule 15d-15(e) under the Exchange Act (“disclosure controls and procedures”), or internal control over financial reporting

as defined in Rule 15d-15(f) under the Exchange Act (“internal control over financial reporting”) for InTake or BlueFlash.

14. InTake filed Forms 10-Q on May 4, 2010, August 6, 2010, and October 18, 2010. Although Respondent did not expressly consent to the use of his electronic signature on these periodic reports and the accompanying certifications, Respondent knew about Intake’s periodic reporting requirements, gave consent for his signature to be used in other filings for Intake, and received email confirmations from the Commission upon the filing of Intake’s periodic reports containing certifications in his name. These periodic reports and certifications contained material misrepresentations and omissions pertaining to InTake’s business plan and Respondent’s involvement in InTake, including but not limited to Respondent’s purported design, establishment, evaluation, and maintenance of disclosure controls and procedures and internal control over financial reporting.

15. Respondent made materially false statements and omissions in furtherance of InTake’s sole purpose as public vehicles for merger or acquisition, including misstatements to broker-dealers in connection with Form 211 applications submitted to the Financial Industry Regulatory Authority (FINRA) regarding InTake’s business plan.

16. Respondent received documents containing an electronic version of his signature in furtherance of InTake’s sole purpose as a public vehicle for merger or acquisition, including board resolutions and management representation letters to auditors containing false statements related to the issuance of InTake’s shares, the accuracy of InTake’s disclosures, Respondent’s knowledge of fraud involving InTake, and the existence and nature of InTake’s disclosure controls and procedures and internal control over financial reporting.

17. Respondent received the stock purchase agreement containing an electronic version of his signature dated February 10, 2011, by which all shares of InTake common stock purportedly owned by Respondent were sold to a third party to effectuate a change of control. This agreement contained materially false representations and warranties with respect to the accuracy of Intake’s filings with the Commission, Intake’s compliance in all material respects with all applicable laws and regulations (including specifically the Sarbanes-Oxley Act of 2002), and Intake’s disclosure controls and procedures and internal control over financial reporting.

18. Respondent signed documents or received documents containing an electronic version of his signature in furtherance of BlueFlash’s sole purpose as a public vehicle for merger or acquisition, including Commission filings containing false statements related to Respondent and the predecessor sole officer’s involvement in BlueFlash and board resolutions, officer certificates, merger agreements and other documents effectuating the change of control.

19. Respondent took these various actions at the direction of InTake and BlueFlash’s undisclosed control persons. Respondent received \$11,029.88 upon the sale of InTake and \$1,000 upon the sale of BlueFlash as the fees agreed upon with the InTake and BlueFlash undisclosed control persons that had no correlation to Respondent’s purported ownership of InTake and BlueFlash shares or the terms of the agreements effectuating the changes of control.

20. As a result of the conduct described above, Respondent willfully violated Section 13(b)(5) of the Exchange Act, which prohibits a person from knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record or account described in Section 13(b)(2) of the Exchange Act.

21. As a result of the conduct described above, Respondent willfully violated Rule 13b2-1 under the Exchange Act, which prohibits a person from directly or indirectly falsifying or causing to be falsified any book, record, or account subject to Section 13(b)(2)(A) of the Exchange Act.

22. As a result of the conduct described above, Respondent willfully violated Rule 13b2-2 under the Exchange Act, which prohibits an officer or director of an issuer to make or cause to be made, or omit or cause another person to omit to state, a materially false or misleading statement to an accountant in connection with the preparation or filing of any document or report required to be filed with the Commission.

23. As a result of the conduct described above, Respondent violated Rule 15d-14 under the Exchange Act, which requires that the principal executive and principal financial officers of an issuer that files a report pursuant to Section 15(d) of the Exchange Act sign a certification that, among other things and based on their knowledge, the periodic report filed with the Commission does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading.

24. As a result of the conduct described above, Respondent violated Rule 15d-15 under the Exchange Act, which requires the management of an issuer that files reports pursuant to Section 15(d) of the Exchange Act to evaluate the effectiveness of the issuer's disclosure controls and procedures, and which requires the management of an issuer that either had been required to file an annual report pursuant to Section 13(a) or 15(d) of the Act, or had previously filed an annual report, to evaluate the effectiveness of the issuer's internal control over financial reporting.

25. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by the InTake and BlueFlash undisclosed control persons of Section 17(a) of the Securities Act, which prohibits fraudulent conduct in the offer or sale of securities.

26. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by the InTake and BlueFlash undisclosed control persons of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, which prohibit fraudulent conduct in connection with the purchase or sale of securities.

27. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by InTake and BlueFlash of Section 13(b)(2)(A) of the Exchange Act, which requires that an issuer which is required to file reports pursuant to Section 15(d) of

the Exchange Act make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer.

28. As a result of the conduct described above, Respondent aided and abetted and caused violations by InTake and BlueFlash of Section 13(b)(2)(B) of the Exchange Act, which requires that an issuer which is required to file reports pursuant to Section 15(d) of the Exchange Act devise and maintain a system of internal accounting controls.

29. As a result of the conduct described above, Respondent aided and abetted and caused violations by InTake of Section 15(d) of the Exchange Act, Rules 12b-11, 12b-20, 15d-13 and 15d-14 thereunder and willfully aided and abetted and caused violations by InTake of Rule 302 of Regulation S-T, which require that an issuer which has filed a registration statement which has become effective pursuant to the Securities Act file periodic information, documents, and reports as required pursuant to Section 13 of the Exchange Act, including quarterly reports on Form 10-Q, and that such reports be signed, contain such material information as may be necessary to make the required statements in light of the circumstances under which they are made not misleading, and include certifications signed by the issuer's principal executive and principal financial officers.

30. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by InTake and BlueFlash of Rule 13b2-1 under the Exchange Act, which prohibits a person from directly or indirectly falsifying or causing to be falsified any book, record, or account subject to Section 13(b)(2)(A) of the Exchange Act.

31. As a result of the conduct described above, Respondent aided and abetted and caused violations by InTake and BlueFlash of Rule 15d-15 under the Exchange Act, which requires an issuer that files reports pursuant to Section 15(d) of the Exchange Act to evaluate the effectiveness of the issuer's disclosure controls and procedures, and which requires an issuer that either had been required to file an annual report pursuant to Section 13(a) or 15(d) of the Act, or had previously filed an annual report, to evaluate the effectiveness of the issuer's internal control over financial reporting.

Disgorgement and Civil Penalties

32. Respondent has submitted a sworn Statement of Financial Condition dated November 18, 2014 and other evidence, and has asserted his inability to pay a civil penalty.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Warren's Offer.

Accordingly, pursuant to Section 8A of the Securities Act and Sections 15(b) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent Warren cease and desist from committing or causing any violations and any future violations of Section 17(a) of the Securities Act, Sections 10(b), 13(b)(2)(A), 13(b)(2)(B), 13(b)(5) and 15(d) of the Exchange Act and Rules 10b-5, 12b-11, 12b-20, 13b2-1, 13b2-2, 15d-13, 15d-14 and 15d-15 promulgated thereunder, and Rule 302 of Regulation S-T.

B. Respondent Warren be, and hereby is:

prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act; and

barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

C. Respondent shall pay disgorgement, which represents profits gained as a result of the conduct described herein of \$12,029.88 and prejudgment interest of \$1,380.87 to the Securities and Exchange Commission, of which \$6,705.38 shall be paid within 10 days of the entry of this Order and \$6,705.37 shall be paid within 180 days of the entry of this Order. If timely payment is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600. Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Ronald A. Warren as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Glenn S. Gordon, Associate Regional Director, Division of Enforcement, Securities and Exchange Commission, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131. Based upon Respondent's sworn representations in his

Statement of Financial Condition dated November 18, 2014 and other documents submitted to the Commission, the Commission is not imposing a penalty against Respondent.

D. The Division of Enforcement ("Division") may, at any time following the entry of this Order, petition the Commission to: (1) reopen this matter to consider whether Respondent provided accurate and complete financial information at the time such representations were made; and (2) seek an order directing payment of the maximum civil penalty allowable under the law. No other issue shall be considered in connection with this petition other than whether the financial information provided by Respondent was fraudulent, misleading, inaccurate, or incomplete in any material respect. Respondent may not, by way of defense to any such petition: (1) contest the findings in this Order; (2) assert that payment of a penalty should not be ordered; (3) contest the imposition of the maximum penalty allowable under the law; or (4) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Brent J. Fields
Secretary