

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 77133 / February 12, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17114

In the Matter of

Shearson Financial Network, Inc.,
Shelby Acquisition I, Inc.
(n/k/a Phoenix Capital Source, Inc.),
Shelby Acquisition II, Inc.,
Shelby Acquisition III, Inc.,
Shelby Acquisition IV, Inc.,
US WATS Inc.,
Western Hemisphere Investments Corporation, and
Whirlwind Marketing, Inc.,

Respondents.

ORDER INSTITUTING
ADMINISTRATIVE
PROCEEDINGS AND
NOTICE OF HEARING
PURSUANT TO SECTION
12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against the Respondents named in the caption.

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS¹

1. Shearson Financial Network, Inc. (“SHSN”) (CIK No. 1138173) is a permanently revoked Nevada corporation located in Mill Valley, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). SHSN is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a

¹In cases where the short form of the issuer’s name is in all capital letters, the short form is also its stock symbol.

Form 10-KSB for the period ended December 31, 2007, which reported a net loss of \$45,782,889 for the prior year. On June 16, 2008, SHSN filed a Chapter 11 petition in the U.S. Bankruptcy Court for the District of Nevada, which was dismissed on July 9, 2012. As of February 9, 2016, the common stock of SHSN was not publicly quoted or traded.

2. Shelby Acquisition I, Inc. (n/k/a Phoenix Capital Source, Inc.) (“Shelby I”) (CIK No. 1393074) is a void Delaware corporation located in Scottsdale, Arizona with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Shelby I is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended April 30, 2008, which reported a net loss of \$37,830 for the prior nine months. As of February 9, 2016, the common stock of Shelby I was not publicly quoted or traded.

3. Shelby Acquisition II, Inc. (“Shelby II”) (CIK No. 1393076) is a void Delaware corporation located in Scottsdale, Arizona with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Shelby II is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended April 30, 2008, which reported a net loss of \$37,647 for the prior nine months. As of February 9, 2016, the common stock of Shelby II was not publicly quoted or traded.

4. Shelby Acquisition III, Inc. (“Shelby III”) (CIK No. 1393078) is a void Delaware corporation located in Scottsdale, Arizona with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Shelby III is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended April 30, 2008, which reported a net loss of \$37,618 for the prior nine months. As of February 9, 2016, the common stock of Shelby III was not publicly quoted or traded.

5. Shelby Acquisition IV, Inc. (“Shelby IV”) (CIK No. 1393079) is a void Delaware corporation located in Scottsdale, Arizona with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Shelby IV is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended April 30, 2008, which reported a net loss of \$37,618 for the prior nine months. As of February 9, 2016, the common stock of Shelby IV was not publicly quoted or traded.

6. US WATS Inc. (“USWI”) (CIK No. 862025) is an inactive New York corporation located in Bensalem, Pennsylvania with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). USWI is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-K for the period ended December 31, 1999, which reported a net loss of \$2,950,899 for the prior year. As of February 9, 2016, the common stock of USWI was not publicly quoted or traded.

7. Western Hemisphere Investments Corporation (“Western Hemisphere”) (CIK No. 1219948) is a void Delaware corporation located in Spring Branch, Texas with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Western

Hemisphere is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2003, which reported a net loss of \$600 for the prior nine months. As of February 9, 2016, the common stock of Western Hemisphere was not publicly quoted or traded.

8. Whirlwind Marketing, Inc. (“Whirlwind”) (CIK No. 1122695) is a void Delaware corporation located in Fort Washington, Pennsylvania with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Whirlwind is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2001, which reported a net loss of \$1,487,779 for the prior nine months. As of February 9, 2016, the common stock of Whirlwind was not publicly quoted or traded.

B. DELINQUENT PERIODIC FILINGS

9. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission, have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

10. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 requires domestic issuers to file quarterly reports.

11. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

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

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

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondents identified in Section II hereof, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents.

IV.

IT IS HEREBY 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 HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents, may be deemed in default and the proceedings may be determined against it 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 Respondents personally or by certified, registered, or Express Mail, or by other means permitted by the Commission Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

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.

By the Commission.

Brent J. Fields
Secretary