

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 78889 / September 20, 2016

ADMINISTRATIVE PROCEEDING  
File No. 3-16398

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In the Matter of  
  
SANDRA DYCHE,  
  
Respondent.

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NOTICE OF PROPOSED  
PLAN OF DISTRIBUTION  
AND OPPORTUNITY  
FOR COMMENT

Notice is hereby given, pursuant to Rule 1103 of the Securities and Exchange Commission's ("Commission") Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan (the "Plan") for the distribution of monies paid in the above-captioned matter and, as explained in the Plan, potentially monies obtained, if any, in the pending related district court action, *SEC v. Premiere Power, LLC*, No. 15-cv-1248 (S.D.N.Y.).<sup>1</sup>

On February 20, 2015, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Sections 15(b) and 21C of the Securities Exchange Act of 1934, and Section 9(b) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order ("Order") against Sandra Dyche ("Dyche" or "Respondent").<sup>2</sup> The Order required Dyche to pay disgorgement of \$1,000,000, prejudgment interest of \$164,000, and \$250,000 in civil penalties. In accordance with the Order, Dyche paid a total of \$1,000,000 in disgorgement, \$164,000 in prejudgment interest and \$250,000.00 in civil monetary penalties to the Commission.

The Order created a Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended, for the funds paid by Dyche (the "Fair Fund"). The Fair Fund is subject to the continuing jurisdiction and control of the Commission and the Fair Fund has been deposited

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<sup>1</sup> The Commission also filed a civil action against Premiere Power, LLC, its CEO, and its Chairman (collectively, the "Defendants"). Currently pending in district court, that action, *SEC v. Premiere Power, LLC*, No. 15-cv-1248 (S.D.N.Y.), alleges that the Defendants participated in a fraudulent scheme, along with Dyche, to misappropriate investor funds and defrauded the three investors referred to in the Order. The Commission staff intends to request that the court overseeing *SEC v. Premiere Power* direct any funds collected as a result of monetary sanctions being sought in the Commission's litigation to investors either in accordance with the Plan or to the Commission for subsequent distribution pursuant to the Plan.

<sup>2</sup> Securities Act Rel. No. 9729 (Feb. 20, 2015).

at the United States Department of Treasury's Bureau of the Fiscal Service ("BFS") for investment.

## **OPPORTUNITY FOR COMMENT**

Pursuant to this Notice, all interested persons are advised that they may obtain a copy of the Plan from the Commission's public website at <http://www.sec.gov/litigation/fairfundlist.htm>. Interested persons may also obtain a written copy of the Plan by submitting a written request to Michael Lim, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-5876. All persons who desire to comment on the Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090;
2. by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or
3. by sending an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov).

Comments submitted should include "Administrative Proceeding File No. 3-16398" in the subject line. Comments received will be publicly available. Persons should submit only information that they wish to make publicly available.

## **THE DISTRIBUTION PLAN**

The Commission is proposing a plan to compensate investors injured by the conduct that served as the basis for its findings of securities law violations in the Commission's Order. Based on the records obtained in the Commission's investigation and as explained in the Plan, there were three investors who were fraudulently induced to purchase shares in Premiere Power, LLC and these investors would be Eligible Investors<sup>3</sup> pursuant to the Plan. As set forth in the Plan, the proposed methodology allocates the Net Fair Fund by totaling the principal invested for each Eligible Investor, subtracting from this total amount all actual payments an Eligible Investor received, if any, to arrive at a Net Loss Amount, calculating each Eligible Investor's *Pro Rata* Share of the total net principal invested, and multiplying the *Pro Rata* Share by the Net Fair Fund to calculate an Estimated Net Distribution Amount for each Eligible Investor.

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

Brent J. Fields  
Secretary

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<sup>3</sup> Capitalized terms are defined in the Plan.