

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10394 / July 31, 2017

SECURITIES EXCHANGE ACT OF 1934
Release No. 81259 / July 31, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-18086

In the Matter of

STERLING CRAIG BARTON

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 and in the public interest 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 Sterling Craig Barton (“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:

1. Between January 2009 and at least February 24, 2013, Mainstream Entertainment, Inc. ("Mainstream") n/k/a Volt Solar Systems, Inc. ("Volt Inc.") was under the control of its majority shareholder (the "Control Person"). The Control Person orchestrated a scheme to sell the restricted common stock of Mainstream in the open market. The scheme involved taking Mainstream public as an undisclosed shell company, concocting purported operations of Mainstream to mask its shell company status, drafting and filing false and misleading Commission filings, selling Mainstream in a change-of-control transaction, issuing and controlling millions of shares of purportedly unrestricted securities, and then selling these securities to the public.

2. Respondent played an important role in this scheme. Respondent, who had substantial experience in change-of-control transactions involving public vehicles such as Mainstream, assisted the Control Person by devising a sham contract to give Mainstream the appearance of having revenues and operations. Respondent also advised the Control Person on the content of Mainstream's filings with the Commission. In return, Respondent received purportedly unrestricted shares of Mainstream stock that he deposited with a broker-dealer based on false representations as to the unrestricted nature of the securities, including the procurement of a legal opinion that Respondent knew was false. Respondent then sold those restricted securities in the open market.

Other Relevant Entities

3. Volt Inc. is an inactive Florida corporation last located in Bridgeport, Pennsylvania. Volt Inc. was previously named First Power & Light, Inc. and prior to that Mainstream, which was last located in Orlando, Florida. Volt Inc. and Mainstream's securities (ticker symbols "VOLT" and "MSEI," respectively) were quoted on the OTC Bulletin Board and on OTC Link (formerly, "Pink Sheets"), operated by OTC Markets Group, Inc. On May 22, 2014, the Commission entered an order suspending trading in the securities of Volt Inc. for a period of ten days. On December 16, 2015, the Commission revoked the registration of each class of registered securities of Volt Inc. pursuant to Section 12(j) of the Exchange Act. At all relevant times, the common stock of Mainstream and Volt Inc. was a penny stock.

4. Mainstream became subject to reporting requirements pursuant to Section 15(d) of the Exchange Act when its registration statement on Form S-1 was declared effective on November 7, 2011, and pursuant to Section 13(a) of the Exchange Act when it registered a class of its common stock pursuant to Section 12(g) of the Exchange Act on February 14, 2012. Since March 2011, Volt Inc. and Mainstream have had no business operations and nominal assets.

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.

Background

5. Until at least February 24, 2013, the Control Person controlled Mainstream as a purported music production company. However, Mainstream's operations ceased as late as August 2008 (upon the theft of its music equipment), with all subsequent efforts focused on maintaining and selling Mainstream as a public vehicle.

6. From August 2008 to February 2013, all expenses incurred by or on behalf of Mainstream were for professional fees to become and remain a public company reporting with the Commission. The Control Person first financed these efforts through a series of promissory notes totaling \$145,000 to him or entities he controlled. The majority of these promissory notes had no convertible feature.

7. The Control Person accelerated his efforts to make Mainstream available for sale as a public vehicle in 2011. Barton was a long-time friend and business associate of the Control Person and, given his extensive experience with public vehicles, assisted the Control Person in these efforts as early as July 2011. For example, in October 2011, Barton began to pay for Mainstream's professional services in furtherance of its Commission filings. Beginning in December 2011, Barton participated in the drafting and editing of Mainstream's periodic reports filed with the Commission.

8. Barton knew that Rule 12b-2 under the Exchange Act defines "shell company" as a company with "[n]o or nominal operations" and either "[n]o or nominal assets; [a]ssets consisting solely of cash and cash equivalents; or [a]ssets consisting of any amount of cash and cash equivalents and nominal other assets." Barton knew at all material times that Mainstream was a "shell company" as so defined. Barton also knew that Rule 144 under the Securities Act contains provisions related to the resale of restricted securities of "shell companies," and that "non-shell" public vehicles were more attractive candidates to potential buyers.

9. Barton knew that the Control Person was seeking to sell Mainstream as a public vehicle. To that end, Barton assisted the Control Person in concealing Mainstream's shell company status. Barton received a draft of Mainstream's first periodic report to be filed with the Commission (the Form 10-K for the period ended September 30, 2011) that designated Mainstream as a "shell company." On or about December 30, 2011, the Control Person and Barton together sought to change that "shell company" designation by misstating to the drafter that Mainstream had revenues and full-time employees. The Control Person and Barton failed to convince the drafter, and the "shell company" designation remained in that periodic report.

10. Thereafter, the Control Person and Barton concocted operations for Mainstream in the form of a purported contract to produce a music CD for Barton's family business. Barton signed the purported contract. This contract was a sham, and was intended to provide the appearance of business operations and revenues to change the "shell company" designation in Mainstream's periodic reports.

11. Mainstream's Form 10-K filed on January 30, 2012 (for the year ended September 30, 2011), Form 10-Q filed on February 13, 2012 (for the quarter ended December 31, 2011), Form 10-Q/A filed February 29, 2012 (for the quarter ended December 31, 2011), Form 10-Q filed May 15, 2012 (for the quarter ended March 31, 2012), Form 10-Q filed on August 8, 2012 (for the quarter ended June 30, 2012), and Form 10-K filed on January 9, 2013 (for the year ended September 30, 2012) each was false and misleading because it contained false statements and omissions regarding Mainstream's business operations (including the sham funeral contract) and purpose as a music production company (versus its true purpose as a public vehicle).

12. By email dated December 29, 2012, Barton also misrepresented to Mainstream's auditors that Barton Funeral had separately licensed a song from Mainstream.

13. In January and February 2013, the Control Person directed the forgery of a series of Board resolutions for the issuance of millions of new Mainstream shares. These resolutions included one dated January 24, 2013, for the issuance of 1,908,130 shares upon the purported conversion of approximately \$190,813 in debt "over one year old" owed to the Control Person and his entities in promissory notes. However, only a fraction of that amount had a convertible feature.

14. The recipients of these shares included Barton, who signed a stock purchase agreement with the Control Person stating consideration that Barton never paid for the 100,000 shares transferred to him.

15. Barton then deposited his Mainstream shares with a broker-dealer. Barton made false representations to the broker-dealer with respect to his acquisition of the shares, the shell status of Mainstream, his possession of material nonpublic information, and the affiliate status of the shareholder from whom he received the shares.

16. Barton also obtained and submitted an opinion letter that falsely stated his shares were unrestricted. Barton knew that this opinion letter erroneously concluded that Mainstream was not a "shell company" and the shares had not been purchased from an "affiliate," in order to satisfy Rule 144 under the Securities Act. Nonetheless, Barton submitted the opinion letter to the broker-dealer knowing it was necessary for the deposit of the shares.

17. Barton was successful in depositing his Mainstream shares with the broker-dealer. Beginning in May 2013, Barton sold all of his 100,000 shares in the open market for proceeds of \$16,014.23, despite knowing that the shares were restricted.

18. As a result of the conduct described above, Respondent willfully violated Section 5(a) and 5(c) of the Securities Act, which prohibit the direct or indirect sale of securities through the mail or interstate commerce unless a registration statement is in effect and the direct or indirect offer to sell securities through the mail or interstate commerce unless a registration statement has been filed.

19. As a result of the conduct described above, Respondent willfully violated Section 17(a) of the Securities Act, which prohibits fraudulent conduct in the offer or sale of securities.

20. As a result of the conduct described above, Respondent willfully violated 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.

21. 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.

22. As a result of the conduct described above, Respondent willfully violated, and willfully aided and abetted and caused the Control Person's violations 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.

23. As a result of the conduct described above, Respondent willfully aided and abetted and caused Mainstream's violations of Section 13(b)(2)(A) of the Exchange Act, which requires an issuer that 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.

24. As a result of the conduct described above, Respondent willfully aided and abetted and caused Mainstream's violations of Section 13(a) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder, which require an issuer of securities registered under Section 12 of the Exchange Act to file periodic information, documents, and reports as required pursuant to Section 13 of the Exchange Act, including annual reports on Form 10-K and quarterly reports on Form 10-Q, and that such reports 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.

25. As a result of the conduct described above, Respondent willfully aided and abetted and caused Mainstream's violations of Section 15(d) of the Exchange Act and Rules 12b-20, 15d-1 and 15d-13 thereunder, which require an issuer which has filed a registration statement which has become effective pursuant to the Securities Act to file periodic information, documents, and reports as required pursuant to Section 13 of the Exchange Act, including annual reports on Form 10-K and quarterly reports on Form 10-Q, and that such reports 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.

IV.

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

Accordingly, pursuant to Section 8A of the Securities Act and Sections 15(b)(6) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent Barton cease and desist from committing or causing any violations and any future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act and Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(5) and 15(d) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13a-13, 13b2-1, 15d-1 and 15d-13 thereunder.

B. Respondent Barton be, and hereby is 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, within 10 days of the entry of the Order, pay disgorgement of \$16,014.23, prejudgment interest of \$1,885.03, and a civil money penalty in the amount of \$100,000.00 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment of disgorgement and prejudgment interest is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600. If timely payment of the civil money penalty is not made, additional interest shall accrue pursuant to 31 U.S.C. §3717.

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 Sterling Craig Barton 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, Division of Enforcement, Securities and Exchange Commission, Miami Regional Office, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131.

D. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To

preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

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