

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 80001 / February 9, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-17837

In the Matter of

WILLIAM G. GOODE,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 17A OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 17A of the Securities Exchange Act of 1934 (“Exchange Act”) against William G. Goode (“Goode” or “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 and the findings contained in paragraph III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Proceedings Pursuant to Section 17A of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

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

1. At various times, Goode was a founder and managing director of Peachtree Capital LLC ("Peachtree"), a financier of microcap companies, and a founder and associated person of East Main Stock Transfer, Inc., a transfer agent registered with the Commission.

2. On February 2, 2017, a final judgment was entered by consent against Goode, permanently enjoining him from future violations of Sections 5, 17(a)(2) and 17(a)(3) of the Securities Act of 1933 ("Securities Act"), in the civil action entitled Securities and Exchange Commission v. Raymond H. Barton, et al., Civil Action Number 17 Civ. 403 (SJF) (GRB), in the United States District Court for the Eastern District of New York.

3. The Commission's complaint alleged that Goode sold unregistered shares of Alternaturals, Inc., MedGen, Inc., Manzo Pharmaceuticals, Inc., and Solpower, Inc., in the absence of any applicable exemption from the registration requirements of Section 5 of the Securities Act. The complaint further alleged that in connection with many such sales, Goode provided false documentation to market participants, including broker-dealers and transfer agents, in order to facilitate the sales. This false documentation included backdated promissory notes used to give the impression that Goode had held the unregistered shares he sold for much longer than he actually did. Finally, the complaint alleged that Goode's sales of certain unregistered securities, resulting in profits of over \$2,000,000, were timed to occur contemporaneously with material misstatements by the issuers orchestrated by his business partner.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 17A(c)(4)(C) of the Exchange Act that Respondent Goode be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a

customer, whether or not related to the conduct that served as the basis for the Commission order;
and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct
that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary