

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of:

BioElectronics Corp.,
IBEX, LLC,
St. John's, LLC
Andrew J. Whelan
Kelly A. Whelan, CPA, and
Robert P. Bedwell, CPA

Respondents.

**ANSWER AND AFFIRMATIVE
DEFENSES OF RESPONDENT
ROBERT P. BEDWELL**

Administrative Proceeding
File No. 3-17104



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Robert P. Bedwell*

Respondent, Robert P. Bedwell, through counsel, asserts the following answers to the allegations contained in the Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Section 15(b), 4C and 21 C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission's Rules of Practice ("OIP"). To the extent the headings or subheadings in the OIP are construed as allegations, Mr. Bedwell denies the same. Mr. Bedwell responds upon knowledge with respect to himself and his own acts and upon information and belief with to all other matters. As to any allegation not specifically admitted, Respondent denies the allegation. Likewise, to the extent Mr. Bedwell does not admit explicitly the allegations, those allegations are denied. In answer to the OIP, Mr. Bedwell states:

Section I.

Respondent is without information or knowledge sufficient to respond to the allegations and/or statements regarding charges against the other Respondents and therefore denies them. Respondent denies having sufficient information to know what the Securities and Exchange Commission ("SEC") deems "appropriate," but denies that the charges against Mr. Bedwell are appropriate.

Section II.

1. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except that Respondent specifically denies that any actions of his in conducting the 2009 Bioelectronics Corp. ("BIEL") audit constituted improper professional conduct. There was no failure on Respondent's part to detect improper accounting as there was no known or identified improper accounting at that time.

2. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except that Mr. Bedwell was aware of the business of the company and of the Maryland settlement.

3. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

4. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

5. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except Mr Bedwell admits that while he was engaged in an audit of BIEL, he was aware that Whelan was President, CEO and principal financial officer and a member of the Board of Directors of BIEL.

6. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except Mr Bedwell admits that while he was engaged in an audit of BIEL, he was aware that Kelly Whelan was the daughter of Andrew J. Whelan.

7. Mr. Bedwell admits that he is 57 years old, a resident of Coral Springs, FL and was the audit engagement partner for BIEL's 2009 10-K; Respondent denies that he is currently a partner at an accounting firm in Florida.

OTHER RELEVANT ENTITIES

8. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

9. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except that Respondent admits that Yes

DTC was a reporting company with the SEC while Respondent was conducting the 2009 BIEL audit.

FACTS

The Distribution of unrestricted Shares in Unregistered Transactions.

10. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

11. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except that Respondent was aware the Ibex held the convertible loans.

12. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

13. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

14. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

15. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

16. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

17. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them, except that Respondent specifically admits that BIEL's 2009 10-K was filed on March 31, 2010 and specifically denies that BIEL's

revenue was materially overstated to the degree that this allegation refers to the bill and hold transactions reference in this OIP.

18. Respondent is without knowledge of the facts or circumstances relating to the allegations in this paragraph, and, therefore, denies them.

BIEL's Improper Revenue Recognition

19. Respondent admits that BIEL filed its 2009 10-K on March 31, 2010 and specifically denies that BIEL improperly recorded revenue from the bill and hold transactions and that BIEL's revenue was materially overstated by recording revenue for goods claimed to be sold.

20. Admitted that the 2009 BIEL 10-K was filed on March 31, 2010 and further states that the 10-K speaks for itself.

21. Admitted that the 2009 BIEL 10-K was filed on March 31, 2010 and further states that the 10-K speaks for itself.

22. Respondent denies that BIEL improperly recorded revenue from the bill and hold transactions contrary to its disclosures and to the GAAP; the rest without knowledge and therefore denied except Respondent admits that Whelan oversaw the BIEL financial statements.

23. Respondent admits that the YesDTC transaction was finalized on December 31, 2009; the rest, denied.

24. Respondent denies the allegations in this paragraph.

25. Respondent admits that Whelan, in consultation with outside accountants, provided BIEL's auditors with information indicating that the bill and hold transactions satisfied the accounting guidelines for revenue recognition. Admitted that Whelan oversaw the

preparation of BIEL's 2009 financial statements; the rest, without knowledge and therefore denied.

26. Respondent admits that he was the audit engagement partner responsible for the audit of BIEL's financial statements included in its 2009 10-K.

27. Respondent admits that AU §§ 150.02 and 230.06 so state, in part.

Bedwell's Improper Professional Conduct

28. Respondent denies the allegations in this paragraph.

29. Respondent admits that AU §§ 230.07 and 230.09 so state, in part.

30. Respondent denies the allegations in this paragraph.

31. Respondent admits that AU §§ 311.06 and 311.13 so state, in part.

32. Respondent denies the allegations in this paragraph.

33. Respondent admits that AU § 326.01 so states, in part.

34. Respondent denies the allegations in this paragraph.

35. Respondent admits that AU §§ 334.07 and 334.09 so state, in part.

36. Respondent denies the allegations in this paragraph.

VIOLATIONS

37. Respondent is not required to respond to this paragraph, as it is not directed at him.

38. Respondent is not required to respond to this paragraph, as it is not directed at him.

39. Respondent is not required to respond to this paragraph, as it is not directed at him.

40. Respondent is not required to respond to this paragraph, as it is not directed at him.

41. Respondent is not required to respond to this paragraph, as it is not directed at him.

42. Respondent is not required to respond to this paragraph, as it is not directed at him.

43. Responded admits that Section 4C and Rule 102(e)(1) so state, in part.

44. Respondent denies the allegations in this paragraph.
45. Respondent is not required to respond to this paragraph.
46. Respondent is not required to respond to this paragraph, as it is not directed at him.
47. Respondent is not required to respond to this paragraph, as it is not directed at him.
48. Respondent is not required to respond to this paragraph, as it is not directed at him.
49. Respondent is not required to respond to this paragraph, as it is not directed at him.
50. Respondent denies that any sanction against him is “appropriate,” and also denies that the sanctions sought under Rule 4C are “remedial.”

SECTION IV.

No responses are required to this section.

AFFIRMATIVE DEFENSES

Further answering the OIP, Respondents assert the following affirmative defenses without assuming the burden of proof where the burden would otherwise rest on the Commission:

First Affirmative Defense

This action, and every count within it, is barred by the statute of limitations. On its face, it shows that the latest act for which Mr. Bedwell could be held responsible occurred March 31, 2010 (see, e.g., ¶¶ 19-21), more than five years before this action was instituted or served. See 28 U.S.C. § 2462. The SEC seeks sanctions under Rule 4C of censure or a bar, which are punitive, both in general and as applied to the facts of this case.

Second Affirmative Defense

The Commission and the Commission's Administrative Law Judges lack authority to conduct the proceedings herein. Such proceedings violate the separation of powers doctrine, due process, the appointments clause, and/or constitute an unlawful delegation of powers.

Third Affirmative Defense

The OIP fails to state a claim upon which relief can be granted.

Fourth Affirmative Defense

The proceeding, as to Respondent, is not warranted by the facts and is unsupported by substantial evidence.

Fifth Affirmative Defense

Mr. Bedwell acted reasonably and in good faith at all times.

Sixth Affirmative Defense

Mr. Bedwell is not responsible for any alleged improper professional conduct to the degree that others colluded to conceal facts from him.

Seventh Affirmative Defense

The penalties sought violate Mr. Bedwell's right to due process as provided in the Fifth Amendment to the United States Constitution because the standards of improper professional conduct and the standards for determining resulting penalties are unduly vague and subjective, and permit arbitrary, capricious, excessive, and disproportionate punishment that serves no legitimate governmental interest.

Eighth Affirmative Defense

The allegations of the Order concern an audit and audit procedures conducted some six years ago. As such, the Order's entry as of February 5, 2016, violates fundamental notions of

fairness and due process in that the Commission has unjustifiably delayed issuance of its Order until such a significant amount of time has elapsed that Mr. Bedwell's ability to summon witnesses and produce testimony is significantly and adversely affected. Given the age of events in this matter, it is "inherently unfair" and violative of due process to proceed against Mr. Bedwell.

Mr. Bedwell expressly and specifically reserves the right to amend this Answer to add, delete, and/or modify defenses based upon legal theories, facts, and circumstances that may or will be divulged through discovery and/or further legal analysis of the Division's position in this litigation.

Mr. Bedwell adopts and incorporates by reference any and all other defenses asserted or to be asserted by any other respondent to this action to the extent Mr. Bedwell may share in such defense.

Respectfully Submitted, March 11, 2016

MOSCOWITZ & MOSCOWITZ, P.A.

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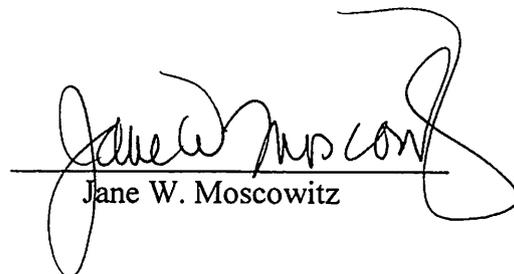
I hereby certify that a true and correct copy of the foregoing was served on the following
on the 11th day of March, 2016, in the manner indicated below.

Securities and Exchange Commission
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The Honorable Cameron Elliot
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