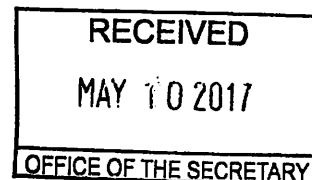


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17104

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.

**THE DIVISION OF ENFORCEMENT'S MOTION FOR LEAVE TO FILE AMENDED
OPPOSITION TO RESPONDENTS' APPELATE BRIEF TO THE COMMISSION**

Pursuant to Rule of Practice 450, the Division of Enforcement ("Division") respectfully moves for leave to file its Amended Opposition to Respondents' Brief in Support of Appeal to the Commission, previously submitted on May 8, 2017 (the "Amended Opposition"). As grounds therefore, the Division states that:

1. On May 1, 2017, the Division of Enforcement timely filed its Opposition to Respondents' Brief in Support of Appeal to the Commission ("Opposition"). At the top of page 36, the Opposition states: "Moreover, the ALJ's civil penalty award is substantially less than the total amount of Respondents' pecuniary gain, and therefore substantially less than the amount the ALJ could have imposed under the statute." This sentence was inadvertently and erroneously included in the filed version of the Opposition.

2. Promptly upon discovering the error, the Division contacted the Secretary's office to inquire as to the procedure for filing an amended brief.

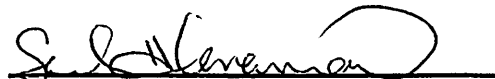
3. On May 8, 2017, consistent with the instructions received, the Division submitted its Amended Opposition. The Amended Opposition replaced the sentence at the top of page 36 of the Opposition with the following language: "Moreover, the ALJ already reduced to zero several Respondents' civil penalties due to inability to pay." The Division also amended its Rule 450 Certification to reflect the revised word count, and corrected a missing period in one footnote.

4. Respondents promptly served the Amended Opposition on Respondents' counsel of record.

5. Respondents' Reply Memorandum of Law is due on May 15, 2017, one week after the Division submitted its Amended Opposition. Accordingly, no prejudice will be caused to Respondents due to the Division's submission of the Amended Opposition and no delay in the Commission's consideration will result.

Dated: May 10, 2017

Respectfully submitted,



Charles D. Stodghill (202) 551-4413
Paul W. Kisslinger (202) 551-4427
Sarah H. Concannon (202) 551-5361
Thomas B. Rogers (202) 551-4776
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

COUNSEL FOR THE DIVISION
OF ENFORCEMENT

CERTIFICATE OF SERVICE


I hereby certify that true copies of the foregoing were served on the following, this 10th day of May 2017, in the manner indicated below:

By hand and email:

Office of the Secretary
Securities and Exchange Commission
Attn: Secretary of the Commission Brent J. Fields
100 F Street, N.E.
Mail Stop 1090
Washington, D.C. 20549
Fax: (202) 772-9324
Email: alj@sec.gov

By email:

Brian T. Corrigan (bcorrigan@cormorllp.com)
Stanley C. Morris (scm@cormorllp.com)
Corrigan & Morris LLP
201 Santa Monica Blvd., Suite 475
Santa Monica, CA 90401-2212
Counsel to Respondents (other than Mr. Bedwell)


Counsel for the Division of Enforcement