

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

UNITED STATES SECURITIES AND EXCHANGE COMMISSION,	:	
Plaintiff,	:	CIVIL ACTION NO.
v.	:	05 C 4259
U.S. WIND FARMING, INC., WILLIAM L. TELANDER, MAD WORLD CAPITAL GROUP, LLC, TEMPLAR FINANCIAL, LLC, TIME LIMIT CAPITAL, LLC, RAYMOND J. MCNAMEE, 20 TH CENTURY JACKSON EQUITIES, INC., ANTHONY M. NECOECHEA, ASHLIN CAPITAL, LLC, KYOTO CAPITAL GROUP, LLC, CHARLES S. FLEMMING, ORONEX, LLC, and MICHAEL D. SPADACCINI,	:	Judge Milton I. Shadur
Defendants.	:	Magistrate Judge Jeffrey Cole

FIRST AMENDED COMPLAINT

Plaintiff, the United States Securities and Exchange Commission (“Commission”), alleges as follows:

1. William L. Telander (“Telander”) and Raymond J. McNamee (“McNamee”) engaged in a scheme to evade the registration provisions of the Securities Act of 1933 (“Securities Act”) and antifraud provisions of the federal securities laws through U.S. Wind Farming, Inc. (“Wind Farming”). In early 2004, as part of their scheme, McNamee assisted Telander in forming Wind Farming through a series of transactions involving a corporate shell with publicly traded shares. From April 2004 through March of 2005, Telander, Wind Farming’s president and chief executive officer, caused Wind Farming to issue tens of millions of its shares through

unregistered offerings to nominees who acted as purported Pennsylvania accredited investors: McNamee, Anthony M. Necoechea ("Necoechea"), Charles S. Flemming ("Flemming"), Michael D. Spadaccini ("Spadaccini"), and entities that they used to trade Wind Farming shares. Shortly after receipt of their Wind Farming shares, in coordination with Telander, McNamee, Necoechea, Flemming and their entities sold their Wind Farming stock to the investing public, without registering the transactions with the Commission, for the purpose of returning part of the proceeds to Telander and Wind Farming. Spadaccini, through an entity he controlled, received Wind Farming shares as payment for legal services and then sold these shares to the investing public without registering the offerings with the Commission. To assist in the public sale of the stock, Telander and McNamee created artificial demand through the issuance of false and misleading press releases and through false and misleading statements posted on Wind Farming's website. The press releases misrepresented Wind Farming's business operations, financial condition, and business relationships. Wind Farming's website touted Telander's business background but did not disclose that he had been previously enjoined and criminally convicted for securities fraud. As a result of this scheme, at least Flemming and Necoechea, and the entities they controlled, paid Telander and Wind Farming at least \$490,000 from the proceeds of the sale of securities in unregistered offerings to public investors. For his part in the scheme, McNamee obtained over \$430,000 from his sales of securities in unregistered offerings to public investors at artificially inflated prices.

2. By the above conduct, Wind Farming, Telander, McNamee, Templar Financial, LLC ("Templar Financial"), Mad World Capital Group, LLC ("Mad World Capital"), Time Limit Capital, LLC ("Time Limit Capital"), Flemming, Ashlin Capital, LLC ("Ashlin Capital"), Kyoto

Capital Group, LLC ("Kyoto Capital"), Necoechea, 20th Century Jackson Equitites, Inc. ("20th Century Jackson"), Spadaccini, and Oronex, LLC ("Oronex"), have violated Sections 5(a) and 5(c) of the Securities Act. Telander, McNamee, and Wind Farming have also violated Section 17(a) of the Securities Act and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder.

3. As a result of the conduct described above, the Commission suspended trading in Wind Farming's securities for a period of ten business days beginning on June 9, 2005. Since the expiration of the trading suspension on June 22, 2005, trading resumed in Wind Farming's stock.

4. The Commission therefore requests permanent injunctive relief, disgorgement, and civil penalties against Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini, and Oronex based on their conduct in this scheme.

JURISDICTION AND VENUE

5. This Court has jurisdiction pursuant to Sections 20 and 22(a) of the Securities Act [15 U.S.C. § 77t and § 77v(a)], and Sections 21(d) and 27 of the Exchange Act [15 U.S.C. § 78u(d) and § 78aa].

6. The defendants have, directly and indirectly, made use of the means and instrumentalities of interstate commerce and of the mails in connection with the transactions, acts, practices, and courses of business alleged herein.

7. There is a reasonable likelihood that the defendants will, unless enjoined, continue to engage in the transactions, acts, practices, and courses of business set forth in this Complaint and transactions, acts, practices, and courses of business of similar purport and object.

8. Venue is proper in this Court pursuant to Section 22(a) of the Securities Act [15 U.S.C. §77v(a)] and Section 27 of the Exchange Act [15 U.S.C. §78aa]. Certain of the sales, transactions, acts, practices and courses of business alleged herein occurred in the Northern District of Illinois.

DEFENDANTS

9. Telander, age 56, resides in Dana Point, California. He was president and chief executive officer of Wind Farming while he and McNamee engaged in a scheme to evade the registration provisions of the Securities Act and violate the antifraud provisions of the federal securities laws. In April 1994, Telander was permanently enjoined from violating the antifraud provisions of the federal securities laws in connection with a scheme involving fraud in the offer and sale of securities. In a parallel criminal case, in February 1994, Telander pled guilty to four counts of securities fraud, among other charges. Based on the same conduct, in December 1994, he was sentenced to 37 months in prison and ordered to pay \$6.7 million in restitution. Telander is not registered with the Commission in any capacity.

10. Wind Farming is a Nevada corporation with its principal place of business in Orland Park, Illinois. Wind Farming purports to establish wind turbine agricultural renewable energy cooperatives with farmers ("wind farm cooperatives"), sell energy from windmills placed on farmers' land to local utility companies, and pay farmers a fee from the revenue stream while retaining the remaining revenues. The company represents itself to be the only publicly traded wind energy company and is quoted on the Pink Sheets under the ticker symbol USWF. No registration statement has been filed with the Commission or is in effect under the Securities Act with respect to any securities of Wind Farming.

11. McNamee, age 51, is a resident of Newport Beach, California. He and Telander used Wind Farming as the vehicle for their scheme to evade the registration provisions of the Securities Act and violate the antifraud provisions of the federal securities laws. McNamee controlled Mad World Capital, Templar Financial, and Time Limit Capital from April 2004 through the present. He used these entities to sell the shares that he received through Wind Farming's unregistered offering while knowing that he was selling the shares into the public market at artificially inflated prices. McNamee is not registered with the Commission in any capacity. He did not register any offering of the Wind Farming shares that he controlled before selling them into the public market.

12. Mad World Capital purports to be a Pennsylvania entity that was organized by Spadaccini in March 2004. Its address is 106 Cranberry Circle, Perkasie, Pennsylvania. Mad World Capital is not registered with the Commission in any capacity. It did not register its offering of Wind Farming shares with the Commission before selling them into the public market.

13. Templar Financial purports to be a Pennsylvania entity also with an address of 106 Cranberry Circle, Perkasie, Pennsylvania. Templar Financial is not registered with the Commission in any capacity. It did not register its offering of Wind Farming shares with the Commission before selling them into the public market.

14. Time Limit Capital purports to be a Pennsylvania entity with an address of 209 Green Valley Road, Exton, Pennsylvania. Time Limit Capital is not registered with the Commission in any capacity. It did not register its offering of Wind Farming shares with the Commission before selling them into the public market.

15. Flemming, age 57, is a resident of New York, New York and is president and chief executive officer of Ashlin Capital. Flemming purchased Kyoto Capital from Spadaccini, through which Ashlin Capital obtained Wind Farming shares through Wind Farming's unregistered offering. Flemming is not registered with the Commission in any capacity. He did not register any offering of Wind Farming shares that he controlled with the Commission before selling them into the public market.

16. Kyoto Capital purports to be a Pennsylvania entity that was organized by Spadaccini in May 2004. It was organized with the address 209 Green Valley Road, Exton, Pennsylvania. Spadaccini transferred control of this entity to Flemming in September 2004. Kyoto Capital is not registered with the Commission in any capacity. It did not register its offering of Wind Farming shares with the Commission before they were transferred to Ashlin Capital.

17. Ashlin Capital holds itself out as an investment banking firm with offices in New York, New York. Ashlin Capital obtained Wind Farming shares from Kyoto Capital after Kyoto Capital received the shares through Wind Farming's unregistered offering. Ashlin Capital is not registered with the Commission in any capacity. It did not register its offering of Wind Farming shares with the Commission before selling them into the public market.

18. Necoechea, age 40, is a resident of San Diego, California. He controlled 20th Century Jackson from April 2004 through the present. Necoechea is not registered with the Commission in any capacity. He did not register any offering of Wind Farming shares that he controlled before selling them into the public market.

19. 20th Century Jackson purports to be a Pennsylvania entity whose address is 600 North 2nd Street, Harrisburg, Pennsylvania. 20th Century Jackson is not registered with the Commission

in any capacity. It did not register its offering of Wind Farming shares with the Commission before selling them into the public market.

20. Spadaccini, age 41, is an attorney who resides in San Diego, California and is licensed in California. He organized Mad World Capital and Kyoto Capital, which were used for Wind Farming's unregistered offerings. He also organized and controlled Oronex in Pennsylvania from February 2004 through the present. Spadaccini distributed Wind Farming shares issued to purported Pennsylvania accredited investors to individuals and entities with non-Pennsylvania addresses. Spadaccini is not registered with the Commission in any capacity. He did not register any offering of Wind Farming shares that he controlled with the Commission before selling them into the public market.

21. Oronex purports to be a Pennsylvania entity that was organized by Spadaccini in February 2004 with an address of 209 Green Valley Road, Exton, Pennsylvania. Oronex is not registered with the Commission in any capacity. It did not register any offering of Wind Farming shares in its possession before selling them into the public market.

FACTUAL BACKGROUND

22. In early 2004, another defendant introduced McNamee to Telander. McNamee and Telander then devised their scheme to access the public markets for Wind Farming through unregistered offerings, and then sell Wind Farming shares at artificially inflated prices supported by false and misleading Wind Farming press releases and by false and misleading statements posted on Wind Farming's website.

23. McNamee assisted Telander in forming the entity that became Wind Farming in March 2004 via a series of transactions involving a public shell company, Applied Research

Corporation, and a private company controlled by Telander, U.S. Agricultural Wind Farming Association. McNamee and Telander knew that, in reality, Wind Farming was a sham company with no legitimate operations.

24. Wind Farming purported to earn revenue by selling energy to utility companies derived from wind farm cooperatives.

25. To minimize the number of publicly available shares of Wind Farming, as part of the scheme, Wind Farming executed a 1/200 reverse common stock split in March 2004. Wind Farming reduced the number of its shares outstanding from 6,811,083 to approximately 34,000.

26. Once Wind Farming's existing shares were reduced, Telander caused Wind Farming to conduct unregistered offerings of the securities of Wind Farming as part of his and McNamee's scheme. From April 2004 through March 2005, Wind Farming issued approximately 150 million shares of stock through unregistered offerings to McNamee, Necoechea, Spadaccini, Flemming, and the entities they controlled.

27. Wind Farming issued these shares to these alleged Pennsylvania accredited investors in a veiled attempt to appear to be in compliance with Rule 504 of Regulation D of the Securities Act and §203(t) of the Pennsylvania Securities Act.

28. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex purported to be Pennsylvania accredited investors for Wind Farming's unregistered offerings of securities.

29. Time Limit Capital, Oronex, and Kyoto Capital shared the same address in Exton, Pennsylvania.

30. Templar Financial and Mad World Capital shared the same address in Perkasie, Pennsylvania.

31. 20th Century Jackson shared its Harrisburg, Pennsylvania address with three other entities that were also issued Wind Farming shares through its unregistered offering.

32. Telander and Spadaccini directed that all of the Wind Farming shares issued through its unregistered offering to Mad World Capital, Mad World Capital, Templar Financial, Time Limit Capital, Kyoto Capital, 20th Century Jackson, and Oronex be delivered to addresses outside of the state of Pennsylvania.

33. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex were not Pennsylvania accredited investors. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, and Kyoto Capital served as conduits for Telander and Wind Farming to offer and sell shares issued through unregistered offerings to the public market. Oronex served as a conduit for Spadaccini to sell his shares to the public market as payment for his legal services. Telander caused Wind Farming to issue Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex shares of Wind Farming through an unregistered offering. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex, at the direction of the respective individual defendants who controlled them, began reselling the Wind Farming shares they received through the unregistered offerings into the public market without registering these transactions.

34. Telander described McNamee as his "lead broker," and he and McNamee had agreed that McNamee and his entities would create a public market in Wind Farming securities. At the

time that Telander directed Wind Farming to issue shares to the entities that McNamee controlled, he expected, based on an agreement with McNamee, that McNamee would sell these shares into the public market and provide Wind Farming with a portion of the proceeds of these sales.

35. Telander directed Wind Farming to issue McNamee, through the entities he controlled, 25.1 million Wind Farming shares through an unregistered offering. McNamee directed the entities that he controlled to sell a total in excess of 16 million Wind Farming shares to the public for over \$430,000.

36. Telander directed Wind Farming to issue Mad World Capital 10 million Wind Farming shares purportedly for \$10,000. Neither Mad World Capital nor McNamee ever paid for these shares. McNamee sold over 8 million Wind Farming unregistered shares to the public through Mad World Capital for over \$180,000.

37. Telander directed Wind Farming to issue Templar Financial 15 million Wind Farming shares purportedly for \$15,000. Neither Templar Financial nor McNamee ever paid for these shares. McNamee sold over 8 million Wind Farming shares to the public through Templar Financial for approximately \$240,000.

38. Telander directed Wind Farming to issue Time Limit Capital 100,000 unregistered Wind Farming shares purportedly for \$1,000. Neither Time Limit Capital nor McNamee ever paid for these shares. McNamee sold 100,000 Wind Farming shares to the public through Time Limit Capital for approximately \$10,000.

39. McNamee sold Wind Farming shares through Mad World Capital, Templar Financial, and Time Limit Capital at prices that he knew were artificially inflated by false and misleading

Wind Farming press releases and by false and misleading statements posted on Wind Farming's website because, as part of this scheme, he helped Telander prepare and distribute these false and misleading statements.

40. Telander also expected Necoechea and 20th Century Jackson to make a public market in Wind Farming securities. At the time that Telander directed Wind Farming to issue shares through an unregistered offering to Necoechea and 20th Century Jackson, he expected that Necoechea would sell these shares into the public market and provide Wind Farming with a portion of the proceeds of these sales.

41. Telander directed Wind Farming to issue 20th Century Jackson over 10 million Wind Farming shares purportedly for \$10,000. Neither 20th Century Jackson nor Necoechea ever paid for these shares. Necoechea, through 20th Century Jackson, also obtained over 10 million additional Wind Farming shares through another source. Necoechea sold over 24 million Wind Farming shares to the public through 20th Century Jackson for over \$460,000.

42. Telander also expected Flemming and Ashlin Capital to make a public market in Wind Farming securities. At the time that Telander directed Wind Farming to issue shares through an unregistered offering to Flemming and Ashlin Capital, via Kyoto Capital, he expected that Flemming would sell these shares into the public market and provide Wind Farming with a portion of the proceeds of these sales.

43. Telander directed Wind Farming to issue Kyoto Capital a total of 102 million Wind Farming shares through an unregistered offering purportedly for \$.0048 per share. Telander and Wind Farming then distributed these shares to Ashlin Capital and Flemming. Flemming sold over 43 million Wind Farming shares to the public through Ashlin Capital for over \$800,000.

44. Telander directed Wind Farming to issue Oronex 500,000 Wind Farming shares through an unregistered offering purportedly for \$5,000. Spadaccini and Oronex did not pay for these shares. Telander caused Wind Farming to issue these shares to Spadaccini, via Oronex, to pay for Spadaccini's legal services. Spadaccini considered these shares currency to be sold for him to obtain the cash for his legal services.

A. The Scheme to Issue Wind Farming Stock Through an Unregistered Offering and Hype the Market for Wind Farming Stock Through Misrepresentations and Omitted Material Facts.

45. In April and May 2004, Telander caused Wind Farming to issue Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, and Oronex a total of 35.6 million Wind Farming shares.

46. Prior to June 2004, daily trading activity for Wind Farming's stock was minimal.

47. To hype the market for Wind Farming stock and inflate the prices at which McNamee and others would sell Wind Farming unregistered shares to the public, Telander and McNamee artificially created demand for Wind Farming Stock through false and misleading statements in press releases and through false and misleading statements posted on Wind Farming's website during the summer of 2004.

48. As part of the scheme, it was Telander and Wind Farming's custom and practice to call or write McNamee, whom Telander referred to as Wind Farming's "lead broker," to discuss points for upcoming press releases.

49. On June 28, 2004, Telander caused Wind Farming to issue a press release that stated that Wind Farming expected each wind farming cooperative that it established to generate over

\$800,000 in annual net revenue for the company, or over \$24 million in net revenue for the 30-year life of each cooperative. This press release was also posted on Wind Farming's website.

50. Telander and Wind Farming did not establish any wind farming cooperatives during the summer of 2004. Wind Farming did not have any operations that would generate the type of revenues and profits discussed in this June 28, 2004 press release during that time.

51. On August 3, 2004, Telander wrote a letter to McNamee proposing topics for McNamee's review for upcoming Wind Farming press releases, including: Wind Farming having selected the first 15 sites for its wind turbines; the sites would provide Wind Farming with \$12 million in annual revenue; Wind Farming was working with the Department of Agriculture and Department of Energy to create its wind farming cooperatives; and Wind Farming would repower existing wind farms in Altamont Pass and Tehachapi, California.

52. The August 3, 2004 letter also requested that McNamee put together Wind Farming's press release "in the proper way." In the letter, Telander wrote that he would send the press release prepared by McNamee to a distributor "as usual" and that he understood McNamee would also send the press release to his sources for distribution.

53. On August 10, 2004, Wind Farming issued a press release containing statements that were discussed in Telander's August 3, 2004 letter to McNamee. The press release stated, among other topics, that: Wind Farming had selected 15 sites for wind turbine installation; Wind Farming expected over \$12 million in revenues during the upcoming year; and Wind Farming was working with the Department of Agriculture and the Department of Energy to implement its wind farm cooperatives nationwide. This press release was also posted on Wind Farming's website.

54. Wind Farming did not have the operational ability to install any wind turbines, it did not have any basis for its \$12 million revenue projection based on its financial condition, and it did not have a collaborative relationship with the Department of Agriculture or the Department of Energy.

55. On August 10 and August 11, 2004, McNamee sold 530,000 Wind Farming shares for \$22,119.

56. Telander caused Wind Farming to issue additional press releases on August 13 and August 16, 2004, containing statements from his August 3, 2004 letter to McNamee regarding Wind Farming establishing cooperatives in Altamont Pass and Tehachapi, California.

57. At the time of the August 13 and August 16, 2004, press releases, Wind Farming did not have the operational ability to develop any cooperatives in any location.

58. After August 10 and 11, 2004, McNamee sold an additional 120,000 Wind Farming shares for \$4,886 during the rest of August 2004.

59. As a result of the false and misleading statements contained in Wind Farming's press releases and on Wind Farming's website, the trading volume of Wind Farming stock increased during the summer of 2004 from minimal in June 2004 to over one million shares per day for several days in August 2004.

60. As a result of Telander and McNamee's scheme, from June 2004 to August 2004 Wind Farming's stock price increased from virtually nothing to \$0.0525.

61. Through the summer of 2004, McNamee, Necoechea, and Spadaccini, through the entities they controlled, sold their Wind Farming shares into the public market at prices that were

artificially inflated by statements in Wind Farming's press releases and on its website during that time.

62. As a result, from the initial Wind Farming unregistered offering through August 31, 2004: McNamee sold over 1.3 million shares for approximately \$41,000; Necoechea sold approximately 2.1 million shares for approximately \$49,000; and Spadaccini sold 235,000 shares for approximately \$11,000.

B. Telander and Wind Farming Issue Additional Shares to Defendants Flemming, Kyoto Capital, and Ashlin Capital, and the Continued Hyping of the Market.

63. In August 2004, another Defendant introduced Telander to Flemming and Ashlin Capital, which acted as another conduit for Wind Farming to access the public market.

64. In September 2004, Telander arranged for Flemming and Ashlin Capital to work with two other defendants to promote and sell Wind Farming shares to the public that were issued through an unregistered offering.

65. To facilitate the issuance of Wind Farming shares to Ashlin Capital, Spadaccini sold Kyoto Capital to Flemming in September 2004.

66. In October 2004, Wind Farming issued 52 million shares, purportedly at \$0.0048 per share, to Kyoto Capital. Telander then distributed these shares to Ashlin Capital.

67. Telander continued his efforts to artificially create demand for unregistered Wind Farming shares in the public market. He directed Wind Farming to issue more false and misleading press releases in the fall of 2004, in accordance with his and McNamee's scheme, including press releases on November 24 and December 1, 2004.

68. On November 24, 2004, Telander caused Wind Farming to issue a press release that stated that Wind Farming signed an agreement to develop and own a wind farming cooperative in

the Baltic Coast area in Poland. This press release also stated that the Polish government would provide a \$10 million grant for this project and that Wind Farming would realize \$10 million in annual profits from this one wind farming cooperative. This press release was also posted on Wind Farming's website.

69. In the fall of 2004, Wind Farming did not have any agreement with the Polish government. Wind Farming also did not have any business operations at that time that supported the financial projections in the November 24, 2004 press release.

70. On December 1, 2004, Telander caused Wind Farming to issue another press release that announced an agreement with Ashlin Capital for Wind Farming to receive long-term financing from Ashlin Capital. This press release failed to disclose that Ashlin Capital was being used by Telander to provide financing by selling Wind Farming shares it obtained through an unregistered offering to the public and to then return part of the proceeds to Wind Farming.

71. Daily trading volume for Wind Farming stock in September and October 2004 only exceeded one million shares on one day. On many days during that time, volume remained below one hundred thousand shares. By late November and December 2004, after Telander and Wind Farming resumed issuing press releases, the daily trading volume increased to between one and two million shares.

72. In late November and December 2004, despite the high volume of Wind Farming shares being sold into the market, Wind Farming's stock price fluctuated little. It remained between \$0.02 and \$0.028 per share during that time.

73. Throughout the fall and winter of 2004-2005, Flemming and Necoechea, through the entities they controlled, sold their Wind Farming shares into the public market at prices that were artificially inflated by statements in Wind Farming's press releases during that time.

74. From December 2004 through February 2005, Ashlin Capital sold almost 26 million shares of Wind Farming to the public for approximately \$487,000. 20th Century Jackson also sold over 14 million shares of Wind Farming to the public during that time for over \$224,000.

75. From December 2004 through February 2005, Ashlin Capital and 20th Century Jackson used the proceeds of these sales to deposit approximately \$12,500 per week into Wind Farming's bank account. Flemming and Necoechea, through Ashlin and 20th Century, paid Wind Farming a total of at least \$422,513 from their sales of Wind Farming unregistered shares to the public.

C. Wind Farming's Second Unregistered Offering of Shares to Flemming and Ashlin Capital, Via Kyoto Capital, and the Continued Hype of the Market.

76. In March 2005, Wind Farming used Kyoto Capital to issue another 50 million shares to Ashlin Capital at \$0.0048 per share in an unregistered transaction.

77. Telander continued his efforts to inflate Wind Farming's stock price through the spring of 2005 by causing Wind Farming to issue more false and misleading press releases, including one such press release on April 29, 2005.

78. On April 29, 2005, Telander caused Wind Farming to issue a press release that stated that Wind Farming had agreed to partner with Zeller International and Ashman Technologies in the development of new wind turbines. This press release was also posted on the company's website.

79. The purported business partnerships between Wind Farming and Zeller International and Ashman Technologies discussed in the April 29, 2005 press release did not exist at that time.

80. During April and May 2005, the daily volume for Wind Farming's stock regularly exceeded one million shares. The day before the April 29, 2005 press release Wind Farming's trading volume increased 117%.

81. On April 28, 2005, despite the high volume of Wind Farming shares being sold into the market the price only declined from \$0.024 to \$0.022. The stock price continued to trade in that approximate range until the middle of May 2005.

82. Throughout the spring of 2005, Flemming, through Ashlin Capital, sold Wind Farming shares into the public market at prices that were artificially inflated by statements in Wind Farming's press releases during that time.

83. From March 29, 2005 through May 25, 2005, Ashlin Capital sold over 8 million unregistered shares for over \$170,000.

84. Ashlin Capital continued to pay Wind Farming from the sale of unregistered Wind Farming stock to the public, including a \$40,000 payment on May 27, 2005.

85. In late May 2005, Telander instructed Flemming to stop selling additional Wind Farming stock to the public because Wind Farming had received sufficient financing for the time being. Telander also told Flemming at that time that they would "get going again" once the stock price again increased to a more adequate level.

86. Telander kept Wind Farming's false and misleading press releases posted on its website until late June 2005, after the issuance of the Commission's trading suspension order on June 9, 2005.

D. McNamee's Additional Sales of Wind Farming Stock While Knowing that the Company was a Sham and that the Stock Price was Artificially Inflated.

87. McNamee continued to benefit from his and Telander's scheme by knowingly continuing to sell his Wind Farming shares into the public market at artificially inflated prices until June 2005.

88. McNamee knew, unlike public investors, that Wind Farming was a sham company with no real operations because he and Telander created Wind Farming from a corporate shell to use as the vehicle for their scheme.

89. McNamee also knew, as part of his and Telander's scheme, that Wind Farming would issue false and misleading press releases and post false and misleading statements on its website to artificially inflate the stock price while McNamee and others sold unregistered shares to the public.

90. Through June 2005, McNamee sold over 16 million Wind Farming shares at artificially inflated prices, receiving over \$430,000 for his and Telander's scheme to evade the registration provisions of the Securities Act and violate the antifraud provisions of the federal securities laws.

COUNT I

Violations of Section 5(a) and 5(c) of the Securities Act

91. Paragraphs 1 through 90 are hereby realleged and incorporated by reference herein.

92. From April 2004 to the present, Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini and Oronex, directly or indirectly: (i) made use of means or instruments of transportation or communication in interstate commerce or of the mails

to sell, through the use or medium of a prospectus or otherwise, securities as to which no registration statement was in effect; (ii) for the purpose of sale or delivery after sale, carried or caused to be carried through the mails or in interstate commerce, by means or instruments of transportation, securities as to which no registration statement was in effect; and (iii) made use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy, through the use or medium of a prospectus or otherwise, securities as to which no registration statements had been filed.

93. No registration statements were filed with the Commission or in effect in connection with sales of, and offers to sell, securities of Wind Farming by Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini, and Oronex.

94. By reason of the foregoing, Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea and 20th Century Jackson, Spadaccini, and Oronex have violated or are violating Sections 5(a) and (c) of the Securities Act [15 U.S.C. §77e(a) and (c)].

COUNT II

Violations of Section 17(a)(1) of the Securities Act

95. Paragraphs 1 through 90 are realleged and incorporated by reference as though fully set forth herein.

96. By engaging in the conduct described above, Wind Farming, Telander, and McNamee, in the offer and sale of securities, by the use of any means or instruments of

transportation or communication in interstate commerce or by use of the mails, directly or indirectly, have employed devices, schemes or artifices to defraud.

97. Wind Farming, Telander, and McNamee knew, or were reckless in not knowing, the facts and circumstances described in this Complaint.

98. By reason of the foregoing, Wind Farming, Telander, and McNamee have violated and, unless enjoined, will continue to violate Section 17(a)(1) of the Securities Act [15 U.S.C. §77q(a)(1)].

COUNT III

Violations of Sections 17(a)(2) and (3) of the Securities Act

99. Paragraphs 1 through 90 are realleged and incorporated by reference as though fully set forth herein.

100. By engaging in the conduct described above, Wind Farming, Telander, and McNamee, in the offer or sale of securities, by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, have:

- a. obtained money or property by means of untrue statements of material fact or by omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and
- b. engaged in transactions, practices, or courses of business which have been or are operating as fraud or deceit upon the purchasers of such securities.

101. By reason of the foregoing, Wind Farming, Telander, and McNamee have violated and, unless enjoined, will continue to violate Sections 17(a)(2) and (3) of the Securities Act [15 U.S.C. §77q(a)(2), (3)].

COUNT IV

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder

102. Paragraphs 1 through 90 are realleged and incorporated by reference as though fully set forth herein.

103. By engaging in the conduct described above, Wind Farming, Telander, and McNamee, in connection with the purchase or sale of securities, by the use of any means or instrumentalities of interstate commerce or of the mails, directly or indirectly, have:

- a. employed devices, schemes, or artifices to defraud;
- b. made untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and
- c. engaged in acts, practices or courses of business which have been or are operating as a fraud or deceit upon the purchasers and sellers of such securities.

104. Wind Farming, Telander, and McNamee knew, or were reckless in not knowing, the facts and circumstances described in this Complaint.

105. By reason of the foregoing, Wind Farming, Telander, and McNamee violated and, unless enjoined, will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5].

RELIEF REQUESTED

WHEREFORE, the Commission requests that the Court:

I.

Find that defendants Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini, and Oronex committed the violations charged and alleged herein.

II.

Grant Orders of Permanent Injunction, in forms consistent with Rule 65(d) of the Federal Rules of Civil Procedure, enjoining defendants Wind Farming, Telander, and McNamee, and their officers, agents, servants, employees and attorneys, and those persons in active concert or participation with any of the foregoing who receive actual notice of such Order, by personal service or otherwise, and each of them, from directly or indirectly, engaging in the transactions, acts, practices or courses of business described above, or in conduct of similar purport and object, in violation of Sections 5(a), 5(c), and 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §77(e)(a), (c); 15 U.S.C. § 77q(a)(1), (a)(2), (a)(3)], Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)], and Rule 10b-5 promulgated thereunder [17 C.F.R. 240.10b-5].

III.

Grant Orders of Permanent Injunction, in forms consistent with Rule 65(d) of the Federal Rules of Civil Procedure, enjoining defendants Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini, Oronex, and their officers, agents, servants, employees and attorneys, and those

persons in active concert or participation with any of the foregoing who receive actual notice of such Order, by personal service or otherwise, and each of them, from directly or indirectly, engaging in the transactions, acts, practices or courses of business described above, or in conduct of similar purport and object, in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §77(e)(a), (c)].

IV.

Order Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini and Oronex to disgorge any and all ill-gotten gains that they received as a result of their wrongful conduct, plus prejudgment interest.

V.

Enter an Order imposing upon all defendants appropriate civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

VI.

Issue an Order permanently prohibiting Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson from participating in any offering of penny stock pursuant to Section 20 of the Securities Act [15 U.S.C. §77t] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

VII.

Retain jurisdiction of this action in accordance with the principals of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

VIII.

Grant orders for such further relief as the Court deems appropriate.

Respectfully submitted,

s/ Paul N. Mensheha
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