

1 PATRICK R. COSTELLO  
2 Florida Bar No. 75034  
3 Email: [costello@sec.gov](mailto:costello@sec.gov)  
4 SECURITIES AND EXCHANGE COMMISSION  
5 100 F Street N.E.  
6 Washington, DC 20549-5985  
7 Telephone: (202) 551-3982  
8 Facsimile: (202) 772-9245  
9 Attorney for Plaintiff

10 **UNITED STATES DISTRICT COURT**  
11 **SOUTHERN DISTRICT OF CALIFORNIA**

12 SECURITIES AND EXCHANGE  
13 COMMISSION,

14 Plaintiff,

15 vs.

16 ASHER Z. ZWEBNER,

17 Defendant.

Case No. '16CV1013 WQH-NLS

**COMPLAINT**

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19  
20 Plaintiff Securities and Exchange Commission alleges:

21 **I. INTRODUCTION**

22 1. The Commission brings this action to enjoin Defendant Asher Z.  
23 Zwebner (“Zwebner”) from violating the antifraud provisions of the federal  
24 securities laws. From no later than September 2010 through December 2011,  
25 Zwebner engaged in a scheme to create a publicly-traded shell company, Crown  
26 Dynamics Corp. (“Crown”), through a sham registered initial public offering  
27 (“IPO”).  
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1           2.       Zwebner secretly controlled every aspect of Crown’s registration and  
2 the IPO. He filed a false Form S-1 registration statement with the Commission on  
3 behalf of the company, and after the registration became effective, placed Crown’s  
4 free-trading shares with nominees residing in Israel, most of whom were unaware  
5 of their role as nominees. Zwebner then gained physical control of their stock  
6 certificates. He subsequently engaged a U.S. broker-dealer to submit to the  
7 Financial Industry Regulatory Authority (“FINRA”) a false Form 15c2-11 under  
8 Rule 15c2-11 of the Exchange Act, 17 CFR § 240.15c2-11, so that Crown’s  
9 common stock would be quoted on the Over-the-Counter Bulletin Board  
10 (“OTCBB”) and the OTC Link (an SEC-registered Alternative Trading System).

11           3.       Throughout the registration process, Zwebner omitted to disclose his  
12 control over Crown, made false statements about Crown’s business purpose and  
13 plans, and used unwitting nominees as the purported IPO purchasers. After  
14 Zwebner registered Crown’s offering and arranged for its stock to trade on the  
15 OTCBB and on OTC Link, he secretly sold the Crown shell to stock promoter  
16 Christopher D. Larson (“Larson”).

17           4.       As a result of the conduct alleged in this Complaint, Zwebner violated  
18 Section 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77(q)(a);  
19 and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934  
20 (“Exchange Act”), 15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5. Unless restrained  
21 and enjoined, Zwebner is reasonably likely to continue to violate the federal  
22 securities laws.

## 23       **II. DEFENDANT AND RELATED ENTITIES AND INDIVIDUALS**

### 24           **A. Defendant**

25           5.       Zwebner, age 52, is a dual British and Israeli citizen and resides in  
26 Jerusalem, Israel. During the relevant time period, he purported to be an accountant  
27 and consultant who organized companies that traded on the U.S. over-the-counter  
28 market. Zwebner declined to testify before the Israeli Securities Authority in

1 connection with the Commission's investigation based on his Fifth Amendment  
2 privilege against self-incrimination.

3 **B. Related Entities and Individuals**

4 6. During the relevant time period, Crown was a Delaware corporation.  
5 On or about September 21, 2010, in its initial public offering registration statement,  
6 Crown claimed it planned to develop a patent for a toothbrush. After its registration  
7 became effective, the company's stock began trading under the symbol CDYY and,  
8 in January 2012, Crown announced a new product – an electronic monitoring  
9 device called PomCom. During the relevant time period, Crown stock traded in the  
10 U.S. on the over-the-counter market, and its IPO shares were issued in the U.S. by a  
11 U.S. registered transfer agent. U.S. investors purchased and sold shares here and  
12 through U.S. broker-dealers. Later in 2012, Crown merged into Airware Labs  
13 Corp.

14 7. Larson, age 44, resides in Arizona. During the relevant time period, he  
15 purchased the Crown shell from Zwebner. The Commission has filed a separate  
16 action against Larson.

17 **III. JURISDICTION AND VENUE**

18 8. The Court has jurisdiction over this action pursuant to Sections 20(b),  
19 20(d) and 22(a) of the Securities Act, 15 U.S.C. §§ 77t(b), 77t(d) and 77v(a); and  
20 Sections 21(d) and 27(a) of the Exchange Act, 15 U.S.C. §§ 78u(d) and 78aa(a).

21 9. The Court has personal jurisdiction over Zwebner and venue is proper  
22 in this District because, among other things, many of the acts and transactions  
23 constituting the violations alleged in this Complaint occurred in this District. In  
24 addition, venue is proper in this District under 28 U.S.C. § 1391 because a  
25 substantial part of the events giving rise to the Commission's claims occurred here.

26 10. In connection with the conduct alleged in this Complaint, Zwebner,  
27 directly and indirectly, singly or in concert with others, has made use of the means  
28 or instrumentalities of interstate commerce, the means or instruments of

1 transportation or communication in interstate commerce, the mails, and/or the  
2 facilities of a national securities exchange.

3 **IV. FACTUAL BACKGROUND**

4 **A. Zwebner Registers Crown's IPO**

5 11. Crown was incorporated in Delaware in June 2010, purportedly by an  
6 Israeli named Amir Rehavi ("Rehavi"). In reality, Rehavi was Zwebner's nominee  
7 and was unaware his name was associated with Crown or its securities. The record  
8 owners of the company's stock were Rehavi and another officer, Chana Zehavi  
9 ("Zehavi"). Crown purportedly issued 1.5 million shares each to Rehavi and  
10 Zehavi shortly after the company was incorporated. In reality, however, Zwebner  
11 controlled all three million shares.

12 12. Two months after Crown was incorporated, Zwebner retained a U.S.  
13 transfer agent to handle the issuance and cancellation of Crown's share certificates.  
14 Thereafter until he sold the Crown shell to Larson, Zwebner was the sole Crown  
15 representative who communicated with the transfer agent.

16 13. Zwebner misrepresented to the transfer agent that Rehavi was Crown's  
17 CEO. Crown's agreement with the transfer agent purported to be signed by Rehavi  
18 and witnessed by a New York County notary. In reality, both Rehavi's and the  
19 notary's signatures were forged on the document. In September 2010, at Zwebner's  
20 instruction, the transfer agent shipped Rehavi's and Zehavi's share certificates to  
21 Zwebner rather than to them as the named shareholders.

22 14. On September 21, 2010, Crown filed a Form S-1 Registration  
23 Statement with the Commission and, over the next year in response to the  
24 Commission's comments, filed seven amendments. Zwebner managed every aspect  
25 of the securities registration process. He worked with a U.S. securities attorney to  
26 prepare the Form S-1 and amendments thereto and respond to questions raised in  
27 the Commission's comment letters. Zwebner also worked with a firm he hired to  
28 file the Form S-1 and other reports with the Commission.

1           15. According to the third amendment to the Form S-1, filed on May 12,  
2 2011, Crown acquired a patent for a toothbrush that it planned to license to third-  
3 parties which would “design, manufacture and market a product based on the Patent  
4 . . . .”

5           16. Despite Zwebner’s control of the company and its registration process,  
6 his name did not appear anywhere in the Form S-1 or subsequent filings with the  
7 Commission. Zwebner’s conduct was illegal because Items 401(a) and 404(c) of  
8 Regulation S-K, 17 CFR §§ 229.401(a) and 229.404(c), require disclosure of  
9 officers, directors, promoters, and control persons and related transactions  
10 conducted by them to be included as part of any Form S-1 filing. Zwebner knew,  
11 or was reckless in not knowing, that Crown’s Form S-1 should have disclosed his  
12 control of the company and ownership of its stock, but omitted to do so.

13           17. While Crown’s request to register its securities was pending with the  
14 Commission, Zwebner disguised himself as Crown’s nominal CEO, Rehavi, so the  
15 Commission would send its comment letters to him rather than Rehavi. To  
16 accomplish this deception, on June 27, 2011, Zwebner created an email account that  
17 had the address: [amir.rehavi@gmail.com](mailto:amir.rehavi@gmail.com). The same day, Zwebner told company  
18 counsel to provide the address to the Commission examiner who was reviewing the  
19 Form S-1. As requested by Zwebner, on July 11, 2011, counsel sent the address to  
20 the Commission. Thereafter, the Commission emailed three comment letters to that  
21 address, each of which was addressed to Amir Rehavi. Because the email account  
22 belonged to Zwebner, it was he – rather than Amir Rehavi – who received the  
23 letters from the Commission. When the Commission sent the letters to that  
24 address, it was unaware it was communicating with Zwebner rather than Rehavi,  
25 the intended recipient of the communication.

26           18. Zwebner arranged to sell the Crown shell even before its registration  
27 became effective. On August 22, 2011, Crown filed its seventh (and final)  
28 amendment to the Form S-1. The amendment misrepresented that management did

1 “not have any current intentions, negotiations, or arrangements to merge or sell the  
2 Company.” The statement was false because Zwebner had already arranged to sell  
3 the company: just six days after filing the amendment, Zwebner notified Crown’s  
4 outside auditor that the Crown shell had been sold and the transaction would close  
5 in approximately two months. Zwebner therefore knew, or was reckless in not  
6 knowing, that the amendment falsely disclosed there were no plans to sell the  
7 company.

8 19. On September 7, 2011, relying on the accuracy of the amendment, the  
9 Commission declared Crown’s registration effective. When the Commission  
10 allowed the registration to go effective, it was unaware Zwebner was the company’s  
11 undisclosed principal and that he already had arranged to sell the company –  
12 including its free-trading shares that were supposed to be offered to public investors  
13 in a not-yet-commenced IPO. Once the registration became effective, Crown could  
14 commence its IPO.

15 **B. Zwebner and his Son Create a Fictitious IPO Subscriber List**

16 20. The next step in the scheme was to create freely-tradable shares that  
17 would make Crown valuable to stock manipulators who might purchase the Crown  
18 shell. To that end, Zwebner orchestrated a sham IPO pursuant to which he caused  
19 shares to be issued to his nominees. In reality, however, Zwebner owned and  
20 controlled the IPO shares both before and after the IPO.

21 21. The final amendment to the Form S-1 described the procedures for  
22 subscribing to the IPO that Zwebner never intended to follow. The procedures  
23 stated that investors wishing to purchase IPO shares would be required to submit a  
24 subscription agreement and deliver funds to Crown for the purchase. Instead of  
25 conducting a real IPO, Zwebner engaged in an elaborate charade to make it appear  
26 that Crown had done so. Zwebner and his son persuaded acquaintances to hand  
27 over unsigned photocopies of their blank personal checks. In doing so, Zwebner  
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1 and his son hid from them the fact that they would be identified as Crown's IPO  
2 subscribers and that Crown stock certificates would be issued in their names.

3 22. Once Zwebner had the checks, he or his son forged the payor  
4 signatures, inserted "Crown Dynamics Corp" as the payee, and inserted \$1,875 as  
5 the payment amount. In many if not all cases, the checks were never presented for  
6 payment. Zwebner constructed a list of 40 IPO subscribers, each of whom  
7 purportedly purchased 62,500 shares (totaling 2.5 million shares). At least 24 of  
8 the so-called subscribers – and most likely all 40 – never purchased Crown shares.  
9 Zwebner knew, or was reckless in not knowing, that the IPO subscriber list was  
10 nothing more than a make-believe list of shareholders who never actually purchased  
11 the stock.

12 23. Zwebner then provided the fabricated IPO shareholder list to Crown's  
13 transfer agent, along with a share issuance resolution purportedly signed by Crown  
14 officer Zehavi. The resolution directed the transfer agent to issue share certificates  
15 in the names of the 40 IPO subscribers and to ship them to Zwebner rather than the  
16 named shareholders. The transfer agent followed the instruction and, on or about  
17 October 24, 2011, sent all 40 share certificates to Zwebner. Most, if not all, of the  
18 individuals named on the share certificates never received them or even knew of  
19 their existence.

20 **C. Zwebner Arranges for Crown's Stock to Trade Over-The-Counter**

21 24. The next phase in the scheme – one that was important to make the  
22 Crown shell valuable to any potential stock manipulator who would purchase it –  
23 was to create a trading market for the Crown shell.

24 25. The OTCBB is a quotation service for securities that are not listed or  
25 traded on NASDAQ or any other national securities exchange. While exchanges  
26 (such as NASDAQ and NYSE) have specific listing and maintenance standards that  
27 are stringently enforced, OTC quotation services (such as OTCBB) facilitate  
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1 quotation of unlisted securities. As such, any regulatory relationship between an  
2 OTC quotation service and the companies may be limited or non-existent.

3 26. For a company to have its securities quoted on the OTCBB, a Form  
4 211 must be submitted to FINRA by a “market maker” regarding the company’s  
5 securities. A market maker is a firm that stands ready to buy and sell a particular  
6 stock on a regular and continuous basis at a publicly quoted price. The market  
7 maker must demonstrate compliance with Rule 15c2-11 of the Exchange Act, 17  
8 CFR § 240.15c2-11, before it can initiate a quote in a specific security. Rule 15c2-  
9 11 requires that a market maker have a reasonable basis to believe the information  
10 required is accurate in all material respects and from a reliable source.

11 27. On or about September 8, 2011 – the day after the Commission  
12 declared Crown’s registration effective – Zwebner arranged for a broker-dealer to  
13 file a Form 211 regarding Crown’s securities so that quotations could be published  
14 on the OTCBB. Zwebner was the broker-dealer’s exclusive contact for information  
15 about Crown the broker-dealer needed in order to successfully clear the Form 211  
16 with FINRA and commence publishing quotations regarding Crown’s securities.

17 28. On or about September 14, 2011, the broker-dealer submitted a Form  
18 211 regarding Crown’s securities to FINRA. The application contained false  
19 information that Zwebner had provided to the broker-dealer including, for example:

- 20 • that Amir Rehavi was Crown’s CEO;
- 21 • that Crown intended to license a toothbrush patent to third parties to  
22 design, manufacture and market the product; and
- 23 • that Crown had not entered into any discussions or negotiations  
24 concerning potential merger or acquisition candidates.

25 29. Those statements were false because Rehavi never acted as CEO;  
26 Crown did not intend any longer to pursue the toothbrush patent; and, less than a  
27 month earlier, Zwebner had arranged to sell the Crown shell. When Zwebner  
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1 provided this information to the broker-dealer he knew, or was reckless in not  
2 knowing, that it was untrue.

3 30. In a letter dated September 20, 2011, FINRA informed the broker-  
4 dealer that the Form 211 concerning Crown was deficient and requested additional  
5 information including the following:

- 6 • a current shareholder list;
- 7 • a statement indicating whether anyone controlled Crown's shares other  
8 than the named shareholders;
- 9 • details on Crown's IPO including copies of the IPO subscribers'  
10 checks reflecting payment for their Crown shares; and
- 11 • details on Crown's business plan.

12 31. On or about September 20, 2011, the broker-dealer sent FINRA's  
13 comment letter to Zwebner and wrote: "I will await your responses once they are  
14 available." Zwebner provided the broker-dealer with information to forward to  
15 FINRA.

16 32. In a letter dated October 26, 2011 but sent via overnight delivery the  
17 following day, the broker-dealer responded to FINRA's deficiency letter based on  
18 the information Zwebner had provided. Zwebner was fully aware of the contents of  
19 the letter because, before sending it to FINRA, the broker-dealer showed it to him.  
20 The letter included the following false information:

- 21 • the fraudulent shareholder list that Zwebner previously had provided to  
22 Crown's transfer agent;
- 23 • a statement misrepresenting that no one controlled Crown's shares  
24 other than the named shareholders;
- 25 • copies of the fraudulent IPO subscriber checks that Zwebner and his  
26 son had obtained from their acquaintances and a statement  
27 misrepresenting that the named officers/directors of Crown – rather  
28 than Zwebner and his son – had solicited the IPO subscribers and that

1 they had purchased their shares. Based on information provided to it  
2 by Zwebner, the broker-dealer represented the share certificates had  
3 been delivered, without explaining that they had been sent to Zwebner  
4 rather than to the named IPO subscribers; and

- 5 • a detailed description of Crown's plan to license Crown's product to  
6 third-party manufacturers and marketers that omitted to state that  
7 Zwebner was in the process of selling the company and had no  
8 intention of following the stated business plan.

9 When Zwebner provided this information to the broker-dealer he knew, or was  
10 reckless in not knowing, that it was false.

11 33. On or about November 2, 2011, in reliance on the false information  
12 about Crown that Zwebner had funneled through the broker-dealer, FINRA cleared  
13 the Form 211, which allowed the broker-dealer to quote Crown's stock on the  
14 OTCBB and on OTC Link. The following day, the broker-dealer informed  
15 Zwebner Crown had received a clearance letter from FINRA.

16 34. Zwebner now had a valuable commodity to sell: A fully-registered  
17 shell company with 2.5 million free-trading shares, and a ready-made trading  
18 market into which the shares could be sold. He was ready to complete the sale of  
19 the Crown shell that he had arranged in August 2011.

#### 20 **D. Zwebner Sells the Crown Shell to Larson**

21 35. In mid-November 2011, Zwebner had not yet completed the sale of the  
22 Crown shell that he had announced to Crown's auditor three months earlier. On or  
23 about November 16, 2011, when the auditor asked Zwebner to pay long overdue  
24 bills, Zwebner responded that he would pay "[a]s soon as Crown will be sold . . . ."  
25 The sale was completed a month later.

26 36. On or about December 6, 2011, Larson wired \$300,000 from a bank  
27 account titled to an entity he controlled to the trust account of an attorney, which  
28 reflected that payment was for Crown. Two days later, the attorney wired \$25,000

1 to Zwebner. On December 14, 2011, the attorney wired an additional \$206,127 to  
2 Zwebner through a financial cash change house in Jerusalem. On December 15,  
3 2011, Larson wired an additional \$25,000 from the same bank account he  
4 controlled to another of the attorney's trust accounts.

5 **Zwebner's Scienter: Other Wrongful Acts Demonstrating Zwebner's Intent to**  
6 **Fraudulently Create Public Shell Companies**

7 37. Zwebner knowingly or recklessly failed to disclose his control of  
8 Crown and ownership of its stock in filings with the Commission. He also  
9 knowingly or recklessly misrepresented that there were no plans to sell the  
10 company and that the IPO subscribers were nothing more than a make-believe list  
11 of shareholders who never actually purchased the stock. He also knowingly or  
12 recklessly provided false information to the broker-dealer who in turn provided the  
13 information to FINRA.

14 38. Crown was not Zwebner's only foray into the public shell company  
15 creation business. In several other instances in roughly the same time period in  
16 which he launched Crown, Zwebner also created other phony shell companies using  
17 the same blueprint he used for Crown.

18 39. For example, Zwebner arranged sham registered offerings for the  
19 following shell companies:

- 20 • Dynamic Applications Corp. now known as OWC Pharmaceutical  
21 Research Corp. by virtue of a name change amendment agreed to on  
22 November 25, 2014 (trading symbol OWCP) (registration effective on  
23 May 15, 2008);
- 24 • Dynamic Ventures Corp. (registration effective on March 29, 2010);
- 25 • Advanced Ventures Corp. (registration effective on May 10, 2011);
- 26 • Safecode Drug Technologies Corp. (registration effective on  
27 December 27, 2011); and

28

- Baby All Corp. now known as Santa Fe Petroleum, Inc. (trading symbol SFPI).

40. In his activities concerning these shell companies, Zwebner's conduct demonstrated the same pattern and practice he followed in setting up Crown. For example, Zwebner caused registration statements to be filed with the Commission, representing the companies would conduct IPOs and that they owned or had been assigned patents (or pending patents) for products they purportedly planned to develop. In each case he took physical possession of the named officers' share certificates that represented all of the outstanding shares before the IPO. As with Crown, none of the registration statements filed with the Commission for these companies identified Zwebner as a principal or even mentioned him at all.

41. After the companies' registrations became effective, Zwebner took physical possession of the share certificates for stock that was purportedly sold to IPO investors. As with Crown, at least some of the purported IPO investors were Zwebner's nominees who were unaware they had been listed as shareholders.

42. Zwebner arranged for each of the companies' shares to be traded over-the-counter in the U.S., and he then sold some of the companies to third parties.

### COUNT I

#### Fraud in Violation of Section 17(a)(1) of the Securities Act

43. The Commission repeats and realleges Paragraphs 1 through 42 of its Complaint.

44. From no later than September 2010 through December 2011, Zwebner, in the offer or sale of any 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 knowingly, willfully or recklessly employed any device, scheme or artifice to defraud.





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**COUNT VI**

**Fraud in Violation of Section 10(b) and Rule 10b-5(c) of the Exchange Act**

58. The Commission repeats and realleges Paragraphs 1 through 42 of its Complaint.

59. From no later than September 2010 through December 2011, Zwebner directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly, willfully or recklessly engaged in acts, practices and courses of business which operated or would have operated as a fraud or deceit upon any person in connection with the purchase or sale of any security.

60. By reason of the foregoing, Zwebner violated, and, unless enjoined, is reasonably likely to continue to violate, Section 10(b) and Rule 10b-5(c) of the Exchange Act, 15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5(c).

**RELIEF REQUESTED**

**WHEREFORE**, the Commission respectfully requests the Court find Zwebner committed the violations alleged, and:

**I.**

**Permanent Injunction**

Issue a Permanent Injunction restraining and enjoining Zwebner, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating the federal securities laws alleged in this Complaint.

**II.**

**Disgorgement**

Issue an Order directing Zwebner to disgorge all ill-gotten gains, including prejudgment interest, resulting from the acts or courses of conduct alleged in this Complaint.

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**III.**

**Penalty**

Issue an Order directing Zwebner to pay a civil money penalty 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).

**IV.**

**Penny Stock Bar**

Issue an Order, pursuant to Section 20(g) of the Securities Act, 15 U.S.C. § 77t(g), and Section 21(d)(6) of the Exchange Act, 15 U.S.C. § 78u(d)(6), barring Zwebner from participating in any future offering of a penny stock.

**V.**

**Officer and Director Bar**

Issue an Order, pursuant to Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), and Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), barring Zwebner from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act.

**VI.**

**Further Relief**

Grant such other and further relief as may be necessary and appropriate.

**VII.**

**Retention of Jurisdiction**

Further, the Commission respectfully requests the Court retain jurisdiction over this action and over Zwebner in order to implement and carry out the terms of all orders and decrees that may hereby be entered, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.



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Respectfully submitted,

DATED: April 26, 2016

SECURITIES AND EXCHANGE  
COMMISSION

By: /s/ Patrick R. Costello

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PATRICK R. COSTELLO  
Attorney for Plaintiff  
Email: [costello@sec.gov](mailto:costello@sec.gov)

OF COUNSEL:

CAROLYN KURR  
Maryland State Court E-file No. 9512130114  
Email: [kurrc@sec.gov](mailto:kurrc@sec.gov)  
KEITH O'DONNELL  
District of Columbia Bar No. 230003  
Email: [odonnellk@sec.gov](mailto:odonnellk@sec.gov)

Division of Enforcement  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549  
Telephone: (202) 551-7000  
Facsimile: (202) 772-9245