

in BHCA would pass only after Accelera paid for the shares. Accelera never paid a single dollar for BHCA.

3. Similarly, from at least 2013 through its 2015 Form 10-K, Accelera touted its purported proprietary software technology in public filings and private solicitations. Accelera portrayed itself as a provider of software when, in reality, it was not providing software to anyone.

4. Wallin, as Accelera's Chief Executive Officer and Chief Financial Officer, signed certifications as to the accuracy of Accelera's Forms 10-K and 10-Q for the period at issue. Through these certifications, Wallin attested that he had reviewed Accelera's financial statements. Wallin's certifications were false because, as he admitted, he did not even read the financial statements.

5. By engaging in the conduct described above, Wallin aided and abetted Accelera's violations of Section 13(a) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78m(a), and Rules 13a-1 and 13a-13 thereunder, 17 C.F.R. §§ 240.13a-1 and 240.13a-13. In addition, Wallin violated Exchange Act Rule 13a-14, 17 C.F.R. § 240.13a-14.

Jurisdiction And Venue

6. The SEC brings this action pursuant to Section 21(d) and (e) of the Exchange Act, 15 U.S.C. § 78u(d) and (e).

7. The Court has jurisdiction over this action pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa. Defendant has, directly or indirectly, made use of the means and instrumentalities of interstate commerce, of the mails, or of the facilities of a national securities exchange in connection with the acts, practices and courses of business alleged in this Complaint.

8. Venue is proper in this Court pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, because many of the acts, transactions, and courses of business constituting the violations alleged in this Complaint occurred within the jurisdiction of the United States District Court for the Northern District of Illinois and elsewhere. Moreover, Defendant resides and transacts business in this district.

Defendant

9. **John F. Wallin**, age 67, is a resident of Plainfield, Illinois. He was nominally the CEO and CFO of Accelera until April 20, 2017. Wallin did not receive any salary from Accelera and never exercised any stock options.

Related Entities and Person

10. **Accelera Innovations, Inc.** (“Accelera”) is a Delaware corporation based in Frankfort, Illinois. Although originally a blank-check company called Accelerated Acquisitions IV, Inc., Accelera now claims to be “a healthcare service company which is focused on acquiring companies primarily in the post-acute care patient services and information technology services industries.” Accelera’s common stock has been quoted on the OTCQB, a financial market for over-the-counter securities, since January 2015.

11. **Synergistic Holdings, LLC** (“Synergistic”) is a privately-held Illinois limited liability company. Synergistic was the purported majority shareholder of Accelera common stock from June 2011 until January 2015. Synergistic is not registered with the SEC as a broker-dealer.

12. **Geoffrey J. Thompson**, age 48, resides in Frankfort, Illinois. He is the founder, Chairman, and interim CEO and CFO of Accelera. He signed Accelera’s 2013, 2014, and 2015

Forms 10-K in his capacity as the Chairman of the Board. Thompson and his wife also own and control Synergistic.

Facts

13. On June 13, 2011, Synergistic, through Thompson, purportedly acquired Accelera, then a shell company.

14. On the same date, Accelera, through Thompson, hired Wallin as its CEO, President, and Chief Marketing Officer. Accelera had no other directors or officers.

15. Wallin signed Accelera's public filings as its Chief Executive Officer and/or Chief Financial Officer from April 2012 through April 2017, except for the Form 10-Q filed for the third quarter of 2014, which Wallin signed only as CEO. Wallin performed no substantive duties as CFO other than signing Accelera's Forms 10-K and 10-Q, the Sarbanes-Oxley certifications, and management representation letters to Accelera's auditor.

16. In the Sarbanes-Oxley certifications, Wallin certified that he had "reviewed this Annual Report on Form 10-K of Accelera Innovations, Inc." Wallin also certified that, based on his knowledge, the company's filing "does not contain any untrue statement of material fact," and that it "fairly present[s] in all material respects the financial condition, results of operations and cash flow of the registrant."

17. Wallin signed Accelera's public filings — including its Forms 10-K, Forms 10-Q, and Sarbanes-Oxley certifications — without reviewing them.

18. Wallin did not do anything to confirm the accuracy of the statements in Accelera's public filings, including its Forms 10-K and 10-Q. In particular, Wallin made no effort to confirm whether Accelera owned or controlled BHCA, and no effort to determine whether it could properly consolidate BHCA's revenues with Accelera's revenues.

19. Wallin had very limited knowledge of Accelera's operations or finances. For example, Wallin admitted that he did not know who drafted Accelera's financial statements. He did not know whether Accelera had ever generated revenue net of expenses. He did not know whether BHCA had ever been consolidated into Accelera's financial statements.

20. Although Wallin was both Accelera's CEO at inception and CFO on paper, in reality Thompson and others fulfilled much of those roles. Thompson knew Wallin was not performing any of the substantive duties associated with the CFO position, and knew that Wallin would not challenge any of Accelera's accounting decisions. Wallin submitted his resignation as Accelera's acting CEO and CFO on April 20, 2017. Thompson became interim CEO and CFO on the same date.

**Accelera Enters Into, But Never Satisfies,
A Stock Purchase Agreement With BHCA.**

21. On November 11, 2013, Accelera entered into a stock purchase agreement (the "Stock Purchase Agreement") and an employment agreement with Blaise Wolfrum, the 100% owner of BHCA.

22. Under the Stock Purchase Agreement, Accelera agreed to pay Wolfrum a total of \$4,550,000 in exchange for all of BHCA's stock. The first \$1 million was due within 90 days, and the remaining \$3,550,000 would be paid in installments.

23. The Stock Purchase Agreement provided that, after the first payment, the shares of BHCA would be placed into escrow, pending the final payment. Before the first payment, however, the shares would remain with Wolfrum, and Wolfrum would have the right to cancel the transaction at any time. The Stock Purchase Agreement provided that the shares would transfer free and clear to Accelera only after Accelera had paid the full purchase price.

24. Accelera failed to make the first payment due under the Stock Purchase Agreement within the 90-day time frame.

25. Instead, Accelera and Wolfrum entered into a series of amendments to the Stock Purchase Agreement, under which the timeline for payment was pushed back in exchange for shares of Accelera common stock. These amendments did not otherwise alter the terms of the Stock Purchase Agreement — Accelera still received no shares of BHCA prior to payment, and Wolfrum retained the right to cancel at any time.

26. Accelera never paid Wolfrum any money under the Stock Purchase Agreement. On March 31, 2016, Wolfrum and Accelera entered into an agreement terminating the Stock Purchase Agreement, effective January 1, 2016. Accelera never acquired any shares of BHCA, let alone all of the shares of BHCA.

27. Throughout the pendency of the Stock Purchase Agreement, Accelera never controlled BHCA in any way. BHCA controlled its own business and affairs. BHCA kept the revenue it earned. Accelera did not direct any hiring or firing or make other managerial decisions at BHCA. Accelera did not exercise day-to-day control over BHCA's operations. Wolfrum ran BHCA's business as he always had.

Accelera Reports BHCA's Revenue In Its Financial Statements.

28. Accelera never owned or controlled BHCA at any time. Notwithstanding its lack of ownership or control of BHCA, Accelera consolidated BHCA's financial results with its own. Accelera treated BHCA's revenues as if they belonged to Accelera.

29. Accelera consolidated BHCA's financial results with its own in its Forms 10-K for 2013, 2014, and 2015, and in its Forms 10-Q for 2014 and 2015. Accelera continued to

consolidate BHCA's financial results with Accelera's through the Form 10-K filed for the period ending December 31, 2015, which it filed in August of 2016.

30. Before the Stock Purchase Agreement, Accelera was a shell company with little or no assets and revenues. In its Form 10-Q for the quarter before the Stock Purchase Agreement, Accelera reported \$0 of revenues and \$50 of assets.

31. Consolidating BHCA's financial results with Accelera's financial results had a significant impact on Accelera's financial statements. BHCA's revenue comprised approximately 90% of Accelera's reported revenue in 2013 and 2014, and 69% in 2015.

32. Consolidating BHCA's financials with Accelera's financials violated generally accepted accounting principles.

Accelera Makes Misleading Statements Regarding Acquisitions.

33. In each of its publicly-filed financial statements from the 2013 Form 10-K through the 2015 Form 10-K, Accelera consolidated BHCA into its financial statements. Wallin signed the Forms 10-K and Forms 10-Q on behalf of Accelera as its Chief Executive Officer and/or Chief Financial Officer, except for the Form 10-Q filed for the third quarter of 2014, which Wallin signed only as CEO.

34. Accelera's Forms 10-K and Forms 10-Q were materially false and misleading. Accelera never satisfied the terms of the Stock Purchase Agreement and never acquired BHCA. By treating BHCA's revenue as its own, Accelera significantly inflated its true financial condition.

35. In its 2016 Form 10-K, filed on April 17, 2017, Accelera admitted that "the financial statements of BHCA should have never been consolidated with our financial statements

since we was [sic] never able to take control of BHCA due to non-payment of the purchase price.”

36. As a result of the improper consolidation, Accelera restated its financial statements for 2015 in its 2016 Form 10-K, resulting in a 92% decrease in total assets and a 69% decrease in revenues. Accelera did not restate its 2014 or 2013 financial statements and did not provide any explanation for why it did not restate those years.

37. Accelera’s stock is nearly worthless. On the day of the restatement, Accelera’s stock price dropped from 0.6 cents to 0.4 cents. Accelera’s stock has traded under \$0.01 since October 2016.

Accelera Makes Misleading Statements Regarding Technology.

38. Accelera also made false and misleading statements to investors about its technology. Accelera misrepresented that it was actively using proprietary technology, including healthcare software.

39. From 2013 through its 2015 Form 10-K, Accelera claimed in its public filings that it was in the business of “integrating its licensed technology assets into our newly acquired companies . . . to reduce operating costs and expand operations.”

40. The Form 10-K for the years ended December 31, 2012 and December 31, 2013 both of which Wallin signed, claimed that Accelera “is now a healthcare technology service provider.”

41. Accelera made similar misrepresentations in other statements to investors. For example, in January 2013, in an Investor Brief, Accelera claimed that it was a “well-established supplier of software and services.” As a second example, in a May 20, 2013 in a press release,

Accelera claimed that it was “a leading provider of healthcare information systems and Connectivity solutions.”

42. Those statements were materially false and misleading. Accelera did not provide any healthcare technology services, and did not integrate any healthcare software into any purported acquisitions. Accelera did not provide any services using proprietary software.

43. The Forms 10-Q and 10-K filed after the summer of 2015 — when Accelera shifted its business plan from healthcare technology to real estate — continued to reflect that Accelera’s “plan of operation” involved “licens[ing],” “sell[ing], and “utiliz[ing]” healthcare technology. The filings did not mention any planned shift to real estate acquisitions.

Wallin Signed False Certifications.

44. Wallin, as Accelera’s Chief Executive Officer and/or Chief Financial Officer, was required to, and did, sign and certify Accelera’s annual reports on Form 10-K for 2013, 2014, 2015, and 2016, filed in 2014, 2015, 2016, and 2017, respectively, and its quarterly reports on Form 10-Q for its 2014, 2015, and 2016 fiscal quarters.

45. Among other things, Wallin certified that he had reviewed certain Accelera periodic reports filed with the Commission.

46. In fact, as Wallin admitted in sworn testimony, he did not review Accelera’s financial statements and had very limited knowledge of Accelera’s finances and accounting.

Claims For Relief

Count I

***for Aiding And Abetting Violations of Section 13(a) of the Exchange Act
and Rules 13a-1 and 13a-13 thereunder***

47. The Commission realleges and incorporates by reference paragraphs 1 through 46 as if fully set forth herein.

48. Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder require issuers of registered securities to file with the SEC factually accurate annual and quarterly reports (Form 10-K and Form 10-Q).

49. By engaging in the conduct described above, Accelera, whose securities were registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, violated Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.

50. By engaging in the conduct described above, Wallin knowingly or recklessly provided substantial assistance to Accelera in its violation of the provisions described above.

51. By engaging in the conduct described above, Wallin aided and abetted Accelera's violation of Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), and Rules 13a-1 and 13a-13 thereunder, 17 C.F.R. §§ 240.13a-1 and 240.13a-13.

Count II

for Violation of Exchange Act Rule 13a-14

52. The Commission realleges and incorporates by reference paragraphs 1 through 46 as if fully set forth herein.

53. By engaging in the conduct described above, Wallin, as the Chief Executive Officer and/or Chief Financial Officer of Accelera, was required to, and did, sign and certify Accelera's annual reports on Form 10-K for 2013, 2014, 2015, and 2016, filed in 2014, 2015, 2016, and 2017, respectively, and its quarterly reports on Form 10-Q for its 2014, 2015, and 2016 fiscal quarters. Among other things, Wallin certified that he had reviewed certain Accelera periodic reports filed with the Commission. These certifications were materially false.

54. By engaging in the conduct described above, Wallin violated Rule 13a-14 under the Exchange Act.

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that the Court:

I.

(Injunctive Relief Against Future Securities Law Violations)

Enter an Order of Permanent Injunction, in a form consistent with Rule 65(d) of the Federal Rules of Civil Procedure, restraining and enjoining Defendant, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with Defendant who receive actual notice of the Order, by personal service or otherwise, and each of them from, directly or indirectly, engaging in the acts, practices or courses of business alleged above, or in conduct of similar purport and object, as principals or aiders and abettors, in violation of Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), and Rules 13a-1, 13a-13, and 13a-14 thereunder, 17 C.F.R. §§ 240.13a-1, 240.13a-13, and 240.13a-14;

II.

(Civil Penalties)

Enter an Order requiring Defendant to pay civil penalties pursuant to Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3);

III.

(Officer and Director Bar)

Enter an Order, pursuant to Section 21(d)(5) of the Exchange Act, 15 U.S.C. § 78u(d)(5), permanently prohibiting Defendant from serving 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;

IV.

(Retention of Equitable Jurisdiction)

Retain jurisdiction over this action in accordance with the principles 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; and

V.

(Other Relief)

Grant such other relief as the Court deems appropriate.

JURY DEMAND

Pursuant to Rule 38(b) of the Federal Rules of Civil Procedure, Plaintiff demands that this case be tried to a jury on all issues so triable.

September 29, 2017

Respectfully submitted,

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

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