

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DANIEL CATTLIN,
WILLIAM R. SHUPE

Defendants.

Civil Action No. 21-CV-____
()

JURY TRIAL DEMANDED

COMPLAINT

Plaintiff, Securities and Exchange Commission (the “Commission”), alleges the following against defendants Daniel Cattlin (“Cattlin”) and William R. Shupe (“Shupe” and together “Defendants”):

SUMMARY

1. This is a securities fraud enforcement action. Between 2016 and 2019, Cattlin and Shupe schemed with a group including two other individuals, Timothy and Trevor Page (the “Pages”), fraudulently to acquire and sell the stock of various publicly traded companies. The Commission charged the Pages (and others) today in a separate Complaint with engaging in securities fraud. *SEC v. Page, et al.*, 21-cv-5292-ENF (E.D.N.Y. Sept. 23, 2021). Defendants’ and the Pages’ fraudulent conduct generally worked as follows:

- a. The Pages secretly obtained control over publicly traded companies by acquiring, through various nominee shareholders—including a shareholder that was controlled, on paper, by Shupe—a significant percentage of those companies’ publicly traded stocks;

- b. The Pages controlled the operations of those companies through Shupe, who served as an officer and director of one company and the majority shareholder of others, and through Cattlin, who the Pages installed as the Chief Executive Officer (“CEO”) of two companies. Shupe and Cattlin acted at the Pages’ behest to cause the companies to take various actions for the Pages’ benefit, including: issuing shares to nominee entities that the Pages controlled; effecting stock splits and other transactions to consolidate and conceal the Pages’ control of outstanding shares; and issuing company press releases in coordination with promotional campaigns that the Pages financed to drive demand for the stock that the Pages were surreptitiously selling through nominee entities. Shupe and Cattlin thus enabled the Pages to conceal their control of the companies and to conceal the Pages’ dumping of shares through nominee entities.
- c. The Pages dumped their stock into the market and disguised their actions by selling through various nominee entities. Their sales yielded millions of dollars in illegal stock sale proceeds. The Pages funneled a portion of these proceeds to Cattlin and to Shupe’s business, including by passing funds through entities that Cattlin and Shupe controlled.

The details of the schemes are set forth below.

2. Starting at least by the middle of 2016 and continuing through at least November 2019, Shupe and others schemed fraudulently to sell the stock of EnviroTechnologies International, Inc. (“EnviroTech”), BioHemp International, Inc. (“BioHemp”) and Cyberfort Software Inc. (“Cyberfort”), to investors in the public United States securities markets. Cattlin

was involved in the schemes relating to BioHemp and Cyberfort and his involvement lasted from no later than 2017 through at least July 2020.

3. Cattlin and Shupe were the “inside men” at these companies. They defrauded investors by serving as fronts to help the Pages and their associates conceal their control over these companies. In furtherance of the scheme, Shupe served as an officer and director of EnviroTech and as the majority shareholder of BioHemp and Cyberfort, thus enabling the Pages and other associates to disguise the fact that the Pages actually controlled both companies. In furtherance of the scheme, Cattlin served as the CEO of both BioHemp and Cyberfort and helped the Pages hide the fact that they controlled those companies.

4. The Pages’ control over EnviroTech, BioHemp, and Cyberfort meant that they were legally prohibited from selling stock to investors in the public securities markets unless the Pages registered those sales or otherwise complied with federal securities laws that strictly limit sales by persons who control corporations with publicly traded stock. They did not. Instead, the Pages disguised their control over EnviroTech, BioHemp, and Cyberfort by holding their securities through a network of nominee companies. Shupe and Cattlin concealed the Pages’ ownership and funding of EnviroTech, BioHemp, and Cyberfort and caused those companies to take official acts to further the Pages’ efforts to profit by dumping their stock into the market.

5. To help the Pages conceal their illegal securities trading, Shupe maintained bank accounts in the names of three corporate entities that he controlled. Shupe permitted the Pages to send funds into those accounts and then direct the distribution of funds out of these accounts. By allowing the Pages to use his companies’ accounts in this way, Shupe helped the Pages conceal their use of the proceeds from their fraudulent scheme.

6. In exchange for Shupe's efforts, the Pages provided financing of least \$188,000 to EnviroTech, which owned certain technology that Shupe wanted to develop. Shupe knew, or was reckless or negligent in not knowing, that much, if not all, of this financing was derived from the Pages' illegal sale of stock.

7. In addition to operating Cyberfort and BioHemp on the Pages' behalf and facilitating the Pages' illegal sales of stock, Cattlin coordinated with the Pages to provide false and misleading information in response to Commission investigative subpoenas or questions related to BioHemp. Further, when interviewed by Commission staff in June 2020, about his role as Cyberfort's chief executive officer, Cattlin provided false and misleading answers designed to, among other things, disguise the Pages' involvement in the company.

8. For his efforts, the Pages paid Cattlin a total of over one hundred thousand dollars on various dates during 2017 through 2020, some of which was derived from the Pages' illegal sale of stock.

VIOLATIONS

9. As a result of the conduct alleged herein, Cattlin and Shupe violated, and unless restrained and enjoined will continue to violate, Sections 17(a)(1), and 17(a)(3) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §77q(1), (3)], and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. §78j(b)] and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §240.10b-5(a), (c)]. Cattlin and Shupe also aided and abetted, and unless restrained and enjoined will continue to aid and abet, the Pages' violations of Sections 17(a)(1), and 17(a)(3) of the Securities Act, and Section 10(b) of the Exchange Act and Rules 10b-5(a) and (c) thereunder.

NATURE OF THE PROCEEDINGS AND RELIEF SOUGHT

10. The Commission seeks a permanent injunction against Cattlin and Shupe, enjoining them from engaging in the transactions, acts, practices, and courses of business alleged in this Complaint, disgorgement of all ill-gotten gains from the unlawful conduct set forth in this Complaint, together with prejudgment interest, pursuant to Section 21(d)(7) of the Exchange Act [15 U.S.C. §78u(d)(7)], civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)]; an order barring Cattlin and Shupe from participating in any offering of a penny stock, pursuant to Section 20(g) of the Securities Act [15 U.S.C. §77t(g)] and/or Section 21(d) of the Exchange Act [15 U.S.C. §78u(d)]; an order barring Cattlin and Shupe from serving as officers and directors of a public company 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)]; and such other relief as the Court may deem appropriate.

JURISDICTION AND VENUE

11. This Court has jurisdiction over this action pursuant to Section 22(a) of the Securities Act [15 U.S.C. §77v(a)] and Sections 21(d), 21(e), and 27 of the Exchange Act [15 U.S.C. §§78u(d), 78u(e), and 78aa].

12. Venue lies in this District 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 acts, practices, transactions and courses of business alleged in this Complaint occurred within the Eastern District of New York, and were effected, directly or indirectly, by making use of means or instrumentalities of transportation or communication in interstate commerce, or the mails. For example, during the period described in this Complaint, individuals who reside in the Eastern District of New York purchased the stock of EnviroTech and BioHemp.

DEFENDANTS

13. Daniel Cattlin, age 33, is a citizen and resident of the United Kingdom.

14. William Shupe, age 66, is a United States citizen and a resident of Lindon, Utah.

He is a disbarred lawyer formerly admitted to the bar of the state of Utah.

RELATED PARTIES

15. EnviroTech currently represents in public filings that it develops and markets organic products for diverse industries including the cannabis industry. EnviroTech is a Delaware corporation that was incorporated in 1996 under the name HIS of Virginia, Inc., later changed its name to Healthnostics, Inc., and then changed its name to EnviroTech. EnviroTech is currently headquartered in Pleasant Grove, Utah. EnviroTech stock (Ticker: ETII) is quoted on the OTC Markets (defined below).

16. BioHemp is a Nevada corporation that purportedly has a principal place of business in New York, New York. BioHemp was originally incorporated in Nevada in August 2012 as Book It Local Inc., later changed its name to Blake Insomnia Therapeutics, Inc. (“Blake”), and then changed its name to BioHemp International, Inc. In August 2013, Book It Local registered a class of its securities with the Commission under Section 12(g) of the Exchange Act. As a result of that registration, the company had an obligation under Section 15(d) of the Exchange Act to file periodic and other reports with the Commission. During the time period at issue in this Complaint, BioHemp stock (Ticker: BKIT) was quoted on the OTC Markets. The Commission suspended trading in BioHemp stock for 10 days effective July 26, 2019, and on September 1, 2021, the Commission revoked the registration of its shares under the Exchange Act for failure to comply with its reporting obligations.

17. Cyberfort is a Nevada corporation, currently headquartered in San Francisco, California. Since 2016, Cyberfort has represented in public filings that it is focused on providing cybersecurity technology. Cyberfort's stock (Ticker: CYBF) is quoted on the OTC Markets. Between April 2013 and April 2020, Cyberfort's shares were registered with the Commission under Section 12(g) of the Exchange Act.

BACKGROUND

18. Persons who control companies which have stock that is sold to the public ("control persons") are subject to a variety of legal and regulatory requirements. Such registration requirements, sale restrictions, and disclosure obligations are safeguards designed to inform investors about the nature of the stock they are holding or considering buying, and from whom they would be buying that stock.

19. Before selling stock, control persons are required to: (a) register the stock sales with the Commission pursuant to Section 5 of the Securities Act [15 U.S.C. §77e]; (b) sell the stock pursuant to an applicable exemption from registration; or (c) sell the stock pursuant to conditions set forth in SEC Rule 144 [17 C.F.R. §240.144], including limitations on the amount of stock a control person can legally sell. Also, investors in certain public companies are required publicly to disclose any ownership interest in excess of 5% of the company's publicly traded stock.

20. "Restricted stock" includes stock of a company whose shares are traded publicly (also known as an "issuer") that has been acquired from an issuer, or an affiliate of an issuer, in a private transaction that is not registered with the Commission. In addition, stock held by an issuer or affiliate of an issuer is restricted stock. Absent an exemption under the federal securities laws and rules, restricted stock cannot legally be offered or sold to the public unless a

securities registration statement has been filed with the Commission (for an offer) or is in effect (for a sale). A registration statement contains important information about an issuer's business operations, financial condition, results of operations, risk factors, and management. It also discloses any person or group who is the beneficial owner of more than 5% of the company's securities.

21. An "affiliate" of an issuer is a person or entity that, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such issuer (i.e., a control person). "Control" means the power to direct management and policies of the company in question. Affiliates include officers, directors and controlling shareholders, as well as any person who is under "common control" with or has common control of an issuer. As used herein, the term "control group" means a group that collectively is an "affiliate" of an issuer.

22. "Unrestricted stock" is stock that may legally be offered and sold in the public securities marketplace by a non-affiliate, ordinarily after having previously been subject to a registration statement filed with the Commission. Registration statements are transaction specific, however, and apply to each separate offer and sale as detailed in the registration statement. Registration, therefore, does not attach to the security itself, and registration at one stage for one party does not necessarily suffice to register subsequent offers and sales by the same or different parties. Thus, when a control person buys publicly-traded or otherwise unrestricted shares in a company s/he controls, those shares automatically become subject to the legal restrictions on sales by an affiliate, which strictly limit the quantity of shares that may be sold in the public markets absent registration. Without registration, affiliates are prohibited from selling large quantities of an issuer's shares, regardless of how the affiliates obtained those

shares.

23. A “transfer agent” is a company that, among other things, issues and cancels certificates of a company’s stock to reflect changes in ownership. Many companies that have publicly traded securities use transfer agents to keep track of the individuals and entities that own their stock. Transfer agents routinely keep track of whether shares are restricted from resale.

24. Over-the-Counter (“OTC”) Markets, Inc. is a stock quotation service that facilitates public trading of shares in public companies that are not otherwise listed on national securities exchanges (like NASDAQ or the New York Stock Exchange). Public companies that do not have an obligation to file reports with the Commission may choose to file public reports (such as quarterly and annual statements) on the OTC Markets website for investors to review and consider when making investment decisions.

FACTUAL ALLEGATIONS

ENVIROTECH SCHEME TO DEFRAUD

25. Shupe, the Pages, and their associates schemed illegally to sell the stock of EnviroTech by, among other things, disguising the Pages’ control of the company and disguising the Pages’ ownership of shares that they ultimately dumped into the public markets.

26. Shupe has been friendly with Timothy Page for several decades. He also developed a relationship with Timothy Page’s son, Trevor Page, in or around 2015. Shupe contacted the Pages in 2016 because he wanted their assistance with expanding a company to develop and sell nontoxic cleaning products that he wanted to commercialize.

27. The Pages introduced Shupe to one of their associates (“Person A”) who controlled a dormant public shell company named, at the time, Healthnostics Inc. A public “shell company” typically has publicly-traded stock, but has no or nominal operations. The

Pages and Person A negotiated with Shupe and his business partners to reverse merge their privately-owned cleaning products company into Healthnostics. As a consequence of that transaction, which was effective on July 1, 2016, Healthnostics changed its name to EnviroTech and its stock trading symbol to ETII. Healthnostics' former management resigned and was replaced by Shupe and his business partners, and the number of outstanding common shares of EnviroTech was reduced.

28. As a result of his company's merger into Healthnostics, Shupe became the Secretary of EnviroTech and later became a member of its Board of Directors, which enabled him to direct the company to facilitate the Pages' eventual illegal stock sales. Shupe and his business partners, as well as Person A, owned large blocks of restricted EnviroTech stock after this transaction. As discussed above, restricted stock cannot be traded in the public stock market.

29. Shupe understood that the merger of his private company with a publicly traded shell company would benefit him by potentially giving him access to funds to develop and commercialize the cleaning products he wanted to sell. Shupe also knew how the Pages would benefit. Shupe participated in conversations with the Pages and Person A in 2016 during which the parties expressed their plan that the Pages and Person A would secretly control EnviroTech's unrestricted stock, would tout that stock as a good investment to investors, and would sell it through nominee companies that the Pages controlled, without disclosing the Pages' control. During those discussions, Shupe was informed that he would receive financing for EnviroTech through the Pages' sales of EnviroTech stock.

30. Shupe was a former lawyer, a businessman, and an officer of a public company at the time of these conversations with the Pages and Person A. He knew, or was reckless or negligent in not knowing, that the Pages and Person A were affiliates of EnviroTech because

they had the power to control the company and its stock. The Pages' power to control EnviroTech derived in part from their ability to instruct and direct Shupe, one of EnviroTech's directors.

Pages' Stock Control over EnviroTech

31. Between mid-2016 and May 2017, Shupe assisted the Pages in acquiring, through various foreign nominee corporations under their control, almost all of EnviroTech's unrestricted stock. As Shupe knew, or recklessly or negligently disregarded, the Pages' control over almost all of EnviroTech's unrestricted stock enabled the Pages to control the market price per share and volume for the stock when they sold it to unsuspecting investors.

32. Shupe communicated with the Pages and with Person A about EnviroTech in several ways, including through an encrypted email application (referred to herein as "Encrypted Email"). The Pages and Person A used code names when they communicated with Shupe by Encrypted Email.

33. In September 2016, three foreign entities controlled by the Pages, Red Crane Ltd. ("Red Crane"), Ticino Capital, Ltd. ("Ticino") and Car Rus Consulting ("Car Rus"), each acquired a class of stock that could be converted into EnviroTech common stock (*i.e.*, a type of stock that can typically be traded in the public securities markets if it is unrestricted). These three Page entities all exercised their conversion rights in October 2016, making them the owners of a total of 30,000,000 common shares of EnviroTech.

34. As a matter of law, because the Pages were control persons of EnviroTech, the 30,000,000 shares held by the Pages were restricted shares. That is, without registration or an exemption, the Pages could not sell their shares into the market in bulk and were strictly limited in the number of shares they could sell.

35. In order to fraudulently conceal their control and ownership, the Pages and Person A set out to divide their common stock among multiple nominee entities, so that each entity would own less than 5% of EnviroTech's total outstanding common stock. As Shupe knew, or recklessly or negligently disregarded, brokerage firms often applied additional scrutiny to shareholders owning 5% or more, and the securities laws require disclosure of shareholders owning 5% or more of some companies.

36. Person A, the Pages and Shupe discussed the need to keep each entity's ownership under 5% in order to fraudulently conceal the Pages' ownership from investors. As Shupe knew, or recklessly or negligently disregarded, EnviroTech's OTC Markets filings included disclosures that purported to list the company's "Officers, Directors, and Control Persons," with "control persons" defined as "beneficial owners of more than five percent (5%) of any class of the issuer's equity securities." EnviroTech never disclosed the Pages as "control persons."

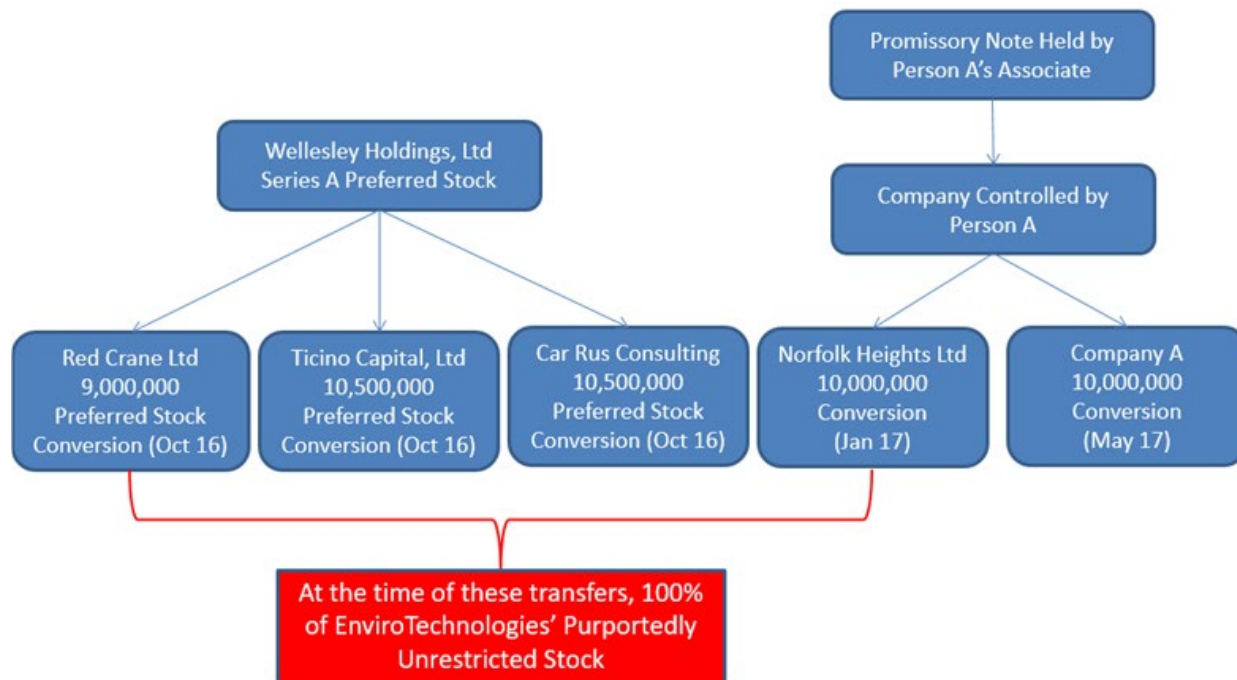
37. In his role as Secretary and Director of EnviroTech, Shupe assisted the Pages in transferring EnviroTech shares from their three companies (Red Crane, Ticino and Car Rus) to additional nominees that were made available by illegal trading platforms that were in the business of facilitating illegal stock sales. For example, on or about November 25, 2016, Shupe signed a signature indemnification form on behalf of EnviroTech for Red Crane's transfer of 9 million shares to another nominee controlled by an illegal trading platform.¹ Person A sent the transfer agent a similar signature indemnification form purportedly bearing Shupe's signature for Ticino's transfer of 10 million shares on or about April 10, 2017.

¹ The Commission sued this illegal trading platform and described its operations, in *SEC v. Bajic et al.*, No. 20-cv-007 (S.D.N.Y. filed Jan. 2, 2020).

38. Shortly thereafter, Shupe and Person A facilitated the assignment of portions of a promissory note from Person A's company to Norfolk Heights Ltd. and to another foreign entity ("Company A"), both of which agreed to act at the direction of the Pages. Norfolk Heights was a nominee of the same illegal trading platform described above that agreed to trade the Pages' shares at their direction. Company A provided similar services to the Pages. The Pages then arranged to have Norfolk Heights and Company A convert their portions of the promissory note into a total of 20,000,000 additional common shares of EnviroTech in 2017. Using Encrypted Email, Tim Page informed Person A that Company A would be "the entity for the new issuance of stock from [EnviroTech]" and asked Person A to "[p]lease liaise with Shupe and get him all the paperwork he needs to sign."

39. On behalf of EnviroTech, Shupe signed the Assignment of Promissory Note for both assignments to Norfolk Heights and Company A—thus enabling the Pages secretly to dump their undisclosed EnviroTech shares through another layer of nominee entities—and informed EnviroTech's transfer agent that EnviroTech would pay the fees associated with transferring EnviroTech's stock to Norfolk Heights and Company A.

40. The table below illustrates the stock transfers to the Pages' entities as described in paragraphs 33 through 39 above. Shupe knew, or was reckless in not knowing, that the Pages and Person A orchestrated the distribution of stock shown in this chart. Red Crane, Ticino, Car Rus, Norfolk Heights and Company A were controlled by, or held stock on behalf of, the Pages.



The Pages' Illegal Sales of EnviroTech Stock

41. Red Crane Ltd. then transferred its shares to another foreign nominee company that was controlled by one of the illegal trading platforms described above. These illegal platforms sold penny stocks like EnviroTech for various control groups, like the Pages. Between approximately February 2017 and May 2018, the Pages and others with whom they were coordinating arranged for the illegal trading platform to dump their EnviroTech stock. The sales occurred in two waves: February through June 2017 and February through May 2018.

42. During the time period from February through June 2017, the Pages sold, through the illegal trading platform, approximately 3.9 million shares of EnviroTech stock for proceeds of approximately \$3.7 million. At the same time, the Pages paid for digital stock promotional campaigns to encourage investors to purchase the EnviroTech stock they were dumping into the market.

43. Shupe, as an EnviroTech officer and director, played a critical role in clearing an unforeseen obstacle to the Pages' effort to cash in on their 2017 promotional campaign by

dumping EnviroTech shares. On April 19, 2017, Tim Page sent an Encrypted Email message to Shupe, Person A and Trevor Page informing them that “[w]e have a problem that really needs to be solved now that we are going into digital.” Tim Page informed the recipients that certain brokerage firms would not allow investors to purchase EnviroTech shares because of a pending dividend and said that “if we cannot get it sorted out then we are dead in the water,” meaning that they would be unable to sell their EnviroTech shares into the demand created by the promotional campaigns they were funding. Tim Page asked Person A and Shupe to get the situation fixed this week because “its really getting this situation sorted out or no/very little trading in the stock.”

44. Shupe responded to Tim Page via Encrypted Email on April 20, 2017, reporting on his progress in resolving the dividend problem. He also reported that he would prepare the required Board of Directors resolution and would work with the brokerage firms to allow their customers to resume purchases of EnviroTech, all of which Shupe knowingly, recklessly or negligently did to facilitate the Pages’ fraudulent stock sales.

45. The following day, Shupe sent to Person A via Encrypted Email documents to facilitate a stock conversion by Company A, including Shupe’s signature on the Assignment of Promissory Note described in paragraphs 38-39 above. In the accompanying message, Shupe asked whether he could do anything to help with the brokerage firm “mess” and told Person A that “Tim [Page] is very concerned that we have some resolution so we don’t lose our current IR [investor relations/promotions] partner.” These communications show Shupe’s understanding that the Pages were promoting EnviroTech stock to sell their own shares.

46. As an officer and director of EnviroTech, Shupe played a central role in the Pages’ effort to dump additional shares, following the 2017 promotion campaign. Shupe’s

ability to control the issuance and recall of shares helped to ensure that the Pages – rather than the investors who had bought the 3.9 million shares the Pages dumped in 2017 – would reap the rewards of any additional promotional campaign.

47. The Pages, Person A and Shupe regrouped in August 2017 to decide what to do next with EnviroTech shares. They developed a plan to effect a reverse split of EnviroTech shares in which each 8 shares would be exchanged for 1 share. Person A sent Shupe and Tim Page, via Encrypted Email, a list of cost estimates to do the reverse split and described the timing of the steps that would need to happen. Tim Page responded that Trevor Page could organize payment of the fees and he wanted to get the split done “as soon as possible so that we can start [selling] again as close to September as possible.” Person A then asked Tim Page if he had spoken with Shupe “about restructuring the outstanding shares post-split.” Tim Page responded to Person A that he had discussed it with Shupe and detailed the prior promotions and share sales and the amounts of shares the Pages intended to sell going forward.

48. The Pages’ sales of EnviroTech stock in the spring of 2018 generated an additional approximately \$800,000 in profits. In total, between February 2017 and May 2018, the Pages’ sales of EnviroTech stock generated proceeds of more than \$4.5 million.

The Pages Kicked Back Stock Sale Proceeds to EnviroTech Through Shupe

49. The Pages were a significant source of funding for EnviroTech’s business operations between March 2017 and May 2019. Shupe helped the Pages conceal the fact that they were the source of that funding to avoid the appearance that the Pages controlled EnviroTech. Tim Page arranged to fund EnviroTech’s operations by transferring funds from several accounts he and Trevor Page controlled to an account controlled by Shupe in the name of Dentasource LLC (“Dentasource”), which in turn transferred the funds to EnviroTech. In

testimony under oath, Shupe described Dentasource as a dormant company whose bank account he used for personal expenses and testified that “[i]t was nothing more than an extension of me.”

Examples of transfers follow:

- a. On or about March 7, 2017, Tim Page paid \$16,961.65 from his personal bank account to Dentasource. On March 8, 2017, Dentasource wired \$15,000 to EnviroTech. Following this wire transfer, the remaining balance in Dentasource’s account was less than \$3,600.
- b. On or about March 21, 2017, Ticino paid \$49,980 to Dentasource. On the same day, Dentasource wired \$49,950 to EnviroTech. Following this wire transfer, the remaining balance in Dentasource’s account was less than \$900.
- c. On or about October 16, 2018, another foreign entity controlled by the Pages paid \$14,966 to Dentasource. On October 17, 2018, Dentasource wired \$14,960 to EnviroTech. Following this wire transfer, the remaining balance in Dentasource’s account was less than \$400.

50. In total, between March 2017 and May 2019, the Pages sent Dentasource \$223,214.65 from three foreign entities they controlled and from Tim Page’s personal bank account. In addition, in December 2018, a company controlled by Person A sent Dentasource \$14,900, for a total of \$238,114.65. The Pages sent these funds to Dentasource at the same time they were selling EnviroTech stock, as well as the stock of BioHemp and other companies they controlled.

51. Of the \$238,114.65 that Shupe received into Dentasource’s account, he sent \$232,226.66 to EnviroTech.

52. Shupe knew, or was reckless or negligent in not knowing, that he was funneling money from the Pages to EnviroTech to conceal the Pages' involvement in financing the company. Shupe also knew, or was reckless or negligent in not knowing, that EnviroTech's financing was coming from sales of its stock by company affiliates that were not being disclosed as such in EnviroTech's filings on OTC Markets. Shupe also knew, or was reckless or negligent in not knowing, that the Pages—as affiliates of EnviroTech—were legally prohibited from selling the company's stock without an effective registration statement or following Commission Rule 144 safe harbor provisions—neither of which the Pages, or the entities they controlled, did.

53. As an additional step to obfuscate the Pages' role in financing EnviroTech, Shupe agreed to sign a series of promissory notes between Dentasource and Tim Page (or Tim Page's companies) to create the false appearance that the money the Pages were sending Dentasource resulted from a loan arrangement. There was in fact no such loan agreement.

54. For example, Shupe signed four promissory notes - dated August 25, 2017, October 16, 2018, March 20, 2019 and May 24, 2019 - obligating Dentasource to repay one of the Pages' foreign entities or Tim Page the recited "loan amounts."

55. Shupe then executed corresponding promissory notes between Dentasource and EnviroTech that required EnviroTech to repay Dentasource or to convert the loan into EnviroTech stock. Shupe admitted in testimony under oath that he did not view the Dentasource notes to Tim Page and the Page entities as real liabilities of Dentasource, that Dentasource was a "pure pass-through," and that the substance of the transactions was for the Pages to loan money to EnviroTech that would eventually be converted into stock for the Pages.

56. Shupe, as an officer of EnviroTech, understood that EnviroTech's true creditor was the Pages and that the Pages' names and role were not disclosed in any of EnviroTech's

filings. Shupe schemed to defraud investors by concealing the material fact of the Pages' control over and relationship with EnviroTech, and their control over a significant percentage of its stock.

BLAKE/BIOHEMP SCHEME TO DEFRAUD

57. Shupe also knowingly, recklessly, or negligently assisted the Pages and their associates with their illegal scheme to sell the stock of BioHemp by, among other things, disguising the Pages' control of the company.

58. In or about January 2018, Tim and Trevor Page took control of BioHemp with Shupe's assistance.

Shupe Was a Front for the Pages' Control of BioHemp's stock

59. Tim and Trevor Page schemed illegally to sell the stock of BioHemp by, among other things, disguising their control of the company through Cattlin and Shupe.

60. First, in early 2018, Trevor Page called Shupe and asked Shupe to form a company to hold the shares of a company then called Blake Insomnia Therapeutics, Inc. ("Blake") that the Pages were planning to acquire. Shupe agreed and formed a company called FJ Investments International, Inc. ("FJ Investments"). Shupe was designated as the President and sole director of FJ Investments. By agreeing to this arrangement, Shupe knowingly, recklessly, or negligently concealed the fact that the Pages were the actual beneficiaries of the stock held by FJ Investments.

61. On or about January 31, 2018, the then-current chief executive officer of Blake agreed to sell his 18,000,000 restricted shares of Blake stock—which was then 60% of the company's outstanding shares—to FJ Investments.

62. In connection with purchasing the then-CEO of Blake's shares, Shupe signed a promissory note on behalf of FJ Investments dated February 1, 2018, which obligated FJ Investments to pay the then-CEO of Blake \$5,000 on March 1, 2018. Shupe stated in testimony under oath that he took instructions from Trevor Page and Person A in connection with FJ Investments' acquisition of Blake shares.

63. Under Shupe's direction, FJ Investments obtained control of 60% of Blake's shares. Shupe did not, however, make the payment that was required by the promissory note. Shupe knew that he was holding those shares on behalf of the Pages and their associates, and did not view them as a liability that he or FJ Investments owed to the then-CEO of Blake. Shupe admitted in testimony under oath that he saw himself "more as a nominal participant here than an actual participant," that he "never really saw [him]self as owning that stock," and that he just "assumed" that the promissory note would be paid by Trevor Page or his associates.

64. Also in early February, the Pages and their associates arranged, via Shupe and FJ Investments, which then controlled Blake's stock, to install Cattlin as the new Blake Chief Executive Officer. Cattlin, like Shupe, took direction from the Pages.

65. On or about February 1, 2018, Blake publicly disclosed in a Form 10-K filed with the Commission that "our Board of Directors appointed Daniel Cattlin as our President, Chief Executive Officer, Secretary, and Chief Financial Officer, Treasurer, and Director." By this filing, Cattlin became the sole Director of Blake; the only member of Blake's "board of directors" until February 1, 2018 was the chief executive officer who had agreed to cede control of the company to the Pages via FJ Investments.

66. On February 1, 2018, the previous chief executive officer of Blake resigned “from all officer positions and as a member of the board of directors,” thereby paving the way for Cattlin to have complete control of Blake on the Pages’ behalf.

67. Cattlin knew that he was operating as the Pages’ inside man and facilitating their secret control of the company. Below are several examples of Cattlin working with the Pages.

68. In or about June 2018, Cattlin paid a vendor for Blake with a credit card issued in the name of Tim Page’s wife. The purpose of the payment was to facilitate Blake’s filing of public reports required by the Commission.

69. Several months later, in September 2018, Shupe signed documents that were sent to Blake’s transfer agent to correct the name of FJ Investments on its Blake stock certificates. He signed these documents at the instruction of Trevor Page, Person A and Cattlin, who were functioning, together as a group, as the management of Blake and who, according to Shupe, were anxious to get shares reissued in the correct name.

70. At the time that Shupe took these actions on behalf of the Pages, he knew that Tim Page had previously been charged with securities fraud by the Securities and Exchange Commission, but Shupe claimed in testimony under oath that this did not raise concerns for him when the Pages were asking him to hold the majority block of stock in a public company.

71. In September 2018, Cattlin coordinated with the Pages, Person A and Shupe about how to respond to a subpoena issued to Blake by the Commission —because Cattlin knew the Pages funded Blake’s operations and otherwise had the power to control Blake and also knew that Person A and Shupe were also part of the scheme. Specifically:

- a. On or about September 12, 2018, Cattlin—using Encrypted Email—forwarded to the Pages and Person A an email that Cattlin had received from Commission

staff. The subject line of the email was “Re: SEC Investigation.” In the email, Cattlin wrote, among other things: “Received the below email and attached form from the SEC regarding the investigation of BKIT [Blake]. Can we please have a call to discuss[?]”. On the same day, Person A wrote: “[i]t would be important to have Bill [Shupe] on this call as well re FJ [Investments]” and Cattlin promptly replied: “I agree. We really need to prepare for this. As the last thing we want to happen is for it to drag on and get more in-depth.” Also on September 12, 2018, Cattlin noted: “[The Commission is] specifically asking how i became involved with BKIT. So we should definitely write up how this happened, with every possible question they could ask relating to it.” Cattlin included the Pages on each email.

- b. Later that day, Cattlin—using Encrypted Email—sent a message to the Pages and Person A with the subject line: “Subpoena.” Among other things, Cattlin—anticipating questions from the Commission that he had flagged in the initial series of emails on September 12—summarized Cattlin’s proposal to describe falsely his initial introduction to Blake as follows: “My first contact with FJ Investments, Inc. [] was around the end of September 2017, when I received a call from Bill Shupe offering potential investment for my company. We began negotiations for FJ Investments to fund the company, which progressed into the new year. In January 2018, he came to me with the opportunity to work with him to bring Blake Insomnia, which was behind in its filings, up to date. He was finalizing talks with the current CEO [to] purchase the control block and bring in new management” As Cattlin and Shupe both knew, this chronology was

false. In actuality, in January 2018, the Pages asked Shupe to purchase the Blake “control block” of restricted shares owned by the prior CEO and the Pages – not Shupe – worked with Blake to get its filings up to date so it would appear attractive to investors. Cattlin further opined: “Questions they [the Commission] could ask . . . Who funds the operations of BKIT [Blake].” As Cattlin knew, the Pages funded the operations of Blake. Cattlin’s comment reflects his awareness that the Pages’ intent was to conceal their relationship to Blake.

- c. Several days later, on September 17, 2018, Cattlin again wrote to Person A and the Pages about what to say to the Commission and asked “has anyone heard from Bill [Shupe]?” Trevor Page responded promptly and told Cattlin that Shupe had just contacted him via Encrypted Email.
- d. Between September 14 and 20, 2018, Shupe communicated by Encrypted Email with the Pages, Person A and Cattlin and took the lead role in retaining counsel to represent Cattlin and Blake in responding to the Commission’s investigation.
- e. By September 24, 2018, before Shupe completed the arrangements to retain counsel for Cattlin and Blake, Shupe sent Cattlin a message by Encrypted Email directing Cattlin about what to say to the Commission’s investigator.
- f. On October 4, 2018, after Shupe had retained counsel to represent Cattlin and Blake, Cattlin wrote to Shupe by Encrypted Email to say that the counsel wanted a written description of how Cattlin was introduced to Blake. Cattlin drafted an explanation, which Shupe rewrote. Shupe’s rewrite misrepresented his role in introducing Cattlin to Blake, and misrepresented Shupe’s role in negotiating with the former CEO of Blake to purchase his control block shares. Significantly,

while Shupe's rewrite mentioned the involvement of Person A, it said nothing about the role of the Pages.

72. In or about October 2018, Shupe and Cattlin effected corporate transactions in order to consolidate the Pages' secret control of the shares of Blake that were available for public trading. Cattlin, in his role as officer and sole Director of Blake, caused Blake to execute a 1-for-1,000 reverse split of its stock (1 share is exchanged for every 1,000 shares outstanding), which had the effect of (a) dramatically reducing the company's existing shareholders (because any shareholder holding less than 1,000 shares would receive a payout instead of holding a fraction of a share); and (b) reducing the "float" (the company's purportedly unrestricted stock that was available for trading) to approximately 11,000 shares. As Shupe and Cattlin knew, or recklessly or negligently disregarded, this was a first step toward enabling the Pages to control virtually the entirety of the float such that the Pages could secretly control the market price per share and volume of Blake's stock when they eventually dumped it on unsuspecting investors.

73. In November 2018, Cattlin continued to confer with the Pages, Person A and Shupe about the Commission's investigation into Blake. For example, on or about November 7, 2018, Cattlin sent an Encrypted Email message to the Pages, Person A and Shupe with the subject line "BKIT-SEC update." By this time, Cattlin had already caused Blake to provide documents to the Commission, and Cattlin sought guidance as to whether he should follow up with the Commission about the status of its investigation. In response, Trevor Page wrote: "Ask Bill [Shupe], but I think you should leave it for the time being and we just proceed as before. We plan to do the name change soon, as soon as we have completed the negotiations with the new asset holders." Shupe then responded "Yes – let the bear [the Commission] hibernate!"

74. Trevor Page's reference to the "name change" concerned the Pages' efforts to pivot the company's purported line of business. As of November 2018, the company was called Blake Insomnia Therapeutics, Inc.—and purported to be a pharmaceutical company devoted to improving quality of life for people with insomnia.

75. During 2018 and 2019, Cattlin knowingly, recklessly, or negligently failed to disclose to investors the Pages' beneficial ownership interest in Blake's stock. Cattlin signed a Form 10-K for Blake dated February 19, 2019 (for the annual period ended August 31, 2018) that purported to disclose all beneficial owners of more than five percent of Blake's stock, but only FJ Investments was identified. It did not mention the Pages.

76. In June 2019, as Trevor Page had foreshadowed in November 2018, the company was renamed BioHemp International Inc. and purportedly became a distributor of cannabidiol products. As Cattlin and Shupe knew, the Pages had the power to change the company's name and to complete negotiations for a new business model because they controlled the company.

77. In March 2019, Cattlin caused Blake to issue 25,000,000 restricted shares to FJ Investments, the "nominee" company controlled by Shupe on behalf of the Pages. Shupe agreed to hold these shares for the Pages and their associates, which had the effect of continuing to conceal the Pages' ownership of Blake shares from investors. Blake announced that the issuance was "in preparation of a pending acquisition and investment agreement."

78. In actuality, as Cattlin and Shupe knew or recklessly or negligently disregarded, the issuance of additional shares to the Pages was not connected to any acquisition or investment agreement. Rather, the purpose was to consolidate the Pages' control over Blake and its outstanding stock. As of March 2019, as a result of this new share issuance, the Pages controlled 99.99% of Blake's outstanding stock through FJ Investments.

79. On or about March 20, 2019, Cattlin sent an encrypted email to the Pages and Person A seeking their input on a response Cattlin was preparing to another Commission inquiry. This time, the Commission had asked, in substance, why Tim Page's wife had made payments to a vendor on behalf of Blake. Cattlin cleared his proposed response with the Pages because he knew that they were ultimately responsible for the payment, and in control of the company.

Cattlin Oversaw the Issuance of BioHemp Stock to the Pages

80. Between May and July 2019, Cattlin caused Blake/BioHemp to issue more stock to various nominee entities controlled by Tim and Trevor Page.

81. For example, on or about May 8, 2019, Blake issued 1,227,273 shares to Emergent Investments Co. Ltd. ("Emergent"), which Cattlin knew, or recklessly or negligently disregarded, was controlled by the Pages. Cattlin submitted the stock transfer paperwork to Blake's transfer agent to facilitate the issuance.

82. Cattlin arranged the transfer of stock to Emergent and other Page-controlled nominee entities in 2019 to facilitate the Pages' efforts to conceal their significant control of Blake's/BioHemp's stock.

83. Cattlin knew that the Pages, by virtue of their beneficial ownership through various nominee shareholders of more than 10% of BioHemp's stock, were affiliates of the issuer. Accordingly, the Pages were legally required to register their BioHemp shares (and disclose information about their plans to sell stock) in a public filing with the Commission. Instead, the Pages used an attorney to falsely represent to Blake's/BioHemp's transfer agent that Emergent (and other Page entities) were not affiliates of the company. In turn, the transfer agent—in reliance on those false representations—enabled the Pages to sell Blake/BioHemp shares without registration, as reflected in the tables below:

QUANTITY OF BIOHEMP STOCK SOLD				
MONTH	EMERGENT INVESTMENTS COMPANY	PORRIMA LTD	WELLESLEY HOLDINGS LTD	TOTAL
May-19	337,329			337,329
Jun-19	426,744		919,388	1,346,132
Jul-19	7,500	1,127,137	307,885	1,442,522
TOTAL	771,573	1,127,137	1,227,273	3,125,983

PROCEEDS OF BIOHEMP STOCK SOLD				
MONTH	EMERGENT INVESTMENTS COMPANY	PORRIMA LTD	WELLESLEY HOLDINGS LTD	TOTAL
May-19	\$ 391,555			\$ 391,555
Jun-19	\$ 531,777		\$ 1,364,174	\$ 1,895,952
Jul-19	\$ 14,040	\$ 753,239	\$ 564,733	\$ 1,332,011
TOTAL	\$ 937,373	\$ 753,239	\$ 1,928,907	\$ 3,619,518

Shupe Was a Front for the Pages' Payments to BioHemp

84. In addition to serving as a front to conceal the Pages' control over BioHemp, by allowing the Pages to direct FJ Investments, Shupe also served as a front to conceal the Pages' payment of BioHemp's expenses.

85. In or about February 2018, shortly after Shupe formed FJ Investments, Trevor Page asked Shupe to open a bank account for FJ Investments. At the further request of the Pages and Cattlin, Shupe used the FJ Investments bank account to receive money from the Pages and to pay it out for expenditures related to BioHemp. Though Shupe was the only person with the authority to make payments from FJ Investments' bank account, he authorized Cattlin to use the debit card associated with the account.

86. For example, on May 30, 2019, Tim Page asked Shupe via Encrypted Email "what funds we have in FJ [Investments] and BKIT please?" Shupe responded that BioHemp's account has "\$0 – this has been a small balance since opened. I put \$50 or so dollars in when necessary to keep it open. FJ: \$14,177.90. Testre: \$1,572.48."

87. In total, between October 2018 and July 2019, Shupe received into the FJ Investments bank account a total of \$80,246 in payments from the Pages or the foreign entities they controlled.

88. On numerous dates in 2019, Shupe received instructions via Encrypted Email from the Pages and Cattlin to pay expenses for BioHemp through the FJ Investments bank account. Shupe was asked to pay, among other items: fees to OTC Markets, payments to the Nevada Secretary of State for corporate filings, fees to BioHemp's transfer agent for making its stock eligible for electronic transfer, and an invoice from the company that provided BioHemp's virtual office.

89. In total, between October 2018 and July 2019, Shupe directed FJ Investments to make \$36,133 in payments for the benefit of BioHemp.

90. Shupe maintained another corporate entity named Testre LP ("Testre"). Testre had a bank account in the United States. Just as Shupe allowed the Pages to use his FJ Investments bank account to funnel money to, or for the benefit of, BioHemp, Shupe also allowed the Pages to use his Testre bank account to move money in connection with their securities fraud schemes. In total between December 2018 and January 2020, Shupe received about \$159,941 into his Testre account from three foreign entities controlled by the Pages. These funds were the proceeds of the Pages' securities fraud scheme. Shupe wired all of these funds from Testre's bank account to Tim Page's personal accounts in foreign countries.

91. Shupe knew, or was reckless or negligent in disregarding, that by allowing the Pages to use his entities to transfer money relating to BioHemp, he was facilitating the Pages' concealment of their control over BioHemp.

Pages' Illegal Stock Sales

92. Between May and July 2019, the Pages obtained 3,818,813 shares of purportedly unrestricted BioHemp shares, through three foreign entities they controlled, which represented 99.7% of BioHemp's float (in light of the prior 1-for-1,000 reverse stock split).

93. The Pages' scheme to defraud BioHemp's transfer agent and investors was successful, and the Pages ultimately dumped over 3.1 million shares of BioHemp into the market, for illegal proceeds of approximately \$3.6 million.

94. Shupe and Cattlin provided substantial assistance to the Pages' scheme to illegally amass and dump millions of shares of BioHemp stock. Shupe's service in using FJ Investments as the front to hold the control block of BioHemp shares, and in allowing the Pages to pay BioHemp's expenses without detection, set the stage for the Pages' illegal stock sales. Cattlin's role as officer and sole director of Blake/BioHemp and his willingness to facilitate share transfers to the Pages' nominees also enabled those sales.

95. Shupe and Cattlin knew, or were reckless or negligent in not knowing, that the Pages were affiliates of BioHemp by virtue of their control over the company, and could not sell the shares they controlled unless they complied with the disclosure and registration requirements of the federal securities laws.

CYBERFORT SCHEME TO DEFRAUD

96. Cattlin and Shupe assisted the Pages and their associates with their illegal scheme to sell the stock of Cyberfort by, among other things, disguising the Pages' control of the company.

97. On or about March 21, 2014, Cyberfort appointed Cattlin as its President, and on or about June 23, 2014, Cyberfort appointed Cattlin as the sole officer and director of the company.

98. Cattlin continued to be the “President, Chief Executive Officer, Secretary, Treasurer and Director” of Cyberfort through at least March 10, 2020, which enabled him to control the daily operations of the company while the Pages stayed in the shadows.

99. No later than early 2018, Tim and Trevor Page took control of Cyberfort with Cattlin’s and Shupe’s assistance.

100. On or about February 19, 2018, the Pages -- through Ticino -- acquired a partial interest in a convertible promissory note issued by Cyberfort. By the terms of the promissory note, Cyberfort promised to repay \$150,000 or allow the note to be converted into Cyberfort stock in lieu of a monetary repayment. Cattlin co-signed the assignment on behalf of Cyberfort. The assignment gave the Pages, through Ticino, the right to convert the partially assigned promissory note into 1,250,000 shares.

101. Three days later, on or about February 22, 2018, the Pages -- through Car Rus -- acquired an additional partial interest in the same convertible promissory note. Cattlin co-signed the assignment on behalf of Cyberfort. The assignment gave the Pages, through Car Rus, the right to convert the partially assigned promissory note into 1,250,000 shares.

102. In or about April 2018, the Pages—through Ticino—elected to convert the promissory note between Ticino and Cyberfort into 1,250,000 shares of Cyberfort. On or about April 23, 2018, Cattlin signed a board resolution on behalf of Cyberfort agreeing to issue these shares to Ticino.

103. On or about June 18, 2018, the Pages—through Car Rus—elected to convert the promissory note between Car Rus and Cyberfort into 1,250,000 shares of Cyberfort. On or about June 22, 2018, Cattlin signed a board resolution on behalf of Cyberfort agreeing to issue these shares to Car Rus.

104. The transfer agent issued Cyberfort shares to Ticino and Car Rus, respectively, in June 2018 and July 2018.

105. On or about September 10, 2018, the Pages, through Emergent, obtained another 1,250,000 shares of Cyberfort. This time, the original note holder partially converted the promissory note, and transferred the resulting shares to Emergent. Cattlin knew that the Pages were ultimately behind Emergent. For example, on or about September 10, 2018, Trevor Page sent an email to Cattlin and to Person A to finalize the deposit of these shares in which he wrote, among other things: “[j]ust received the [stock deposit instruction] for emergent back from broker. Please find it attached.”

106. Upon completion of the three transactions, each conveying 1,250,000 shares, the Pages controlled – through Ticino, Car Rus and Emergent – virtually the entire float of Cyberfort.

Shupe Was a Front for the Pages’ Control of Cyberfort’s stock

107. In April 2018, the Pages asked Shupe, acting through FJ Investments, to hold the control block of Cyberfort shares, just like he held the control block of BioHemp shares.

108. Cattlin, as Cyberfort’s sole director, signed a Unanimous Consent of the Cyberfort Board of Directors, dated April 19, 2018, by which Cyberfort issued 5 million shares of Cyberfort stock to Cattlin and 25 million shares of Cyberfort stock to FJ Investments, under the terms of a purported Financing Agreement between FJ Investments and Cyberfort.

109. Cattlin delivered the Board of Directors authorization to Cyberfort's transfer agent, with a request that the transfer agent issue the share certificates for his and FJ Investments' shares on an expedited basis. Cattlin further instructed the transfer agent to send FJ Investments' shares to Shupe at his address.

110. When they were issued, these 30 million shares owned by Cattlin and FJ Investments were over 95% of Cyberfort's total outstanding shares. These were restricted shares that could not be sold publicly without registration.

111. Shupe took instructions from the Pages and their associates in connection with FJ Investments' acquisition of Cyberfort shares, and knew, when he agreed to acquire those shares, that he was holding those shares on behalf of the Pages and their associates.

112. The purpose in arranging for FJ Investments to hold a large block of Cyberfort shares was to reduce to less than 5% the percentage of Cyberfort shares held by the three foreign entities that the Pages controlled. By this ruse, the Pages hid their control of Cyberfort, and created the false appearance that the shares they held in the names Ticino, Car Rus, and Emergent were eligible for public trading.

113. Approximately one month after the 25 million shares were issued to FJ Investments, Cattlin provided Cyberfort's transfer agent with a Cyberfort Board Resolution authorizing the issuance of 25 million shares to himself, and requested that the transfer agent issue a share certificate for those shares. Cattlin's cover email to the transfer agent also indicated that FJ Investments' share certificate would be returned to the transfer agent for cancellation.

114. Several months after FJ Investments had agreed to acquire 25 million Cyberfort shares, those shares were officially cancelled. Shupe signed a Board Resolution of FJ Investments' Board of Directors (of which he was the only member), dated July 31, 2018, stating

that it was in FJ Investments' best interest to cancel its ownership of 18 million shares of Cyberfort and to cancel the share certificate representing its ownership of those shares. Shupe also wrote a letter to Cyberfort's transfer agent, dated July 30, 2018, returning FJ Investments' certificate for 25 million Cyberfort shares and requesting that the share certificate be cancelled.

115. During the time period that FJ Investments held Cyberfort stock, the Pages controlled over 99% of Cyberfort stock through a combination of their foreign entities, Cattlin and Shupe.

Cattlin Facilitated the Pages' Control Over Cyberfort's Press Releases

116. Cattlin, by virtue of his position as the sole officer and director of Cyberfort, was in a position to issue Cyberfort press releases that were designed to coordinate with and reinforce a promotional campaign to drive investor demand for Cyberfort stock. Cattlin exercised that authority at the instruction of, and for the benefit of, the Pages.

117. Cattlin knew, or was reckless in not knowing, that the Pages were affiliates of Cyberfort because they had the power to control the company. The Pages could and did direct Cattlin to issue Cyberfort press releases and controlled the company through him.

118. For example, on or about August 29, 2018, Cattlin wrote the following encrypted email to Person A: “[S]poke with finter [a code name for Trevor Page] and mud [a code name for Tim Page] this morning and they have asked me to get together a list of potential PRs [press releases] to run over the next 2 months. They wanted 7.”

119. In that same August 29, 2018 email, Cattlin described five press releases: (a) “CYBF Announce partnership with NNW,” “CYBF Acquires New Ad Block Technology, Just Content,” “CYBF Files Application to Upgrade to OTCQB,” “CYBF Releases New Just Content App After Successful Initial Funding,” and “CYBF Complete Rebranding of Viveo App.”

120. On or about September 8, 2018, Cattlin sent a proposed press release to the Pages and Person A via encrypted email. The next day, Tim Page replied: “I like this PR. Lets [sic] discuss it when we next talk. . . .”

121. On or about September 10, 2018, Cattlin asked the Pages via encrypted email “Should I approve [the press release]?” Trevor Page promptly replied: “If you approve then will it go out? Just wondering if mud wanted to wait to wed to discuss or not. . . . Will call you” Cattlin replied: “FYI the PR is free and will be release[d] to 5000+ websites.” The next day, on or about September 11, 2018, Tim Page replied: “Lets [sic] do it. They do [one] per week? And no cost to us. It’s a no brainer!!” Cattlin then asked whether he should try to issue the press release before markets opened, and Trevor Page said “absolutely!!.”

122. On or about September 14, 2018, Cattlin sought and obtained approval from the Pages to issue another Cyberfort press release.

123. On or about September 20, 2018, Cattlin sent an encrypted email to the Pages and Person A and noted that Cyberfort’s marketing company (“NNW”) “created a twitter and Facebook page for Cyberfort, which I will get them to create a PR to go with it. These events are all going to [be] happening very close to each other, which may not be the best thing for the brokers, but we can always rely on NNW to come up with some extra news. And once funds are coming in, I think Updates for Just Content will be able to happen quite quickly.”

124. Cattlin worked in concert with the Pages to issue press releases describing purported Cyberfort business developments “over the next 2 months” to encourage investors to buy Cyberfort stock. As Cattlin knew, or was reckless or negligent in disregarding, at or about the same time, the Pages schemed illegally to sell Cyberfort stock into the markets.

125. Cattlin's press releases painted a false and misleading picture of Cyberfort's growth and development. In actuality, and as Cattlin knew, any purported growth or development of Cyberfort was merely theoretical because Cattlin did not actually have the financing necessary to develop its business. To that end, Cattlin expected that Cyberfort would eventually receive funding derived from the Pages' illegal stock sales. Specifically, Cattlin arranged with the Pages to provide financing to Cyberfort (thereby benefiting Cattlin) through the sale of unregistered securities that the Pages were legally required to register.

Shupe Was a Front for the Pages' Payments to Cyberfort

126. In addition to serving as a front to hold the Pages' stock in Cyberfort, Shupe also served as a front to conceal the Pages' payment of Cyberfort's expenses.

127. As he did for BioHemp expenses, Shupe used the FJ Investments bank account to receive money from the Pages and to pay it out for expenditures related to Cyberfort.

128. As described in paragraph 87 above, between October 2018 and July 2019, Shupe received into the FJ Investments bank account a total of \$80,246 in payments from the Pages or the foreign entities they controlled.

129. In total, between October 2018 and July 2019, Shupe directed FJ Investments to make \$16,700 in payments for the benefit of Cyberfort. These payments consisted of five payments made to Cyberfort's auditors in May and July of 2019.

130. Shupe knew, or was reckless or negligent in disregarding, that by allowing the Pages to use his entities to transfer money relating to Cyberfort, he was facilitating the Pages' concealment of their control over Cyberfort.

The Pages' Illegal Stock Sales

131. In June and July 2018, the Pages deposited into a foreign brokerage account the 2,500,000 shares of Cyberfort they had obtained through Ticino and Car Rus. The Pages sold all of the Ticino shares they had deposited into the United States securities markets, from June through September 2018.

132. Similarly, in October 2018, the Pages deposited into a foreign brokerage account the additional 1,250,000 shares of Cyberfort they had obtained through Emergent in September 2018. The Pages proceeded to direct the sale of about 20,000 of these shares into the United States securities markets in November and December 2018.

133. The Pages' scheme to defraud Cyberfort's transfer agent and investors was successful, and the Pages sold at least 1.27 million shares of Cyberfort for illegal proceeds of at least \$1.9 million.

134. Cattlin and Shupe provided substantial assistance to the Pages' Cyberfort scheme. Cattlin's willingness to allow the Pages to direct Cyberfort's actions and Shupe's willingness to serve as the front to hold Cyberfort shares, and conceal the Pages' payment of Cyberfort's expenses without detection, were critical to the Pages' concealment of their control of Cyberfort.

135. Cattlin and Shupe knew, or were reckless or negligent in not knowing, that the Pages were affiliates of Cyberfort by virtue of their control over the company, and that the Pages could not legally sell the shares they controlled unless they complied with the disclosure and registration requirements of the federal securities laws.

Cattlin's False and Misleading Statements to the Commission

136. In June 2020, Cattlin still served as Cyberfort's chief executive officer, among other roles. On or about June 30, 2020, Commission staff interviewed Cattlin about Cyberfort.

Cattlin provided false and misleading information to conceal his illegal conduct. Among other things:

- a. Cattlin falsely claimed that nobody was helping him with corporate filings even though, in actuality, Person A—who, by this point, had been charged by the Commission with violating the federal securities laws—continued to act as Cyberfort’s consultant.
- b. Cattlin falsely claimed, in substance, that he was unfamiliar with Trevor and Tim Page.
- c. Cattlin falsely claimed that he did not use the Encrypted Email service. In actuality, Cattlin routinely communicated with Tim Page, Trevor Page, Shupe, and Person A using Encrypted Email.

Cattlin’s Proceeds

137. The table below reflects the money paid by the Pages, directly or indirectly, to Cattlin for serving as an officer or director of BioHemp and Cyberfort on the Pages’ behalf. The Pages used money derived from their illegal sales of stock to pay Cattlin:

PAYING ACCOUNT NAME	PAYING BANK	RECIPIENT	DATE	AMOUNT
TIMOTHY PAGE	HSBC	DANIEL CATTLIN	9/21/2017	\$ 11,000.00
TIMOTHY PAGE	HSBC	DANIEL CATTLIN	10/20/2017	\$ 8,200.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	DANIEL CATTLIN	8/21/2018	\$ 7,000.00
TIMOTHY PAGE	HSBC	FORDHAM MANAGEMENT LTD	1/28/2019	\$ 5,000.00
TIMOTHY & JANAN PAGE	BARCLAYS	FORDHAM MANAGEMENT LTD	2/21/2019	\$ 3,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	3/19/2019	\$ 3,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	4/23/2019	\$ 3,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	5/28/2019	\$ 3,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	6/12/2019	\$ 2,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	7/4/2019	\$ 10,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	8/16/2019	\$ 9,500.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	9/30/2019	\$ 7,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	10/31/2019	\$ 7,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	12/3/2019	\$ 7,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	12/31/2019	\$ 6,970.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	2/3/2020	\$ 6,970.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	2/17/2020	\$ 4,000.00
EMERGENT INVESTMENTS COMPANY	MKB BANK	FORDHAM MANAGEMENT LTD	3/31/2020	\$ 3,500.00
TOTAL				\$ 107,140.00

FIRST CLAIM FOR RELIEF
FRAUD IN THE OFFER OR SALE OF SECURITIES
(Violations of Sections 17(a)(1), (3) of the Securities Act by Cattlin and Shupe)

138. Paragraphs 1 through 137 above are re-alleged and incorporated by reference as if fully set forth herein.

139. By reason of the conduct described above, Cattlin and Shupe, in the offer or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, directly or indirectly, acting intentionally, knowingly, recklessly or negligently (i) employed devices, schemes, or artifices to defraud; and (ii) engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

140. By reason of the conduct described above, Cattlin and Shupe violated Securities Act Sections 17(a)(1) and (3) [15 U.S.C. §77q(a)(1), (3)].

SECOND CLAIM FOR RELIEF
FRAUD IN CONNECTION WITH THE PURCHASE OR SALE OF SECURITIES
(Violations of Section 10(b) of the Exchange Act and Rules 10b-5(a) and (c) thereunder by Cattlin and Shupe)

141. Paragraphs 1 through 137 above are re-alleged and incorporated by reference as if fully set forth herein.

142. By reason of the conduct described above, Cattlin and Shupe directly or indirectly, in connection with the purchase or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange, intentionally, knowingly or recklessly, (i) employed devices, schemes, or artifices to defraud; and (ii) engaged in acts, practices, or courses of business which operated or

would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

143. By reason of the conduct described above, Cattlin and Shupe violated Exchange Act Section 10(b) [15 U.S.C. §78j(b)] and Rules 10b-5(a) and (c) [17 C.F.R. §240.10b-5(a), (c)] thereunder.

THIRD CLAIM FOR RELIEF
AIDING AND ABETTING
(Cattlin's and Shupe's Aiding and Abetting of Violations of Sections 17(a)(1) and (3) of the Securities Act and Section 10(b) of the Exchange Act and Rules 10b-5(a) and (c) by the Pages)

144. Paragraphs 1 through 137 above are re-alleged and incorporated by reference as if fully set forth herein.

145. By reason of the conduct described above, Timothy and Trevor Page and their associates, directly or indirectly, in the offer or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, intentionally, knowingly, recklessly, or negligently (i) employed devices, schemes, or artifices to defraud; and (ii) engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

146. By reason of the conduct described above, Timothy and Trevor Page and their associates, directly or indirectly, in connection with the purchase or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange, intentionally, knowingly or recklessly, (i) employed devices, schemes, or artifices to defraud; and (ii) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

147. Defendants Cattlin and Shupe knowingly or recklessly provided substantial assistance to Timothy and Trevor Page and their associates in their violations of Sections 17(a)(1) and (3) of the Securities Act and Section 10(b) and Rules 10b-5(a) and (c) under the Exchange Act.

148. As a result, Cattlin and Shupe aided and abetted violations of Sections 17(a)(1) and (3) of the Securities Act, and Section 10(b) and Rules 10b-5(a) and (c) under the Exchange Act, as proscribed by Section 15(b) the Securities Act [15 U.S.C. §77o(b)] and Section 20(e) of the Exchange Act [15 U.S.C. §78t(e)].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court:

A. Permanently enjoin Cattlin and Shupe and their agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, and each of them, from violating, or aiding and abetting violations of, Section 17(a) of the Securities Act [15 U.S.C. §77q], and Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)], and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §240.10b-5].

B. Order Cattlin and Shupe to disgorge, with prejudgment interest, all ill-gotten gains obtained by reason of the unlawful conduct alleged in this Complaint pursuant to Section 21(d)(7) of the Exchange Act [15 U.S.C. §78u(d)(7)];

C. Order Cattlin and Shupe to pay civil monetary penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)];

D. Enter orders barring Cattlin and Shupe from participating in any offering of a penny stock, pursuant to Section 20(g) of the Securities Act [15 U.S.C. §77t(g)] and/or 21(d) of the Exchange Act [15 U.S.C. §78u(d)];

E. Enter orders prohibiting Cattlin and Shupe from acting as officers or directors of any public company pursuant to Section 20(e) of the Securities Act [15 U.S.C. §77t(e)] and/or Section 21(d)(2) of the Exchange Act [15 U.S.C. §78u(d)(2)];

F. Retain jurisdiction over this action to implement and carry out the terms of all orders and decrees that may be entered; and

G. Grant such other and further relief as this Court may deem just and proper.

JURY DEMAND

The Commission demands a jury in this matter for all claims so triable.

DATED September 23, 2021.

Respectfully submitted,

s/ Nita K. Klunder

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