

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

SECURITIES AND EXCHANGE COMMISSION,	§	
	§	
Plaintiff,	§	
	§	
vs.	§	
	§	Civil Action No. <u>4:17-CV-00529</u>
DARRELL GLENN HARDAWAY and	§	
HARDAWAY NET-WORKS, INC.	§	
	§	
Defendants.	§	
	§	

COMPLAINT

Plaintiff Securities and Exchange Commission ("SEC") alleges as follows:

SUMMARY

1. This case is about a multi-million-dollar fraud scheme carried out by Defendant Darrell Glenn Hardaway ("Hardaway") using his private company, Defendant Hardaway Net-Works, Inc. ("HNW"). Since at least as early as November 2010, the Defendants have fraudulently raised \$4.7 million or more by selling securities issued by HNW. Hardaway successfully marketed these securities to over a hundred fellow members of a nationwide "success club" in which he was a high-ranking leader. He targeted these victims both because they had great trust in him and because they had taken an oath not to criticize him.

2. The Defendants lured investor victims using baseless projections about HNW's business operations. They falsely claimed that investors stood to reap "massive" returns upon HNW's ever-imminent public offering. And they pressured victims to invest through a number of sham "limited time" incentives.

3. In truth, HNW barely had a pulse. From 2010-16, HNW's total revenue was a meager \$24,812 from only a handful of customers. By comparison, it had total expenses of approximately \$5 million during the same period—over 200 times revenues. Nearly \$2 million of these expenses went to fund Hardaway's lifestyle, rather than toward legitimate business expenses. These payments took the form of both salary and "expense reimbursements." Hardaway concealed from investors both HNW's awful financial state and his misuse of funds.

4. Even when Hardaway did apply a modest amount of investor funds to actual business expenses, he squandered the money. Hardaway spent \$40,000 to purchase a public reporting shell company, Vortronnix Technologies, Inc. However, he botched the acquisition through incompetence and disregard for SEC reporting rules. In 2015, he caused Vortronnix to file with the SEC a Form 10-Q without the company's auditors having reviewed its financial statements. Even after the auditors demanded that he withdraw the filing, he failed to comply or to publicly disclose the impropriety for many months. That was the last periodic report Vortronnix filed. It has now been delinquent for over a year.

5. By engaging in this conduct and other conduct detailed below, the Defendants violated a number of provisions of the federal securities laws—including the antifraud provisions of the Securities Act of 1933 ("Securities Act") and the Securities Exchange Act of 1934 ("Exchange Act"). Thus, in the interest of protecting the public from further illegal activity, the SEC brings this action seeking all available relief—including permanent injunctions; disgorgement of all ill-gotten gains; civil money penalties; and an officer and director bar.

JURISDICTION AND VENUE

6. The Court has jurisdiction over this action under Sections 20(b), 20(d) and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d) and 77v(a)]; and Sections 21(d), 21(e), and 27

of the Exchange Act [15 U.S.C. §§ 78u(d), 78u(e), and 78aa]. Venue is proper because a substantial part of the events and omissions giving rise to the claims occurred in the Southern District of Texas.

PARTIES

7. Plaintiff SEC is an agency of the United States government.

8. Defendant Hardaway is a natural person residing in Houston, Texas. Hardaway has a degree in journalism from Louisiana State University. He has no professional certifications or licenses. He is not and has never been registered with the SEC in any capacity.

9. Defendant HNW is incorporated under Texas law and headquartered in Houston. Hardaway is HNW's sole officer and owns at least 70% of its stock. Hardaway has total control over all aspects of its operations. In 2010-2011, HNW purportedly provided internet, Wi-Fi, and other technology support services to a handful of hotels in the Houston area.

FACTS

I. HARDAWAY TARGETED FELLOW MEMBERS OF HIS "SUCCESS CLUB."

10. Hardaway was a high-level member of an organization called the Global Information Network ("GIN"). GIN was founded by jailed television pitchman Kevin Trudeau. In a promotional You Tube video, GIN describes itself as a worldwide "success club."¹ GIN claimed that it could help its members achieve whatever they wanted in life—including business success. However, according to the Federal Trade Commission, GIN was a classic pyramid scheme in which only Trudeau and his confidants made money. Hardaway was a high-ranking leader of GIN and part of its "Inner Circle."

11. Generally speaking, GIN members were of modest means and education. They

¹ <https://www.youtube.com/watch?v=cEY5lurcrLw>.

were trusting of other members—and were required to pledge an oath of ethical conduct and fair dealing toward their GIN colleagues. They were prohibited from criticizing fellow members in any way. And finally, it was an article of faith among GIN members that skepticism was an infectious "negative vibration" that could de-rail bold action.

12. Thus, his fellow GIN members were the perfect fraud victims for Hardaway. They inherently trusted him—since he had taken an oath to treat them ethically and fairly. They were reluctant or unwilling to criticize him—both because this was prohibited and because it could spread damaging "negativity." And finally, they were simply unwilling to believe that Hardaway, a member of the "Inner Circle," would cheat them.

II. THE DEFENDANTS ENGAGED IN FRAUDULENT SECURITIES OFFERINGS.

i. The Defendants fraudulently offered HNW convertible preferred stock.

13. At least as early as November 2010, the Defendants began raising money from investors residing in multiple states throughout the U.S. They did this through a private offering of HNW preferred shares at \$.50 per share. These shares had a convertibility feature that allowed investors to convert them to HNW common stock. The Defendants marketed the preferred shares using a Private Placement Memorandum ("PPM"). Hardaway was the source of all the factual information in the PPM. Although the PPM stated that the offering would end on June 30, 2010, it continued through early 2015.

14. The PPM contained a number of false or misleading representations. For example, the PPM stated that it was "conservative[ly]" projected that HNW would receive \$2.3 million in revenue during the first year after the offering. It stated that HNW would achieve break-even cash flow within two years. And it projected that HNW would generate profits of more than \$3.2 million on gross sales of nearly \$5.6 million in the second year after the offering.

15. As the Defendants knew or were reckless in not knowing, these projections were completely untethered from reality—and based on nothing more than Hardaway's assumptions. At the very least, they were unreasonable. In 2010, HNW generated *zero* revenue. It had \$718,629 in expenses for the year. Its 2011 performance was similarly miserable—with \$2,250 in revenue against \$1,472,282 in expenses. HNW's anemic operations never improved.²

16. The PPM also falsely represented that "The Company should be able to launch on a national scale no later than the first quarter of 2011." It further stated that the Company planned to increase its Houston sales to over \$2.3 million and its customer base to 300 hotels by year-end 2010. In fact, at the time these claims were made, HNW had only two clients and had generated no revenue. The Defendants knew this, and knew or were reckless in not knowing that these projections were baseless. At the very least, the projections were unreasonable.

17. The PPM also falsely claimed that HNW would use more than half of the offering proceeds to build its business—by acquiring equipment, inventory and operating materials (\$2.5 million); and by advertising and participating in trade shows (\$500,000). The Defendants knew or were reckless in not knowing that these representations were false—since HNW had almost no contracts and no plan to build its business. At the very least, they were unreasonable. In fact, HNW spent only \$30,000 for these purposes in 2011-12, acquiring some computer equipment.

ii. The Defendants fraudulently marketed HNW's securities by falsely claiming that a public stock offering was imminent.

18. In late 2010, the Defendants launched what would be a four-year barrage of e-

² According to HNW's unaudited financial statements, prepared by an outside bookkeeper, HNW performed as follows: (i) 2012: \$329 in revenue vs. \$908,369 in expenses; (ii) 2013: \$12,930 in revenues vs. \$1,000,867 in expenses; (iii) 2014: \$9,303 in revenues vs. \$675,212 in expenses; and (iv) 2015: \$0 revenue vs. \$228,705 in expenses.

mails encouraging investors to buy HNW preferred stock. Potential investors were told that they should invest immediately to take advantage of the ever-impending IPO and/or public market for HNW common stock. They were told that, upon converting their preferred shares to common shares, they could sell their common stock into the public market for huge profits.

19. However, this promotional campaign was based on lies. As the Defendants knew or were reckless in not knowing, the statements about the impending IPO and the market for HNW's common stock were false. At the very least, they were unreasonable. Always strapped for money, HNW had no means of making the necessary SEC filings to take HNW public. Nor could HNW afford audited financials, an underwriter, a selling syndicate, or market makers.

20. In fact, it was mid-2015 by the time Hardaway attempted with any sincerity to determine from HNW's outside securities counsel what was required for HNW to conduct an IPO or develop a public trading market. And by that time HNW's funds had been too depleted by Hardaway to pursue either strategy.

iii. The Defendants fraudulently marketed HNW's securities using a variety of "limited-time" offers.

21. In addition to marketing HNW's securities by falsely touting its business prospects, Hardaway pressured victims to invest using various "limited-time" offers.

22. From the beginning of the offerings, Hardaway told investors that if they invested within certain specified time periods, their preferred shares would be convertible to a certain number of post-IPO common stock shares. This ratio ranged from 1:3 to 1:6.

23. In addition, as early as June 2011, Hardaway started a "matching program." He promised investors in the program an "equivalent" number of shares in "every company HNW acquires during the next five years." Although this was supposedly a limited-time offer,

Hardaway continued the program over several years. Finally, he falsely couched this program as a "personal offering" for "select" investors—even though it was widely offered.

24. In late 2012, Hardaway claimed that HNW had acquired its first company—with shares in that company forthcoming to program investors. This was also a lie, as HNW had not acquired any companies.

25. In September 2012, Hardaway launched a "short term" profit participation program. It supposedly allowed investors to receive a share of HNW's profits from its contract with a hotel chain. In connection with the pitch, Hardaway falsely stated that HNW was operating in five cities and was expecting monthly profits. As he knew, it was not.

26. From 2013-15, Hardaway pressured investors to buy his "personal" preferred HNW shares at elevated prices. Although the offerings of the "personal" shares spanned years, he falsely claimed that they were for a limited time.

27. As part of these "personal" offerings, Hardaway promised beginning in late 2013 that investors would receive a stake in all technology developed by HNW. However, as Hardaway knew, HNW was not developing any technology—and never did.

28. Finally, throughout 2014-15 Hardaway fraudulently pitched at least five other "limited time" incentive programs: (i) a profit participation program in 3D printing technology; (ii) a profit participation program in GPS technology; (iii) an offer of "personal" shares at a discounted \$.20/share; (iv) a "tenfold" offering in which HNW promised to multiply preferred shares purchased by ten; and (v) an offer of two-year HNW notes that paid 18% and were convertible to HNW preferred stock.

29. Like the other programs, each of these programs was a sham—an investment in the same failing company marketed in a different way. During the time of these offerings,

Hardaway never disclosed HNW's awful financial state or any of the other material facts detailed above. Nor did he disclose that HNW was not involved in either 3D printing or GPS.

iv. Hardaway misappropriated HNW investor funds to cover his lifestyle.

30. From 2010-16, HNW's total revenues were \$24,812 compared to roughly \$5 million in expenses. Vast amounts of these expenses were illegitimate—propping up Hardaway's lifestyle rather than growing HNW's business, as promised. This widespread misappropriation of funds was not disclosed to investors.

31. These illegitimate expenses included:

- \$116,000 from 505 separate ATM withdrawals;
- \$285,119 on "travel, lodging, entertainment" (mostly to attend GIN-sponsored conferences and cruises, and on European vacations);
- \$64,000 in "loans";
- \$50,000 on an investment in a movie production;
- \$137,500 in what appears to be a private equity investment;
- \$95,000 in highly speculative foreign currency trading; and
- over \$210,000 on personal items in credit card point-of-sale transactions

32. In addition, Hardaway paid himself \$924,000 in salary during the life of the fraud.

As HNW had virtually no real business operations, Hardaway had no reason for taking a salary—let alone such a large one. And because HNW's revenues for the entire period were less than \$25,000, the vast majority of his salary was paid out of investor funds.

v. *Hardaway knowingly, recklessly, or unreasonably misled investors throughout the time of the offerings.*

33. As detailed above, Hardaway continually misled investors about a number of material facts. All told, the Defendants fraudulently raised approximately \$4.7 million. They did this by lying to investors about, or failing to tell them about:

- HNW's business prospects, since in reality HNW was a failing company with almost no revenue or clients;
- HNW's prospects for going public, since HNW never had any real chance of going public;
- how investor funds would be used, since Hardaway misappropriated huge sums of funds; and
- any number of facts about the "limited time" programs, as detailed above.

34. The Defendants knew that these representations were false. They knew that HNW was a failing business, that it was not going public, that Hardaway was looting its coffers, and that various details of the "limited time" offers were false. At a minimum, the representations and/or omissions were reckless or unreasonable—since the Defendants knew so many facts that contradicted the representations to investors.

35. When investors sought information about their HNW investments or questioned the truthfulness of the Defendants' claims, they refused to give them the information. Worse, Hardaway goaded them into silence—both by threatening legal action and by citing to the GIN rule that prohibited members from criticizing each other.

vi. *Hardaway violated or caused Vortronnix to violate a number of SEC regulatory requirements after it was acquired by HNW.*

36. On April 29, 2015, HNW acquired Vortronnix, a public reporting "shell" company, for \$40,000. Hardaway became Vortronnix's President, CEO, CFO, Treasurer and Chairman. At the time, Vortronnix's stock had never traded publicly. To date, its stock has still never traded publicly.

37. After it was acquired, Vortronnix filed SEC Forms 10-Q for the first three quarters of 2015. Hardaway signed the filings as Vortronnix's President, CEO, CFO, Treasurer and Chairman. He also signed management certifications pursuant to Section 302 of the Sarbanes-Oxley Act ("SOX"). The certifications were attached as exhibits to the 10-Q filings.

38. As Hardaway knew, Vortronnix's third-quarter 2015 10-Q was improper. Hardaway knew there had been no review of Vortronnix's financial statements by its auditor, as required. He signed and certified the 10-Q anyway.

39. To make matters worse, Hardaway intentionally ignored a November 10, 2015 directive from the auditor to withdraw the 10-Q. The directive stated that he should immediately withdraw the filing. It further stated that he should file with the SEC a Form 8-K, notifying the public that it could not rely on the financial statements—which had not been reviewed.

40. Vortronnix did not publicly disclose this sequence of events until at least March 1, 2016—3 1/2 months after the auditor's directive. It did this when Vortronnix filed a Form 8-K announcing the resignation of its auditor. Even then, the events were only disclosed in the attached auditor resignation letter—rather than the body of the 8-K report.

41. Since filing the third-quarter Form 10-Q on November 9, 2015, Vortronnix has not filed any of its required SEC reports. Therefore, it is over one-year delinquent in its filings.

42. Finally, Hardaway falsely certified at least three SOX 302 management certifications—for the first, second, and third quarters of 2015. The certifications state that: (i) based on Hardaway's knowledge, the 10-Q reports do not contain any untrue material facts, nor do they omit to state any material facts; (ii) Vortronnix has designed disclosure controls and procedures to ensure that material information relating to Vortronnix is made known to Vortronnix's management within the period in which the report is being prepared; and (iii) Hardaway has evaluated Vortronnix's disclosure controls and procedures to ensure that they are operating effectively.³

43. As Hardaway knew, these statements were false. He had never designed or evaluated Vortronnix's disclosure controls and procedures. Nor had anyone else. In fact, Vortronnix has no such controls in place. Hardaway also knew that Vortronnix's auditor had not reviewed its third-quarter 2015 Form 10-Q.

FIRST CLAIM
(Against All Defendants)
Violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder

44. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

45. Each Defendant directly or indirectly, singly or in concert, in connection with the purchase and sale of securities, by use of the means or instrumentalities of interstate commerce,

³ "Disclosure controls and procedures" means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits in certain public filings is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Exchange Act Rule 13a-15(e) [17 C.F.R. 240.13a-15(e)].

or of the mails, or of the facilities of a national securities exchange, have: (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact, or omitted to state material facts necessary in order to make statements made, in light of the circumstances under which they were made, not misleading; and/or (c) engaged in acts, practices, or courses of business which operate or would operate as a fraud or deceit upon other persons.

46. By reason of the foregoing, the Defendants have violated and, unless enjoined, will again violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. §240.10b-5].

SECOND CLAIM
(Against All Defendants)
Violations of Section 17(a) of the Securities Act

47. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

48. Each Defendant directly or indirectly, singly or in concert, in the offer and sale of securities, by the use of the means or instruments of transportation or communication in interstate commerce, or by use of the mails, have (a) employed devices, schemes, or artifices to defraud; (b) obtained money or property by means of untrue statements of material fact, or omissions of material facts necessary in order to make statements made, in light of the circumstances under which they were made, not misleading; and/or (c) engaged in transactions, practices, or courses of business which operate or would operate as a fraud or deceit upon the purchasers of securities.

49. By reason of the foregoing, the Defendants have violated and, unless enjoined, will again violate Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

THIRD CLAIM
(Against All Defendants)
Violations of Sections 5(a) and 5(c) of the Securities Act

50. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

51. Each Defendant, directly or indirectly, singly or in concert, has made use of the means or instruments of transportation or communication in interstate commerce, or the mails, to offer and sell securities when no registration statements was filed or in effect as to such securities and when no exemption from registration was applicable.

52. By reason of the foregoing, the Defendants have violated and, unless enjoined, will continue to violate Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c).]

FOURTH CLAIM
(Against Hardaway)
Violations of Section 13(b)(5) of the Exchange Act

53. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

54. Hardaway knowingly circumvented or knowingly failed to implement a system of internal accounting controls for an issuer of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l].

55. By reason of the foregoing, Hardaway violated and, unless enjoined, will continue to violate Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m].

FIFTH CLAIM
(Against Hardaway)
Violations of Rule 13a-14 Under the Exchange Act

56. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of

this Complaint as if set forth verbatim.

57. As the principal financial officer of an issuer of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], Hardaway signed personal certifications falsely indicating that he had reviewed certain periodic reports filed with the SEC and that, based on his knowledge, these reports did not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report. He also falsely certified that he had: (i) designed disclosure controls and procedures; and (ii) had evaluated the effectiveness of the disclosure controls and procedures to ensure that they were operating effectively.

58. By reason of the foregoing, Hardaway violated and, unless enjoined, will continue to violate Rule 13a-14 under the Exchange Act [17 C.F.R. §§ 240.13a-14].

SIXTH CLAIM
(Against Hardaway)
Aiding and Abetting Violations of Section 13(a) of the Exchange Act and Rule 13a-13 thereunder

59. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

60. Vortronnix failed to file periodic reports with the SEC, as required by Exchange Act Section 13(a) and Rule 13a-13 thereunder. As Vortronnix's President, CEO, CFO, Treasurer and Chairman, Hardaway was responsible for Vortronnix's failure to file the required reports.

61. By reason of the foregoing, Hardaway aided and abetted violations of and, unless enjoined, will continue to aid and abet violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rule 13a-13 thereunder [17 C.F.R. § 240.13a-13].

SEVENTH CLAIM
(Against Hardaway)

Aiding and Abetting Violations of Section 13(b)(2)(B) of the Exchange Act

62. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

63. Vortronnix failed to devise and maintain a sufficient system of internal accounting controls sufficient to provide reasonable assurance that: (i) transactions are executed in accordance with management's general or specific authorization; (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets; (iii) access to assets is permitted only in accordance with management's general or specific authorization; and (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences. As Vortronnix's President, CEO, CFO, Treasurer and Chairman, Hardaway was responsible for this failure to devise and maintain sufficient internal controls.

64. By reason of the foregoing, Hardaway aided and abetted violations of and, unless enjoined, will continue to aid and abet violations of Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(B)].

EIGHTH CLAIM
(Against Hardaway)

Aiding and Abetting Violations of Rule 13a-15(a) Under the Exchange Act

65. Plaintiff SEC realleges and incorporates by reference paragraphs 1 through 43 of this Complaint as if set forth verbatim.

66. Vortronnix, which is an issuer with securities registered pursuant to Section 12 of the Exchange Act, failed to maintain disclosure controls and procedures. As Vortronnix's

President, CEO, CFO, Treasurer and Chairman, Hardaway was responsible for Vortronnix's failure to maintain disclosure controls and procedures.

67. By reason of the foregoing, Hardaway aided and abetted violations of and, unless enjoined, will continue to aid and abet violations of Rule 13a-15(a) under the Exchange Act [17 C.F.R. 240.13a-15(a)].

REQUEST FOR RELIEF

The SEC respectfully requests that this Court:

I.

Permanently enjoin Defendant Hardaway from violating: Sections 5(a), 5(c), and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)]; Sections 10(b) and 13(b)(5) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78m]; and Rules 10b-5 and 13a-14 under the Exchange Act [17 C.F.R. §§ 240.10b-5 and 240.13a-14]. Permanently enjoin Defendant Hardaway from aiding and abetting violations of: Sections 13(a) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(a) and 78m(b)(2)(B)]; and Rules 13a-13 and 13a-15(a) under the Exchange Act [17 C.F.R. §§ 240.13a-13 and 240.13a-15(a)].

II.

Permanently enjoin Defendant HNW from violating: Sections 5(a), 5(c), and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)]; Section 10(b) of the Exchange Act [15 U.S.C. §§ 78j(b)]; and Rule 10b-5 under the Exchange Act [17 C.F.R. § 240.10b-5].

III.

Order each Defendant to disgorge an amount equal to the funds and benefits obtained illegally, or to which that Defendant otherwise has no legitimate claim, as a result of the violations alleged, plus prejudgment interest on that amount.

IV.

Order each Defendant to pay a civil penalty in an amount determined by the Court 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)].

V.

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

VI.

Order such other relief as this Court may deem just and proper.

Respectfully submitted,

February 17, 2016

/s/ Chris Davis
CHRIS DAVIS
Plaintiff's Lead Attorney
Texas Bar No. 24050483
United States Securities and Exchange Commission
Burnett Plaza, Suite 1900
801 Cherry Street, Unit 18
Fort Worth, Texas 76102
Telephone: (817) 900-2638
FAX: (817) 978-4927
E-mail: davisca@sec.gov