

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.

SECURITIES AND)
EXCHANGE COMMISSION,)
)
Plaintiff,)
v.)
)
BRIAN GIBSON,)
)
Defendant.)
_____)

COMPLAINT

Plaintiff Securities and Exchange Commission alleges as follows:

I. INTRODUCTION

1. From at least February through early March 2010, Defendant Brian Gibson engaged in a fraudulent scheme to manipulate the price and volume of Xtreme Motorsports International, Inc. stock.

2. In February 2010, penny stock promoter Joshua Konigsberg approached Gibson and the two discussed possible stock schemes. At the time, Konigsberg was planning a pump-and-dump stock manipulation scheme involving the stock of Xtreme Motorsports with another penny stock promoter, Louis Fischler.

3. Konigsberg retained Gibson to promote Xtreme Motorsports through www.Roaringpennystocks.com, a stock promotion website Gibson created to tout Xtreme Motorsports. At the time, there was little or no public market for Xtreme Motorsports common stock.

4. Hoping to induce investors to buy shares of Xtreme Motorsports and artificially inflate the company's stock price, Gibson embarked on an e-mail blitz to potential investors. From late February to early March 2010, Gibson sent a volley of e-mails from Roaringpennystocks.com trumpeting Xtreme Motorsports stock.

5. In addition to the e-mails, the website featured glowing testimonials from what purported to be elated investors giving thanks for "the priceless information" they had received and the "great stock picks." In reality, the testimonials were a sham and had nothing to do with Roaringpennystocks.com.

6. As a result of the conduct described in this Complaint, Gibson violated Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5. Unless restrained and enjoined, he is reasonably likely to continue to violate the federal securities laws.

7. The Commission respectfully requests that the Court enter: (1) a permanent injunction restraining and enjoining Gibson from violating the federal securities laws; (2) an order directing Gibson to pay a civil money penalty; and (3) an order barring Gibson from participating in any offering of a penny stock.

II. DEFENDANT AND RELATED ISSUER

Defendant

8. Gibson owned and operated RoaringPennystocks.com, a now-defunct stock promotion website. He resides in Coconut Creek, Florida.

Related Issuer

9. Xtreme Motorsports is a Nevada corporation with its principal place of business in Henderson, Nevada. It purports to be in the business of producing,

distributing, and marketing off-road vehicles of all types. Its common stock was quoted on the “OTC Link” operated by OTC Markets Group, Inc. under the symbol “XTMM.” Xtreme Motorsports’ securities have never been registered with the Commission under the Exchange Act. However, from October 2001 through March 2007, the company filed several Securities Act registration statements that gave rise, at various points in time, to a 15(d) reporting obligation under the Exchange Act. The company’s reporting obligation is now effectively suspended. The Commission temporarily suspended trading in the securities of Xtreme Motorsports from March 3, 2010 through March 16, 2010 because of questions about the accuracy and adequacy of publicly disseminated information concerning trading in the company’s stock. The stock never resumed trading and currently trades in the “gray market.”

10. Xtreme Motorsports’ stock is a “penny stock” as defined by the Exchange Act. At all times relevant to this Complaint, the stock’s shares traded at, or less than, seventy cents per share. During the same time period, Xtreme Motorsports’ stock did not meet any of the exceptions to penny stock classification pursuant to Section 3(a)(51) and Rule 3a51-1 of the Exchange Act. For example, the company’s stock: (1) did not trade on a national securities exchange; (2) was not an “NMS stock,” as defined in 17 C.F.R. § 242.600(b)(47); (3) did not have net tangible assets (i.e., total assets less intangible assets and liabilities) in excess of \$5,000,000; and (4) did not have average revenue of at least \$6,000,000 for the last three years. *See* Exchange Act, Rule 3a51-1(g).

III. JURISDICTION AND VENUE

11. The Court has jurisdiction over this action pursuant to Sections 21(d) and 27 of the Exchange Act, 15 U.S.C. §§ 78u(d) and 78aa.

12. This Court has personal jurisdiction over the Defendant and venue is proper in the Southern District of Florida, because Gibson resides in Coconut Creek, Florida. Additionally, many of the Defendant's acts and transactions constituting violations of the Exchange Act occurred in the District. For example, Gibson maintained and operated RoaringPennyStocks.com from the District.

13. Gibson, directly or indirectly, made use of the means or instruments of transportation or communication in interstate commerce, or of a means or instrumentality of interstate commerce, or of the mails, in connection with the conduct alleged in this Complaint.

IV. THE FRAUDULENT SCHEME

14. As part of a scheme to manipulate the price and trading volume of Xtreme Motorsports' stock, Konigsberg retained Gibson to promote Xtreme Motorsports through Gibson's website, Roaringpennystocks.com, a stock promotion website based out of Coral Springs.

15. On February 26 and 28 and March 1, 2, and 3, 2010, Roaringpennystocks.com issued e-mail blasts to its subscribers regarding Xtreme Motorsports. In those e-mails, the website introduced Xtreme Motorsports to prospective investors as its "HUGE New Pick" that "[o]n little news . . . has gained over 142% in the last 10 days."

16. Roaringpennystocks.com alerted subscribers to "[k]eep your eyes peeled because early entrants could make a killing!" and that "[t]oday [March 1, 2010] the stock is trading below their 10 day average. This could be the calm before the storm as the company prepares to release BREAKING NEWS!"

17. These e-mail blasts were designed to further artificially inflate Xtreme Motorsports' stock price in accordance with Konigsberg and Fischler's scheme.

18. To give the false impression that the information contained in the e-mail blasts about Xtreme Motorsports was based on his experience and sound research, Gibson placed false testimonials on the website. These testimonials were from purported investors who were successful in following his stock picks

19. For example, purported investors in one testimonial gushed how they had "turned \$35,000 into almost \$850,000 in less than 10 months following your picks." Another purported investor wrote, "[t]hank you so much for the priceless information you send [sic] me. I've told my friends about your website, and they have signed up too." Another purported investor expressed thanks "for your great stock picks . . . I managed to make \$4,200 in just a couple of weeks."

20. The testimonials were a farce. In reality, the testimonials had simply been copied from the website of an individual introduced to Gibson by Konigsberg; they had nothing to do with Roaringpennystocks.com's website.

COUNT I

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

21. The Commission realleges and incorporates paragraphs 1 through 20 of this Complaint.

22. From at least February through early March 2010, Gibson, directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, in connection with the purchase or sale of securities, knowingly, willfully or recklessly:

(a) employed devices, schemes, or artifices to defraud;

- (b) made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) engaged in acts, practices, or courses of business which operated or would have operated as a fraud or deceit upon any person.

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

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court:

I.

Declaratory Relief

Declare, determine, and find that Gibson has committed the violations of the federal securities laws alleged in this Complaint.

II.

Permanent Injunctive Relief

Issue a Permanent Injunction restraining and enjoining Gibson, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating Section 10(b) and Rule 10b-5 of the Exchange Act, as indicated above.

III.

Penalties

Issue an Order directing Gibson to pay civil money penalties pursuant to Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d).

IV.

Penny Stock Bar

Issue an Order barring Gibson from participating in any offering of a penny stock, pursuant to Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d), for the violations alleged in this Complaint.

V.

Further Relief

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

VI.

Retention of Jurisdiction

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

Respectfully submitted,

June 30, 2011

By: s/ James M. Carlson

James M. Carlson
Senior Trial Counsel
S.D. Florida Bar # A5501534
Telephone: (305) 982-6328
Facsimile: (305) 536-4154
E-mail: CarlsonJa@sec.gov

Trisha D. Sindler
Senior Counsel
Florida Bar # 0773492
Telephone: (305) 982-6352
E-mail : FuchsT@sec.gov

**ATTORNEYS FOR PLAINTIFF
SECURITIES AND EXCHANGE COMMISSION**
801 Brickell Avenue, Suite 1800
Miami, Florida 33131
Telephone: (305) 982-6300
Facsimile: (305) 536-4154