


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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STEVEN M. LAMMONE
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CASE NO.:

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff, **09-80524**

v.

CIV-ZLOCH

FRANK C. CALMES,
LYNN D. ROWNTREE,
MANNY J. SHULMAN,
YOUNGER AMERICA, INC. (FORMERLY KNOWN
AS INFINITY ACQUISITION CORP.), AND
JAMES E. PRATT, ESQ.,

ROSENBAUM

Defendants, and

KRYSTAL A. BECNEL,

Relief Defendant.

COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF

Plaintiff Securities and Exchange Commission (the "Commission") alleges:

I. INTRODUCTION

1. This case involves a series of unregistered distributions of penny stocks between July 2004 and March 2008 (the "Relevant Period") by Frank C. Calmes, Lynn D. Rowntree, and Manny J. Shulman, partners and/or principals of First Equity Capital Corp. ("First Equity"), and New York attorney James E. Pratt. In total, the unregistered distributions included shares of at least four companies and generated proceeds of approximately \$3.9 million. These distributions were often facilitated by baseless legal opinion letters written by Pratt and, in some cases, by the simultaneous buying and selling of shares ("wash trading") by Rowntree. Further, Calmes and Shulman took control of one of the companies, Younger America, Inc., formerly known as

Infinity Acquisition Corp. and Infinity Music Corp. (“Infinity”), and disseminated false information to facilitate unregistered distributions of its stock.

2. By this conduct, Calmes, Rowntree, Shulman, Pratt, and Infinity violated Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§ 77e(a) and 77e(c), and Calmes, Rowntree, Shulman, and Infinity 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.

3. The Commission seeks permanent injunctions, accountings, disgorgement plus prejudgment interest, and civil penalties against all defendants; penny stock bars against Calmes, Rowntree, Shulman, and Pratt; and officer and director bars against Calmes and Shulman. Further, because many of the illegal sales directed by Shulman were made through accounts in the name of his wife, Krystal A. Becnel, the Commission seeks an accounting and disgorgement plus prejudgment interest from Becnel.

II. DEFENDANTS

4. Frank C. Calmes, 62, lives in Boca Raton, Florida. Calmes founded First Equity in the 1980s and was a principal of First Equity during the Relevant Period.

5. Lynn D. Rowntree, 69, lives in Boca Raton, Florida. Rowntree was a First Equity principal or partner from 2003 through 2008.

6. Manny J. Shulman, 47, lives in Boca Raton, Florida. Shulman was a First Equity principal or partner from 2004 through 2008.

7. Younger America, Inc. (formerly known as Infinity Acquisition Corp.), is a Nevada corporation based in Ft. Lauderdale, Florida. Younger America, Inc. has never

registered an offering of securities under the Securities Act or a class of securities under the Exchange Act.

8. James E. Pratt, 74, lives in Garden City, New York. Pratt is an attorney licensed in New York. Pratt wrote legal opinion letters regarding shares of stock held by Calmes, Rowntree, and Shulman and regarding shares of stock issued by Infinity.

III. RELIEF DEFENDANT

9. Krystal A. Becnel, 44, lives in Boca Raton, Florida. Becnel is Shulman's wife. During the Relevant Period, Shulman transferred shares of unregistered stock into accounts in Becnel's name. These shares were then sold into the public market and the proceeds were received into Ms. Becnel's accounts. Becnel has therefore received ill-gotten funds and does not have a legitimate claim to those funds.

IV. JURISDICTION AND VENUE

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

11. This Court has personal jurisdiction over Calmes, Rowntree, Shulman, Pratt, Infinity, and Becnel and venue is proper, pursuant to Section 22(a) of the Securities Act and Section 27 of the Exchange Act, in the Southern District of Florida because many of the acts and transactions constituting violations of the Securities Act and the Exchange Act, including acts and transactions in which Pratt participated, occurred in the Southern District of Florida. In addition, Calmes, Rowntree, Shulman, and Becnel reside in the Southern District of Florida and Infinity's principal place of business during a portion of the Relevant Period was in the Southern District of Florida.

12. In connection with the conduct alleged in this Complaint, Calmes, Rowntree, Shulman, Pratt, Infinity, and Becnel directly and indirectly, singly or in concert with others, made use of the means or instrumentalities of interstate commerce, the means or instruments of transportation and communication in interstate commerce, and the mails.

V. FACTS

A. Overview of the First Equity Scheme

13. During the Relevant Period, Calmes, Rowntree, Shulman, and Pratt engaged in a scheme to distribute shares of newly quoted micro-cap companies to the public without the required registration with the Commission.

14. Calmes, Rowntree, Shulman, and Pratt contacted entrepreneurs running small privately-held businesses and enticed them to permit First Equity to arrange mergers of the entrepreneurs' businesses into shell companies that would become publicly quoted.

15. In connection with the merger process, Calmes, Rowntree, Shulman, Pratt, and entities they controlled obtained large blocks of the merged companies' common stock.

16. Calmes, Rowntree, and Shulman arranged for the public quotation of the merged companies' stock on a quotation service of Pink OTC Markets, Inc.¹ Calmes, Rowntree, Shulman, and Pratt then sold large amounts of their shares to the public even though no registration statement had been filed or was in effect with the Commission with respect to their shares.

17. Pratt often facilitated the scheme by writing letters to the companies' transfer agents that falsely stated that the shares held by Calmes, Rowntree, and Shulman were "free-trading." Pratt often received some of these purportedly free-trading shares in exchange for writing the letters and for other services.

¹ Pink OTC Markets, Inc. operates an electronic quotation and trading system in the over-the-counter securities market.

18. In those situations when meaningful trading volume in the newly quoted stocks was sustained after Calmes, Rowntree, Shulman, and Pratt had sold a substantial number of their shares into the public market, some or all of them obtained additional shares from the companies, which they then sold, without registration, into the public market to generate additional profits. Pratt wrote legal opinion letters falsely stating that these additional shares were also free-trading.

19. Rowntree facilitated certain of his unregistered sales of stock by engaging in manipulative wash trading.

20. Calmes and Shulman facilitated certain of their unregistered sales of stock by disseminating false press releases.

21. Many of Shulman's unregistered sales were made through accounts in the name of his wife, Krystal Becnel.

B. Execution of the First Equity Scheme

22. From 2004 through 2007, Calmes, Rowntree, Shulman, and/or Pratt executed the First Equity scheme with the stock of at least four companies: Eldorado Exploration, Inc. ("Eldorado"), Infinity Acquisition Corp. ("Infinity"), Sunrise Broadband, Inc. ("Sunrise"), and Bentley Sports, Inc. ("Bentley"). The approximate total shares sold by the defendants and the approximate total proceeds of those sales are reflected in the chart below.

		Eldorado	Infinity	Sunrise	Bentley	Totals
Calmes	Shares	25,365,000	72,482,468	504,500	3,747,496	
	Proceeds	\$1,786,150	\$56,447	\$148,906	\$183,033	\$2,174,536
Rowntree	Shares	15,160,505	2,080,061	0	900,000	
	Proceeds	\$547,232	\$51,655	\$0	\$35,300	\$634,187
Shulman	Shares	1,266,750	224,295,271	0	100,000	
	Proceeds	\$108,358	\$167,766	\$0	\$3,600	\$279,724
Becnel	Shares	75,000	41,315,000	0	500,000	
	Proceeds	\$18,556	\$121,640	\$0	\$30,204	\$170,400
Shared Accounts*	Shares	3,734,000	30,201,211	10,900	0	
	Proceeds	\$341,427	\$56,072	\$19,740	\$0	\$417,239
Pratt	Shares	100,000	104,146,428	0	1,000,000	
	Proceeds	\$38,010	\$156,960	\$0	\$89,332	\$284,302
Defendant Totals	Shares	45,701,255	474,520,439	515,400	6,247,496	
	Proceeds	\$2,839,733	\$610,540	\$168,646	\$341,469	\$3,960,388

*Accounts over which Calmes, Rowntree, and/or Shulman shared control

Eldorado

23. Eldorado was a Nevada corporation based in Irvine, California that was in the oil business. Eldorado's stock was publicly quoted during the Relevant Period on a quotation service of Pink OTC Markets, Inc. Eldorado never registered an offering of securities under the Securities Act or a class of securities under the Exchange Act with the Commission.

24. In 2003, David T. Laurance controlled a private oil exploration company named Eldorado Exploration, Inc. Sometime between the beginning of 2003 and spring 2004, Rowntree and Laurance discussed using shell company mergers to facilitate raising money for Laurance's business. In spring 2004, Rowntree agreed that First Equity would find a shell company into which Laurance's company could be merged. Rowntree and Laurance negotiated the structure of the merger transaction and agreed that Laurance would own a two-thirds stake in the merged company that would not be sold to the public and that First Equity would control shares representing a one-third stake in the company.

25. In or around June 2004, Calmes arranged for a merger to achieve this result.

26. Prior to the merger of the two companies, the shell company had 30 million shares of common stock outstanding that were held by the shell company's original owners. In or about February 2005, the shell company merged with Laurance's company and issued 60 million new shares to Laurance. The merged company was renamed Eldorado Exploration, Inc. In connection with the merger Laurance was appointed as the president of the merged company.

27. Calmes, Rowntree, and Shulman controlled the allocation of the 30 million original shell company shares. After a series of stock transfers, Calmes, Rowntree, Shulman, and entities they controlled together held approximately 20 million of the 30 million shares. Pratt received 100,000 shares as a result of these transfers. Many of the remaining shares were used as payment for stock promotion services regarding Eldorado.

28. Eldorado's stock was publicly quoted on a quotation service of Pink OTC Markets, Inc. for the first time on March 18, 2005. For the next month and a half there was little trading volume in the newly quoted stock, but beginning in May 2005, trading volume in Eldorado increased steadily. By July 2005, Eldorado's weekly trading volume often exceeded 2 million shares (generally worth more than \$200,000 per week).

29. Pratt sold his 100,000 shares in May 2005 and received proceeds of approximately \$38,000. Calmes, Rowntree, and Shulman started selling their Eldorado shares in June 2005, and by the end of March 2006 had together sold almost 13 million shares for total proceeds of approximately \$1.4 million.

30. No registration statement was filed with the Commission or in effect with respect to the sales of Eldorado stock by Calmes, Rowntree, Shulman, and Pratt between May 2005 and March 2006 and no exemption from registration was available.

31. Many of the sales of Eldorado shares directed by Shulman during this time period were made through accounts in Becnel's name. The accounts in Becnel's name received the proceeds from those illegal sales.

32. In or around February 2006, Laurance informed Rowntree that Eldorado needed more money. Rowntree met with Calmes and Shulman and together they developed a plan to sell additional Eldorado stock to raise money for Eldorado and generate a virtually risk-free profit for themselves. The plan, which Eldorado accepted, called for the company to sell large blocks of its stock at a 50 percent discount to Eldorado's current trading price to Calmes, Rowntree, Shulman, and an entity Shulman controlled in exchange for one-year promissory notes in amounts calculated based on the discount. Calmes, Rowntree, and Shulman agreed that after the stock was issued they would quickly sell enough of it to pay off the notes and thereby generate the cash Eldorado needed. Rowntree explained this intention to Pratt at the time of the transaction.

33. In or around March 2006, Calmes, Rowntree, or Shulman asked Pratt to write a legal opinion letter instructing Eldorado's transfer agent that the new shares should be issued as free-trading stock. Pratt's letter, dated March 8, 2006, stated that Eldorado could issue "unrestricted, free trading common stock" to Calmes, Rowntree, and Shulman.

34. In or around March 2006, in reliance on Pratt's legal opinion letter, Eldorado issued five million shares to each of Calmes, Rowntree, Shulman, and an entity Shulman controlled in exchange for four promissory notes with a total principal amount of \$270,000.

35. The statements and conclusions in Pratt's March 8, 2006 letter were incorrect in at least three ways.

36. First, the letter was based on Section 230.504(b)(1)(iii) of Securities Act Regulation D, which, under certain conditions, exempts from registration offers and sales of securities made “exclusively according to state law exemptions from registration that permit general solicitation and general advertising.” The letter asserted that Section 7-11-402(10) of the General Laws of Rhode Island provided the requisite state law exemption. In fact, Rhode Island Section 7-11-402(10) exemption explicitly prohibited general solicitation and general advertising.

37. Second, Eldorado, Calmes, Rowntree, and Shulman had no connection to Rhode Island.

38. Third, the Section 7-11-402(10) exemption required that the issuer reasonably believe that all purchasers “are purchasing for investment.” Laurance and Pratt knew that Calmes, Shulman, and Rowntree did not intend to hold the shares for investment, but intended to sell them to generate the cash Eldorado needed.

39. Calmes, Rowntree, and Shulman sold nearly all of the 20 million shares within two months of their issuance. Within two weeks of receiving his five million Eldorado shares, Rowntree deposited them in a brokerage account and began selling the shares. Rowntree sold nearly half of the five million shares by the end of March 2006, and then continued selling the remaining shares at a somewhat slower pace in April 2006. Calmes waited until Rowntree’s selling had slowed at the beginning of April to begin selling his own five million shares. On April 28, 2006, the day after Calmes had sold the last of these shares, Shulman transferred to Calmes the 10 million Eldorado shares he and his entity had received. Within less than two weeks, Calmes sold all 10 million shares. Proceeds from these additional sales of Eldorado stock

totaled approximately \$1,000,000, leaving Calmes, Rowntree and Shulman with approximately \$730,000 after paying off the notes.

40. No registration statement was filed with the Commission or in effect with respect to these sales of Eldorado shares and no exemption from registration was available.

41. Pratt received a \$10,000 cash payment from Eldorado for his assistance with this distribution of the additional Eldorado shares.

42. From June 2006 through July 2007, Rowntree obtained approximately 10 million additional Eldorado shares in three transactions between himself and Eldorado. The structure of these transactions was virtually identical to the March 2006 Eldorado transaction including payment for the new Eldorado shares with promissory notes from Rowntree that were to be paid off with the proceeds of Rowntree's sales of the shares. For each transaction Pratt produced a baseless legal opinion that was identical to his March 8, 2006 Eldorado opinion in all respects except for the date.

43. From July 2006 through May 2007, Eldorado shares traded in a range of \$0.07 to \$0.15 and Rowntree gradually sold approximately four million of the new Eldorado shares for proceeds of approximately \$314,000.

44. Beginning in June 2007, Eldorado's stock price moved steadily lower until it slipped below \$0.05 per share at the end of the month. In or around June 2007, Rowntree began attempting to manipulate Eldorado's stock price upward. From approximately June 26 through at least the end of August 2007, Rowntree entered approximately 130 pairs of offsetting sale and buy orders for Eldorado shares to create wash trades at prices close to the inside ask price for Eldorado shares.

45. For example, on the morning of July 12, 2007, Rowntree, through his Scottrade, Inc. account XXXXXX1002, placed orders that resulted in executions as follows:

46. At 09:33:30.174 a.m., Rowntree entered a limit order to sell 50,000 shares of Eldorado stock at \$.0525. At that time, the inside bid and ask prices were, respectively, \$.044 and \$.055.

47. At 10:15:13.052 a.m., Rowntree placed an order to buy 5,000 shares of Eldorado stock at \$.055. At that time, the inside bid and ask prices were, respectively, \$.05 and \$.055.

48. At 10:16:32.368 a.m., a dealer with the symbol NITE sold 5,000 shares of Eldorado stock to Rowntree at \$.055. At that time, the inside bid and ask prices were, respectively, \$.05 and \$.055.

49. At 10:16:32.408 a.m., a dealer with the symbol NITE purchased 5,000 shares of Eldorado stock from Rowntree at \$.0525 (leaving 45,000 shares on Rowntree's original 50,000-share sale order unexecuted). At that time, the inside bid and ask prices were, respectively, \$.05 and \$.055.

50. At 10:24:22.783 a.m., Rowntree placed an order to buy 15,000 shares of Eldorado stock at \$.55. At that time, the inside bid and ask prices were, respectively, \$.044 and \$.055.

51. At 10:24:27.151 a.m., a dealer with the symbol NITE sold 15,000 shares of Eldorado stock to Rowntree at \$.055. At that time, the inside bid and ask prices were, respectively, \$.044 and \$.055.

52. At 10:24:27.191 a.m., a dealer with the symbol NITE purchased 15,000 shares of Eldorado stock from Rowntree at \$.0525 (leaving 30,000 shares of Rowntree's original 50,000-share sale order unexecuted). At that time, the inside bid and ask prices were, respectively, \$.044 and \$.055.

53. At 10:40:12.778 a.m., Rowntree cancelled the 30,000-share unexecuted balance of his original sell order.

54. Rowntree's other wash trades during June through August 2007 followed the same general pattern as these wash trades. By entering purchase and offsetting sell orders at, or about, the inside ask price for Eldorado stock, Rowntree created an artificially inflated picture of buying interest in Eldorado stock.

55. The objective of Rowntree's wash trades was to artificially stabilize or increase the Eldorado stock price as he disposed of the rest of his Eldorado shares.

56. From June 2007 through February 2008, Rowntree successfully sold approximately six million Eldorado shares for proceeds of approximately \$111,000.

57. No registration statement was filed with the Commission or in effect with respect to Rowntree's sales of Eldorado stock between June 2007 and February 2008 and no exemption from registration was available.

Infinity

58. In or around May 2004, Calmes and Rowntree met with a music producer and agreed to merge his music business with a shell company that would become publicly quoted. Following the merger the music producer and his partner held a majority of the merged company's outstanding shares. The merged company was renamed Infinity Music Corp. and was publicly quoted on a quotation service of Pink OTC Markets, Inc. for the first time in or around July 2004.

59. Infinity never registered an offering of securities under the Securities Act or a class of securities under the Exchange Act with the Commission.

60. From July 2004 through October 2005, there was minimal trading volume in Infinity's shares.

61. In or around November 2005, the music producer contacted Rowntree and said he was unable to repay approximately \$65,000 in loans related to Infinity.² Rowntree discussed the situation with Calmes and Shulman and they offered to assume responsibility for the debt in exchange for all of the Infinity shares held by the music producer and his partner. The producer accepted the offer and, on November 30, 2005, he and his partner transferred six million shares to Calmes, three million shares to Rowntree, 4.5 million shares to Shulman, one million shares to Pratt, and their remaining shares to various parties Calmes designated.

62. Beginning on or about November 29, 2005, Pratt wrote a series of letters that falsely asserted that the shares transferred by the producer and his partner consisted of (1) "gifts" to Calmes, Rowntree, Shulman, Pratt, and the other transferees; and (2) shares that had been previously pledged as collateral. Pratt stated in the letters that all of the transferees could tack the holding periods of the producer and his partner onto their own for purposes of Exchange Act Rule 144, the "restrictive legend should be removed from [the transferred shares]," and the shares could be sold "free of all restrictions."

63. Following the transfer of shares by the music producer and his partner, Shulman and Calmes took control of Infinity and named Shulman the sole officer of the company. Between November 2005 and April 2006, Shulman and Calmes caused Infinity to issue six press releases that falsely characterized Infinity as a company with the financial capacity to engage in significant acquisition activity. Shulman and Calmes knew or were reckless in not knowing this

² These loans were unrelated to Rowntree, Calmes, Shulman or First Equity.

characterization of Infinity was false or misleading because Infinity was actually a shell company with no assets, no employees (besides Shulman), and no clients.

64. The last of the six press releases, issued on April 25, 2006, falsely asserted that Infinity had acquired certain assets for "\$5,000,000 in a combination of cash and preferred stock." In fact, Infinity's own balance sheet as of December 31, 2006, which was received for posting on or around July 19, 2007 by the quotation service on which Infinity's shares were quoted, stated that the cost of these assets was \$1.15 million. Moreover, the purported assets never generated any revenues for Infinity. Shulman and Calmes knew or were reckless in not knowing that the April 25, 2006 press release was false or misleading.

65. Contemporaneous with the false and misleading Infinity press releases issued between November 2005 and April 2006, trading activity in Infinity's shares grew steadily and during April 2006 the average weekly trading volume was greater than 2 million shares (worth approximately \$180,000 per week). From January 2006 through the end of April 2006, Calmes, Rowntree, Shulman, and Pratt sold approximately 3.2 million Infinity shares for total proceeds of approximately \$185,000.

66. No registration statement was filed with the Commission or in effect with respect to these sales and no exemption from registration was available.

67. Some of the sales of Infinity shares directed by Shulman between November 2005 and April 2006 were made through accounts in Becnel's name. These accounts received the proceeds from those illegal sales.

68. From approximately April to June 2006, Calmes and Shulman caused Infinity to issue nine million new shares (4.5 million shares to each of Shulman and Pratt). Around the same time, Pratt prepared a legal opinion letter stating that all nine million shares were "free

trading.” Pratt’s opinion relied on Rule 403(c)-1 of the Rhode Island Securities Division Regulations. Rule 403(c)-1 required that the issuer reasonably believe all purchasers are buying “for investment.”

69. Pratt and Shulman did not intend to hold their Infinity shares for investment and, in fact, sold Infinity shares on nearly every trading day throughout May and June 2006 generating proceeds of \$57,439 for Pratt and \$111,554 for Shulman.

70. No registration statement was filed with the Commission or in effect with respect to these sales and no exemption from registration was available.

71. Many of the sales of Infinity shares directed by Shulman during May and June 2006 were made through accounts in Becnel’s name. These accounts received the proceeds from those illegal sales.

72. While Pratt and Shulman were making these sales, Shulman and Calmes disseminated two false or misleading Infinity press releases. The press releases (1) made reference to Infinity’s “present and future clients” when in fact Infinity had no clients; (2) announced a “strategic partnership” with First Equity that misstated the scope of First Equity’s prior business ventures; and (3) announced that Infinity would continue to expand into Europe and South America, when in fact it had no activities in either location. Shulman and Calmes knew or were reckless in not knowing that these statements were false or misleading. As this false or misleading information was disseminated during May and June, Infinity’s weekly trading volume averaged approximately 9 million shares (worth approximately \$360,000 per week).

73. The false or misleading press releases, as well as the earlier false or misleading information about Infinity disseminated by Calmes and Shulman between November 2005 and

April 2006, remained uncorrected during the last six months of 2006. During this six-month period, Calmes and Shulman caused Infinity to issue a large number of additional shares to themselves and to Pratt, which Pratt falsely stated were free-trading in seven opinions that were, with the exception of the date and number of shares, identical to his earlier Infinity opinion regarding Rule 403(c)-1 of the Rhode Island Securities Division Regulations. Between July and December 2006, Calmes, Shulman, and Pratt together sold approximately 165 million additional Infinity shares for total proceeds of approximately \$160,000.

74. No registration statement was filed with the Commission or in effect with respect to these sales and no exemption from registration was available.

75. Many of the sales of Infinity shares directed by Shulman between July and December 2006 were made through accounts in Becnel's name. These accounts received the proceeds from those illegal sales.

76. At the end of 2006, Calmes, Shulman, and Pratt still held large amounts of Infinity stock, but trading volume in the stock had declined dramatically. In late 2006 Shulman learned that a physician he knew was seeking financing to construct "medical spas." Shulman contacted the physician and promised that if he would join Infinity, Shulman would provide the financial resources needed to build the spas. In November 2006, Infinity announced that the physician and his medical spa concept had become part of the "Infinity family."

77. In March 2007, Shulman caused Infinity to issue two press releases that falsely asserted that Infinity was providing services including the identification of "internal medical problems which the patients experience as a result of the aging process" and "luxurious spa treatments." Shulman knew or was reckless in not knowing that the press releases were false or

misleading because Infinity was not providing any services and had no facilities capable of providing spa treatments.

78. Later in March 2007, the physician left Infinity and Shulman began describing Infinity as a developer and marketer of medical devices. From approximately April to June 2007, Shulman caused Infinity to issue three additional false or misleading press releases about its acquisition of a company called Life-Without-Pain. The releases falsely asserted: (i) that Life-Without-Pain was a manufacturer of pain therapy devices when in fact Life-Without-Pain outsourced its limited manufacturing requirements; (ii) that Infinity had “finalized the acquisition of Life-Without-Pain” for \$20 million when in fact key documents relating to the proposed acquisition were never finalized and the proposed consideration would have been worth far less than \$20 million; and (iii) that Infinity had sold 3,715 pain therapy devices developed by Life-Without-Pain when in fact those devices had been sold before a proposed acquisition by Infinity was discussed. Shulman knew or was reckless in not knowing that these statements were false or misleading.

79. After Shulman started disseminating false information about Infinity’s purported medical spa development plan, trading volume in the company’s shares jumped from an average of approximately 23 million shares per week (worth approximately \$14,000 per week) during December 2006 to an average of approximately 121 million shares per week (worth approximately \$192,000 per week) during the last three weeks of January 2007. Thereafter, the trading volume declined but remained significant until the end of September 2007. From January through October 2007, Calmes, Shulman, and Pratt sold approximately 295 million additional Infinity shares for total proceeds of approximately \$92,000.

80. No registration statement was filed with the Commission or in effect with respect to these sales and no exemption from registration was available.

81. Many of the sales of Infinity shares directed by Shulman from January through October 2007 were made through accounts in Becnel's name. These accounts received the proceeds from those illegal sales.

Sunrise

82. Sunrise was a Nevada corporation based in Denver, Colorado that planned to offer internet services. Sunrise's stock was publicly quoted during the Relevant Period on a quotation service of Pink OTC Markets, Inc. Sunrise never registered an offering of securities under the Securities Act or a class of securities under the Exchange Act with the Commission.

83. Calmes came in contact with the Sunrise principals in or around late 2004 and persuaded them that First Equity's going public process would enable the company to raise the money it needed to execute its business plan. Calmes and Sunrise agreed that the Sunrise principals would own shares representing a 90 percent ownership stake in the merged company and that First Equity would control shares representing the other 10 percent. Calmes then arranged for a merger with a shell company to achieve this result.

84. In or around June 2005, the merger was completed. In connection with the merger, Calmes obtained control of approximately 10 percent of the merged company's outstanding shares.

85. Sunrise's stock was publicly quoted on a quotation service of Pink OTC Markets, Inc. for the first time on June 30, 2005.

86. The Sunrise stock did not develop any meaningful trading volume until February 2006 and the limited trading volume that developed at that time lasted for only about six months. During this time period, Calmes sold approximately \$150,000 worth of Sunrise shares.

87. No registration statement was filed with the Commission or in effect with respect to these sales and no exemption from registration was available.

Bentley Sports

88. Bentley was a Delaware corporation based in Ludlow, Vermont that planned to commercialize a golf swing imaging technology. The stock of Bentley was publicly quoted during the Relevant Period on a quotation service of Pink OTC Markets, Inc. The company never registered an offering of securities under the Securities Act or a class of securities under the Exchange Act with the Commission

89. In or around 2003, Pratt learned from Bentley's principal that he was exploring potential avenues for raising money. Pratt offered to turn Bentley into a public company to help raise money. The Bentley principal accepted Pratt's offer and Pratt contacted Calmes, who arranged for Bentley to be merged into a shell company.

90. After the merger was complete, Pratt wrote a legal opinion asserting, without any description of supporting facts, that approximately 4.6 million shares held by Calmes, as a result of the merger, qualified "for exemption from registration under the [Securities] Act and . . . [could] be sold free and clear of any and all restrictions . . ." Contemporaneous transfer agent records show that Calmes' shares were approximately 12 percent of the total outstanding shares of Bentley Sports.

91. At the beginning of March 2004, Bentley issued one million additional shares to each of Calmes and Pratt. Two weeks later, Calmes arranged for the Bentley stock to be publicly

quoted stock on a quotation service of Pink OTC Markets, Inc. For three months, there was minimal trading in the newly quoted shares. Limited but steady trading in the stock developed in July 2004 and continued until April 2005.

92. Between July 2004 and April 2005, Calmes sold 3.75 million Bentley shares for total proceeds of \$183,033 and Pratt sold his one million Bentley shares for total proceeds of \$89,332. In September 2004, Calmes transferred 900,000 Bentley shares to Rowntree and 600,000 Bentley shares to Shulman, which they quickly sold for \$35,000 and \$34,000 respectively. On April 7, 2005, as trading volume in Bentley shares began to decline, Calmes made his last sale. In July, trading volume in Bentley's shares fell to zero and the stock was only traded sporadically thereafter during the Relevant Period.

93. No registration statement was filed with the Commission or in effect with respect to the sales of Bentley stock by Calmes, Pratt, Rowntree, and Shulman and no exemption from registration was available.

94. Many of the sales of Bentley shares directed by Shulman were made through accounts in Becnel's name. These accounts received the proceeds from those illegal sales.

COUNT I

Violations by Calmes, Rowntree, Shulman, Pratt, and Infinity of Sections 5(a) and 5(c) of the Securities Act

95. The Commission repeats and realleges paragraphs 1 through 94 of its Complaint.

96. No registration statement was filed or in effect with the Commission pursuant to the Securities Act with respect to the securities and transactions described in this Complaint, and no exemption from registration exists with respect to the securities and transactions described in this Complaint.

97. Between approximately July 2004 and February 2008, Calmes, Rowntree, Shulman, Pratt, and Infinity, directly and indirectly: (a) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities, through the use or medium of a prospectus or otherwise; (b) carried securities or caused such securities to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or delivery after sale; or (c) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise, without a registration statement having been filed or being in effect with the Commission as to such securities.

98. By reason of the foregoing, Calmes, Rowntree, Shulman, Pratt, and Infinity violated, and, unless enjoined, are reasonably likely to continue to violate Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c).

COUNT II

Violations by Calmes, Rowntree, Shulman, and Infinity of Section 10(b) and Rule 10b-5 of the Exchange Act

99. The Commission repeats and realleges paragraphs 1 through 94 of its Complaint.

100. Between approximately July 2004 and February 2008, Calmes, Rowntree, Shulman, and Infinity, directly and indirectly, by use of the means and instrumentalities of interstate commerce, and 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 and 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 and courses of business which operated as a fraud upon the purchasers of such securities.

101. By reason of the foregoing, Calmes, Rowntree, Shulman, and Infinity directly or indirectly violated and, unless enjoined, are 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.

COUNT III

Unjust Enrichment of Relief Defendant Krystal Becnel

102. The Commission repeats and realleges paragraphs 1 through 94 of its Complaint.

103. Becnel obtained funds derived from the securities law violations alleged above, and under those circumstances it is not just, equitable or conscionable for her to retain the funds. Becnel was unjustly enriched.

104. By reason of the conduct described above, Becnel should be ordered to disgorge the funds she received as a result of the defendants' violations of the federal securities laws.

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court:

1. Find that Calmes, Rowntree, Shulman, Infinity, and Pratt committed the violations of the federal securities laws alleged herein.

2. Enter a Final Judgment of Permanent Injunction, restraining and enjoining, to the full extent provided by Rule 65(d) of the Federal Rules of Civil Procedure, Calmes, Rowntree, Shulman, Infinity, and Pratt, from directly or indirectly violating Sections 5(a) and 5(c) of the Securities Act, and Calmes, Rowntree, Shulman, and Infinity from directly or indirectly violating Section 10(b) and Rule 10b-5 of the Exchange Act, as indicated above.

3. Issue an Order requiring Calmes, Rowntree, Shulman, Becnel, Infinity, and Pratt to file with this Court sworn written accountings identifying:

(a) All assets, liabilities and property currently held, directly or indirectly, by or for the benefit of Calmes, Rowntree, Shulman, Becnel, Infinity, and Pratt, including, without limitation, bank accounts, brokerage accounts, investments, business interests, loans, lines of credit, and real and personal property wherever situated, describing each asset and liability, its current location and amount;

(b) All money, funds, securities, property (real and personal), assets and income received by Calmes, Rowntree, Shulman, Becnel, Infinity, and Pratt, or for their direct or indirect benefit, at any time from July 1, 2004 through the date of such accounting, describing the source, amount, disposition and current location of each of the items listed; and

(c) The names and last known addresses of all bailees, debtors, and other persons and entities that currently are holding the assets, funds or property of Calmes, Rowntree, Shulman, Becnel, Infinity, and Pratt.

4. Issue an Order directing Calmes, Rowntree, Shulman, Becnel, Infinity, and Pratt to disgorge all ill-gotten gains, including prejudgment interest, resulting from the acts or courses of conduct alleged in this Complaint.

5. Issue an Order directing Calmes, Rowntree, Shulman, Infinity, and Pratt to pay civil penalties 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) in amounts to be determined by the Court.

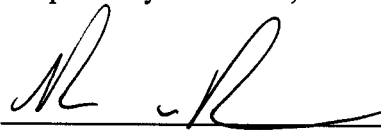
6. Grant such other and further relief as may be necessary and appropriate.

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.

April 1, 2009

Respectfully submitted,

By:



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Hugh C. Beck
Email: beckh@sec.gov

Attorneys for Plaintiff
SECURITIES AND EXCHANGE COMMISSION
1801 California Street, Suite 1500
Denver, Colorado 80202
Telephone: (303) 844-1000
Facsimile: (303) 844-1068

ATTACHMENT TO CIVIL COVER SHEET

SECURITIES AND EXCHANGE COMMISSION v. CALMES, et al.

Defendants

Frank C. Calmes
20249 Boca West Drive, # 2603
Boca Raton, FL 33434

Lynn D. Rowntree
6548 Spring Bottom Way, # 271
Boca Raton, FL 33433

Manny J. Shulman,
4500 NW 23rd Ct.
Boca Raton, FL 33431

Younger America, Inc. (Formerly Known
As Infinity Acquisition Corp.)
c/o Manny J. Shulman, President
4500 NW 23rd Ct.
Boca Raton, FL 33431

And
c/o Nevada State Corporate Network, Inc., Registered Agent
777 N. Rainbow Blvd., # 250
Las Vegas, NV 89107

James E. Pratt, Esq.
195 Kildare Road
Garden City, NY 11530-1122

Relief Defendant

Krystal A. Becnel
4500 NW 23rd Ct.
Boca Raton, FL 33431

JS 44 (Rev. 2/08)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.) **NOTICE: Attorneys MUST Indicate All Re-filed Cases Below.**

I. (a) PLAINTIFFS
SECURITIES AND EXCHANGE COMMISSION

(b) County of Residence of First Listed Plaintiff _____
 (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)
 Christopher P. Friedman/Hugh C. Beck, Securities and Exchange
 Commission, 1801 California Street, Suite 1500, Denver, CO 80202
 Phone: (303) 844-1000

DEFENDANTS
 SEE ATTACHED LIST

County of Residence of First Listed Defendant Palm Beach
 (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT
 LAND INVOLVED.

Attorneys (if Known)

(d) Check County Where Action Arose: MIAMI-DADE MONROE BROWARD PALM BEACH MARTIN ST. LUCIE INDIAN RIVER OKEECHOBEE HIGHLANDS

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

1 U.S. Government Plaintiff
 2 U.S. Government Defendant
 3 Federal Question (U.S. Government Not a Party)
 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Citizen of This State	<input type="checkbox"/>	PTF DEF	<input type="checkbox"/> 1 <input type="checkbox"/> 1	Incorporated or Principal Place of Business in This State	<input type="checkbox"/>	PTF DEF	<input type="checkbox"/> 4 <input type="checkbox"/> 4
Citizen of Another State	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> 2 <input type="checkbox"/> 2	Incorporated and Principal Place of Business in Another State	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> 5 <input type="checkbox"/> 5
Foreign National	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Foreign Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> 6 <input type="checkbox"/> 6

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus-Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input checked="" type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities Employment <input type="checkbox"/> 446 Amer. w/Disabilities Other <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 General Habeas Corpus <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition		

V. ORIGIN (Place an "X" in One Box Only)

1 Original Proceeding 2 Removed from State Court 3 Re-filed- (see VI below) 4 Reinstated or Reopened 5 Transferred from another district (specify) 6 Multidistrict Litigation 7 Appeal to District Judge from Magistrate Judgment

VI. RELATED/RE-FILED CASE(S). (See instructions second page):

a) Re-filed Case YES NO b) Related Cases YES NO

JUDGE _____ DOCKET NUMBER _____

VII. CAUSE OF ACTION Cite the U.S. Civil Statute under which you are filing and Write a Brief Statement of Cause (Do not cite jurisdictional statutes unless diversity):

15 U.S.C. §§ 77e(a), 77e(c), 78j(b), 17 C.F.R. § 240 - Securities fraud and unregistered stock sales

LENGTH OF TRIAL via _____ days estimated (for both sides to try entire case)

VIII. REQUESTED IN COMPLAINT: CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 **DEMAND \$** _____ **CHECK YES only if demanded in complaint: JURY DEMAND:** Yes No

ABOVE INFORMATION IS TRUE & CORRECT TO THE BEST OF MY KNOWLEDGE SIGNATURE OF ATTORNEY OF RECORD DATE

April 1, 2009

FOR OFFICE USE ONLY AMOUNT RECEIVED RECEIPT # _____ IFP _____