

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
August 28, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13605

In the Matter of

Value Merchants, Inc.,
Varner Technologies, Inc.
(f/k/a Peppermill Capital Corp.),
Veronex Technologies, Inc.,
ViaGrafix Corp., and
Viapay Limited
(f/k/a Interface e.com, Inc.),

Respondents.

ORDER INSTITUTING
ADMINISTRATIVE
PROCEEDINGS AND NOTICE
OF HEARING PURSUANT TO
SECTION 12(j) OF THE
SECURITIES EXCHANGE ACT
OF 1934

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Value Merchants, Inc., Varner Technologies, Inc. (f/k/a Peppermill Capital Corp.), Veronex Technologies, Inc., ViaGrafix Corp., and Viapay Limited (f/k/a Interface e.com, Inc.).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. Value Merchants, Inc. (CIK No. 814228) is a delinquent Wisconsin corporation located in Milwaukee, Wisconsin with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Value Merchants is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 28, 1995, which reported a net loss of \$6,570,000 for the prior seventeen weeks. On December 13, 1993, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Eastern District of Wisconsin, and the case was terminated on July 9, 2002.

2. Varner Technologies, Inc. (f/k/a Peppermill Capital Corp.) (CIK No. 1063653) is a revoked Nevada corporation located in Chesterfield, Missouri with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g).

Varner Technologies is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2001, which reported a net loss of \$1,447,861 for the prior nine months.

3. Veronex Technologies, Inc. (CIK No. 781894) is a British Columbia corporation located in Vancouver, British Columbia, Canada with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Veronex Technologies is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 20-F/A for the period ended February 28, 1999.

4. ViaGrafix Corp. (CIK No. 1051556) is a dissolved Oklahoma corporation located in Pryor, Oklahoma with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). ViaGrafix is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended June 30, 1999, which reported a net loss of \$1,261,000 for the prior six months. On July 23, 2003, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the District of Delaware, and the case was terminated on September 7, 2004.

5. Viapay Limited (f/k/a Interface e.com, Inc.) (CIK No. 1084373) is a permanently revoked Nevada corporation located in Longford, Heathrow, Great Britain with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Viapay is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q/A for the period ended March 31, 2001, which reported a net loss of \$2,187,835 for the prior three months.

B. DELINQUENT PERIODIC FILINGS

6. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

7. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports and Rule 13a-13 requires domestic issuers to file quarterly reports. Rule 13a-16 requires certain foreign private issuers to furnish quarterly and other material reports to the Commission under cover of Form 6-K if they make or are required to make the information public under the laws of the jurisdiction of their domicile or in which they are incorporated or organized; if they file or are required to file information with a stock exchange on which their securities are traded and the information was made public by the

exchange; or if they distribute or are required to distribute information to their security holders.

8. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 or 13a-16 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail, or by other means of verifiable delivery.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy
Secretary

Attachment

Appendix 1

**Chart of Delinquent Filings
Value Merchants, Inc., et al.**

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Value Merchants, Inc.					
	<i>10-K</i>	02/03/96	5/3/96	Not filed	159
	<i>10-Q</i>	04/27/96	6/11/96	Not filed	158
	<i>10-Q</i>	08/03/96	9/17/96	Not filed	155
	<i>10-Q</i>	11/02/96	12/17/96	Not filed	152
	<i>10-K</i>	02/01/97	5/2/97	Not filed	147
	<i>10-Q</i>	05/03/97	6/17/97	Not filed	146
	<i>10-Q</i>	08/02/97	9/16/97	Not filed	143
	<i>10-Q</i>	11/01/97	12/16/97	Not filed	140
	<i>10-K</i>	01/31/98	5/1/98	Not filed	135
	<i>10-Q</i>	05/02/98	6/16/98	Not filed	134
	<i>10-Q</i>	08/01/98	9/15/98	Not filed	131
	<i>10-Q</i>	10/31/98	12/15/98	Not filed	128
	<i>10-K</i>	01/30/99	4/30/99	Not filed	124
	<i>10-Q</i>	05/01/99	6/15/99	Not filed	122
	<i>10-Q</i>	07/31/99	9/14/99	Not filed	119
	<i>10-Q</i>	10/30/99	12/14/99	Not filed	116
	<i>10-K</i>	01/29/00	4/28/00	Not filed	112
	<i>10-Q</i>	04/29/00	6/13/00	Not filed	110
	<i>10-Q</i>	07/29/00	9/12/00	Not filed	107
	<i>10-Q</i>	10/28/00	12/12/00	Not filed	104
	<i>10-K</i>	02/03/01	5/4/01	Not filed	99
	<i>10-Q</i>	04/28/01	6/12/01	Not filed	98
	<i>10-Q</i>	07/28/01	9/11/01	Not filed	95
	<i>10-Q</i>	11/03/01	12/18/01	Not filed	92
	<i>10-K</i>	02/02/02	5/3/02	Not filed	87
	<i>10-Q</i>	04/27/02	6/11/02	Not filed	86
	<i>10-Q</i>	08/03/02	9/17/02	Not filed	83
	<i>10-Q</i>	11/02/02	12/17/02	Not filed	80
	<i>10-K</i>	02/01/03	5/2/03	Not filed	75
	<i>10-Q</i>	05/03/03	6/17/03	Not filed	74
	<i>10-Q</i>	08/02/03	9/16/03	Not filed	71
	<i>10-Q</i>	11/01/03	12/16/03	Not filed	68
	<i>10-K</i>	01/31/04	4/30/04	Not filed	64

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Value Merchants, Inc.					
	<i>10-Q</i>	05/01/04	6/15/04	Not filed	62
	<i>10-Q</i>	07/31/04	9/14/04	Not filed	59
	<i>10-Q</i>	10/30/04	12/14/04	Not filed	56
	<i>10-K</i>	01/29/05	4/29/05	Not filed	52
	<i>10-Q</i>	04/30/05	6/14/05	Not filed	50
	<i>10-Q</i>	07/30/05	9/13/05	Not filed	47
	<i>10-Q</i>	10/29/05	12/13/05	Not filed	44
	<i>10-K</i>	01/28/06	4/28/06	Not filed	40
	<i>10-Q</i>	04/29/06	6/13/06	Not filed	38
	<i>10-Q</i>	07/29/06	9/12/06	Not filed	35
	<i>10-Q</i>	10/28/06	12/12/06	Not filed	32
	<i>10-K</i>	02/03/07	5/4/07	Not filed	27
	<i>10-Q</i>	04/28/07	6/12/07	Not filed	26
	<i>10-Q</i>	07/28/07	9/11/07	Not filed	23
	<i>10-Q</i>	11/03/07	12/18/07	Not filed	20
	<i>10-K</i>	02/02/08	5/2/08	Not filed	15
	<i>10-Q</i>	05/03/08	6/17/08	Not filed	14
	<i>10-Q</i>	08/02/08	9/16/08	Not filed	11
	<i>10-Q</i>	11/03/08	12/18/08	Not filed	8
	<i>10-K</i>	01/31/09	3/17/09	Not filed	5
	<i>10-Q</i>	05/02/09	6/16/09	Not filed	2
Total Filings Delinquent	54				
Varner Technologies, Inc. (f/k/a Peppermill Capital Corp.)					
	<i>10-KSB</i>	12/31/01	04/01/02	Not filed	88
	<i>10-QSB</i>	03/31/02	05/15/02	Not filed	87
	<i>10-QSB</i>	06/30/02	08/14/02	Not filed	84
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	81
	<i>10-KSB</i>	12/31/02	03/31/03	Not filed	77
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	75
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	72
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	69
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	65
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	63
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	60

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Varner Technologies, Inc. (f/k/a Peppermill Capital Corp.)	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	57
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	53
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	51
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	48
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	45
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	41
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	39
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	36
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	33
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	28
	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	27
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	24
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	21
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	17
	<i>10-Q*</i>	03/31/08	05/15/08	Not filed	15
	<i>10-Q*</i>	06/30/08	08/14/08	Not filed	12
	<i>10-Q*</i>	09/30/08	11/14/08	Not filed	9
	<i>10-K*</i>	12/31/08	03/31/09	Not filed	5
	<i>10-Q*</i>	03/31/09	05/15/09	Not filed	3
	<i>10-Q*</i>	06/30/09	08/14/09	Not filed	0
Total Filings Delinquent	31				
Veronex Technologies, Inc.	<i>20-F</i>	02/28/00	08/28/00	Not filed	108
	<i>20-F</i>	02/28/01	8/28/01	Not filed	96
	<i>20-F</i>	02/28/02	8/28/02	Not filed	84
	<i>20-F</i>	02/28/03	8/28/03	Not filed	72
	<i>20-F</i>	02/28/04	8/30/04	Not filed	60
	<i>20-F</i>	02/28/05	8/29/05	Not filed	48
	<i>20-F</i>	02/28/06	8/28/06	Not filed	36

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Veronex Technologies, Inc.	<i>20-F</i>	02/28/07	8/28/07	Not filed	24
	<i>20-F</i>	02/28/08	8/28/08	Not filed	12
Total Filings Delinquent	9				
ViaGrafix Corp.					
	<i>10-QSB</i>	09/30/99	11/15/99	Not filed	117
	<i>10-KSB</i>	12/31/99	03/30/00	Not filed	113
	<i>10-QSB</i>	03/31/00	05/15/00	Not filed	111
	<i>10-QSB</i>	06/30/00	08/14/00	Not filed	108
	<i>10-QSB</i>	09/30/00	11/14/00	Not filed	105
	<i>10-KSB</i>	12/31/00	04/02/01	Not filed	100
	<i>10-QSB</i>	03/31/01	05/15/01	Not filed	99
	<i>10-QSB</i>	06/30/01	08/14/01	Not filed	96
	<i>10-QSB</i>	09/30/01	11/14/01	Not filed	93
	<i>10-KSB</i>	12/31/01	04/01/02	Not filed	88
	<i>10-QSB</i>	03/31/02	05/15/02	Not filed	87
	<i>10-QSB</i>	06/30/02	08/14/02	Not filed	84
	<i>10-QSB</i>	09/30/02	11/14/02	Not filed	81
	<i>10-KSB</i>	12/31/02	03/31/03	Not filed	77
	<i>10-QSB</i>	03/31/03	05/15/03	Not filed	75
	<i>10-QSB</i>	06/30/03	08/14/03	Not filed	72
	<i>10-QSB</i>	09/30/03	11/14/03	Not filed	69
	<i>10-KSB</i>	12/31/03	03/30/04	Not filed	65
	<i>10-QSB</i>	03/31/04	05/17/04	Not filed	63
	<i>10-QSB</i>	06/30/04	08/16/04	Not filed	60
	<i>10-QSB</i>	09/30/04	11/15/04	Not filed	57
	<i>10-KSB</i>	12/31/04	03/31/05	Not filed	53
	<i>10-QSB</i>	03/31/05	05/16/05	Not filed	51
	<i>10-QSB</i>	06/30/05	08/15/05	Not filed	48
	<i>10-QSB</i>	09/30/05	11/14/05	Not filed	45
	<i>10-KSB</i>	12/31/05	03/31/06	Not filed	41
	<i>10-QSB</i>	03/31/06	05/15/06	Not filed	39
	<i>10-QSB</i>	06/30/06	08/14/06	Not filed	36
	<i>10-QSB</i>	09/30/06	11/14/06	Not filed	33
	<i>10-KSB</i>	12/31/06	04/02/07	Not filed	28

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
ViaGrafix Corp.	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	27
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	24
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	21
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	17
	<i>10-Q*</i>	03/31/08	05/15/08	Not filed	15
	<i>10-Q*</i>	06/30/08	08/14/08	Not filed	12
	<i>10-Q*</i>	09/30/08	11/14/08	Not filed	9
	<i>10-K*</i>	12/31/08	03/31/09	Not filed	5
	<i>10-Q*</i>	03/31/09	05/15/09	Not filed	3
	<i>10-Q*</i>	06/30/09	08/14/09	Not filed	0

Total Filings Delinquent **40**

Viapay Limited (f/k/a Interface e.com, Inc.)

<i>10-QSB</i>	06/30/01	08/14/01	Not filed	96
<i>10-QSB</i>	09/30/01	11/14/01	Not filed	93
<i>10-KSB</i>	12/31/01	04/01/02	Not filed	88
<i>10-QSB</i>	03/31/02	05/15/02	Not filed	87
<i>10-QSB</i>	06/30/02	08/14/02	Not filed	84
<i>10-QSB</i>	09/30/02	11/14/02	Not filed	81
<i>10-KSB</i>	12/31/02	03/31/03	Not filed	77
<i>10-QSB</i>	03/31/03	05/15/03	Not filed	75
<i>10-QSB</i>	06/30/03	08/14/03	Not filed	72
<i>10-QSB</i>	09/30/03	11/14/03	Not filed	69
<i>10-KSB</i>	12/31/03	03/30/04	Not filed	65
<i>10-QSB</i>	03/31/04	05/17/04	Not filed	63
<i>10-QSB</i>	06/30/04	08/16/04	Not filed	60
<i>10-QSB</i>	09/30/04	11/15/04	Not filed	57
<i>10-KSB</i>	12/31/04	03/31/05	Not filed	53
<i>10-QSB</i>	03/31/05	05/16/05	Not filed	51
<i>10-QSB</i>	06/30/05	08/15/05	Not filed	48
<i>10-QSB</i>	09/30/05	11/14/05	Not filed	45
<i>10-KSB</i>	12/31/05	03/31/06	Not filed	41
<i>10-QSB</i>	03/31/06	05/15/06	Not filed	39
<i>10-QSB</i>	06/30/06	08/14/06	Not filed	36
<i>10-QSB</i>	09/30/06	11/14/06	Not filed	33
<i>10-KSB</i>	12/31/06	04/02/07	Not filed	28

Company Name	Form Type	Period Ended	Due Date	Date Received	Months Delinquent (rounded up)
Viapay Limited (f/k/a Interface e.com, Inc.)	<i>10-QSB</i>	03/31/07	05/15/07	Not filed	27
	<i>10-QSB</i>	06/30/07	08/14/07	Not filed	24
	<i>10-QSB</i>	09/30/07	11/14/07	Not filed	21
	<i>10-KSB</i>	12/31/07	03/31/08	Not filed	17
	<i>10-Q*</i>	03/31/08	05/15/08	Not filed	15
	<i>10-Q*</i>	06/30/08	08/14/08	Not filed	12
	<i>10-Q*</i>	09/30/08	11/14/08	Not filed	9
	<i>10-K*</i>	12/31/08	03/31/09	Not filed	5
	<i>10-Q*</i>	03/31/09	05/15/09	Not filed	3
	<i>10-Q*</i>	06/30/09	08/14/09	Not filed	0

Total Filings Delinquent **33**

* Regulation S-B and its accompanying forms, including Forms 10-QSB and 10-KSB, have been removed from the federal securities laws. See Release No. 34-56994 (Dec. 19, 2007). The removal took effect over a transition period that concluded on March 15, 2009. All reporting companies that previously filed their periodic reports on Forms 10-QSB and 10-KSB are now required to use Forms 10-Q and 10-K instead. Forms 10-QSB and 10-KSB will no longer be available, though issuers that meet the definition of a “smaller reporting company” (generally, a company that has less than \$75 million in public equity float as of the end of its most recently completed second fiscal quarter) have the option of using new, scaled disclosure requirements that Regulation S-K now includes.