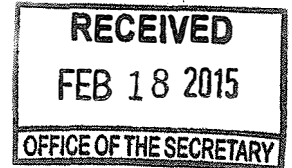


UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

ORIGINAL

ADMINISTRATIVE PROCEEDING
File No. 3-16358



In the Matter of

SPECTRUM CONCEPTS, LLC,
DONALD JAMES WORSWICK,
MICHAEL NICHOLAS GROSSO
and MICHAEL PATRICK BROWN

Respondents
_____ /

RESPONDENTS' ANSWER AND AFFIRMATIVE DEFENSES
AND MOTION FOR MORE DEFINITIVE STATEMENT

I

Respondents, SPECTRUM CONCEPTS, LLC ("SPECTRUM") and DONALD JAMES WORSWICK ("WORSWICK") (hereinafter collectively referred as "Respondents, by and through their undersigned counsel, and pursuant to Rule 220 of the Securities and Exchange Commission's Rules of Practice, 17 C.F.R. §201.220, hereby file their Answer to the allegations contained in the Securities and Exchange Commission's ("Commission") Order Instituting Administrative and Cease-And-Desist Proceedings ("Order") Pursuant to Section 8A of the Securities Act of 1933

("Securities Act") and Section 21c of the Securities Exchange Act of 1934 (Exchange Act") and state as follows:

II.A. SUMMARY

1. Respondents deny the allegations set forth in paragraph II.1 of the Commission's Order.

2. Respondents deny the allegations set forth in paragraph II.2 of the Commission's Order.

3. Respondents deny the allegations set forth in paragraph II.3.

4. Respondents deny the allegations set forth in paragraph II.4.

5. Respondents deny the allegations set forth in paragraph II.5.

6. Respondents deny the allegations set forth in paragraph II.6.

RESPONDENTS

7. Respondents admit that Spectrum was created in January of 2010 for promoting concerts but deny all other allegations in this paragraph.

8. Respondents admit that Worswick is 64 years of age and is the president and owner of Spectrum.

9. Respondents do not have sufficient information to admit or deny the allegations relating to Grosso.

10. Respondents do not have sufficient information to admit or deny the allegations relating to Brown.

BACKGROUND

11. Worswick admits that he formed Spectrum to look for ways to fund Spectrum's concert promotion business. Worswick denies the remainder of the allegations in this paragraph.

12. Respondents deny the allegations in paragraph 12.

THE OFFERING

13. Respondents deny the allegations in paragraph 13.

14. Respondents deny the allegations in paragraph 14.

15. Respondents deny the allegations in paragraph 15.

16. Respondents deny the allegations in paragraph 16.

17. Respondents deny the allegations in paragraph 17.

18. Respondents deny the allegations in paragraph 18.

19. Respondents deny the allegations in paragraph 19.

20. Respondents deny the allegations in paragraph 20.

21. Respondents deny the allegations in paragraph 21.

22. Respondents deny the allegations in paragraph 22.

23. Respondents deny the allegations in paragraph 23.

24. Respondents deny the allegations in paragraph 24.

25. Respondents deny the allegations in paragraph 25.

26. Respondents deny the allegations in paragraph 26.

27. Respondents deny the allegations in paragraph 27.

28. Respondents deny the allegations in paragraph 28.

29. Respondents deny the allegations in paragraph 29.

30. Respondents deny the allegations in paragraph 30.

31. Respondents deny the allegations in paragraph 31.

VIOLATIONS

32. Respondents deny the allegations in paragraph 32.

33. Respondents deny the allegations in paragraph 33.

III

A. Except as otherwise admitted through this Answer, Respondents specifically deny the Commission's allegations set forth in Section II of the Order and Respondents should be afforded an opportunity to establish defenses to such allegations.

B. The Respondents have not violated any provisions of the Securities Act or the Exchange Act and the public interest, therefore does not require a cease and desist order to be issued or any civil penalties to be assessed or disgorgement to be ordered.

AFFIRMATIVE DEFENSES

Respondents raise the following affirmative defenses in response to the allegations set forth in the Commission's Order:

AFFIRMATIVE DEFENSE I

LACK OF SCIENTER

34. Respondents did not act with scienter at any time when the investments were solicited by Grosso and Brown.

AFFIRMATIVE DEFENSE II

IN CONNECTION WITH PURCHASE OR SALE OF A SECURITY

35. Respondent Worswick did not solicit investors and therefore his conduct was not in connection with the purchase or sale of a security.

AFFIRMATIVE DEFENSE III

WORSWICK IS NOT SELLER

36. Respondent Worswick did not solicit investors and therefore was not a seller of a security and not in privity with any of the purchasers.

AFFIRMATIVE DEFENSE IV

SECTION 4(2) EXEMPTION

37. The securities offered and sold were exempt under the provisions of Section 4(2) of the Securities Act.

MOTION FOR MORE DEFINITE STATEMENT

38. Respondents move for a more definitive statement regarding the alleged violations of Section 17(a) of the Securities Act. There are three distinct subsections of Section 17(a) and each has different elements. The OIP fails to

