

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
FILE No. 3-21032

In the Matter of

The Registration Statement of

**ELECTROPREMIUM, 4006 W
Commonwealth Ave, Fullerton,
CA 92833.**

Respondent.

**DIVISION OF ENFORCEMENT'S PROPOSED
FINDINGS OF FACT AND CONCLUSIONS OF LAW**

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The Division of Enforcement (“Division”) respectfully submits these proposed findings of fact and conclusions of law in support of the Division’s request—under Section 8(d) of the Securities Act of 1933 (“Securities Act”)—for a stop order suspending the effectiveness of the August 18, 2022 Form S-1 registration statement (“Registration Statement”) of Respondent ELECTROPREMIUM (“Respondent” or “Electropremium”).

Based on the uncontested allegations in the Order Instituting Proceedings (“OIP”) and the exhibits and testimony presented at the September 21, 2022 hearing before ALJ Carol Fox Foelak, a stop order suspending the effectiveness of the Registration Statement is appropriate. A stop order should issue because (1) the Registration Statement contains material false and/or misleading statements and omissions regarding Respondent’s purported products, customers, and assets; (2) the Registration Statement omits certain additional material information required by applicable Securities and Exchange Commission (“Commission”) rules and regulations; and (3) Respondent has failed to, and cannot, meaningfully contest the Division’s evidence in this proceeding.

PROCEDURAL BACKGROUND

On September 6, 2022, pursuant to Section 8(d) of the Securities Act, the Commission instituted this proceeding by issuing an OIP. The OIP ordered that:

- (a) the hearing in this proceeding commence on September 21, 2022, at 10:00 a.m. “via remote means and/or in Hearing Room 1 at the Commission’s offices at 100 F Street N.E., Washington, DC 20549”;
- (b) “Respondent shall file an Answer to the allegations contained in this [OIP] within ten (10) days after service of this [OIP]”; and
- (c) “[i]f the Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against the

Respondent upon consideration of this [OIP], the allegations of which may be deemed to be true.”

(OIP at 2-3.) On September 6, 2022, the Division served the OIP on Respondent by email to its Chief Executive Officer (“CEO”), Khurram Afzal, using the email address provided in the Registration Statement, [REDACTED].¹ (Tannen Declaration, filed concurrently herewith (“Tannen Decl.”) ¶ 7.) On September 7, 2022, the Division also effected personal service on Respondent of the OIP by hand delivery to Mr. Afzal. (*Id.* ¶¶ 7-8; Division Service Declaration.²)

Respondent’s Answer was due no later than September 19, 2022. Respondent, however, did not file or transmit any Answer by then. Respondent also did not appear at the hearing, which was conducted via Webex, on September 21, 2022 (“September 21 Hearing”), of which it had been notified. (Tannen Decl. ¶¶ 6-7, 9-12, 16.)

At the September 21 Hearing, the Division presented four exhibits, which were admitted, and the testimony of two witnesses, Mary Beth Breslin of the Division of Corporation Finance and Ricky Tong of the Division. (Tr. at 8-9, 10-28, 30-34.³)

After the close of the September 21 Hearing, Mr. Afzal called the Division staff and claimed that he could not attend the September 21 Hearing via Webex for, among other reasons, because he apparently believed that the hearing was at 10:00 a.m. PDT, not

¹ Electropremium identifies Mr. Afzal as Respondent’s “CEO, president, director, controller, accountant, legal counsel,” “owner,” and agent for service of process. Ex. 1 at 5, 7. “Ex.” refers to Division Exhibits 1-4, entered at the September 21, 2022 hearing in this case. It appears that Mr. Afzal, who is not an attorney, is representing Electropremium in his capacity as an officer of that corporation. 17 C.F.R. § 201.102(b).

² “Division Service Declaration,” filed September 8, 2022, is the Division’s proof of personal service of the OIP and related documents on Respondent in this proceeding.

³ “Tr.” refers to the transcript of the September 21 Hearing. The transcript is attached as Exhibit 13 to the Tannen Declaration.

EDT. (Tannen Decl. ¶ 18.) Shortly thereafter, the Court issued an order setting the post-hearing briefing schedule, and stating that, “[i]f Respondent wishes to continue to participate in this proceeding, it should file an Answer to the OIP by September 28, 2022, and respond to the Division’s post-hearing filing by the date ordered – October 26.” (*Id.* ¶ 19.)

On September 26, 2022, September 28, 2022, and October 4, 2022, Mr. Afzal emailed two Answers and one “Answer and Motion to Dismiss.” (*Id.* ¶¶ 21-23, Exs. 16-18.)

ALLEGATIONS AND ARGUMENTS OF THE PARTIES

The OIP alleges that the Respondent’s Registration Statement contains material false and/or misleading statements and omissions. In addition, it fails to include additional material information (including audited financial statements) required by Regulation S-K and Form S-1. (OIP at 2.)

As to its Answers and “Answer and Motion to Dismiss,” the gist appears to be that Electropremium claims that the Commission has allegedly engaged in misconduct, including “illegal manipulation,” “hack[ing,]” and making “illegal and false claims” (Tannen Decl. ¶ 23, Ex. 18 at 1) and that Electropremium’s Registration Statement should have been declared effective because “Electropremium is not looking for investors” (*id.*).

PROPOSED FINDINGS OF FACT

I. Factual Background

A. Respondent

1. Respondent is a California corporation headquartered in Fullerton,

California. (OIP at 1; Ex. 1 at 1; Ex. B to Division Service Declaration.)

B. Respondent's Registration Statement⁴

2. On August 18, 2022, Respondent filed on the Commission's EDGAR system its Registration Statement. (OIP at 1; Exs. 1, 2; Tr. at 8-9, 14-15.)

3. According to the 7-page Registration Statement, "[K]hurrām [A]fzal is the ceo, president, director, controller, accountant, [and] legal counsel in the company," as well as the "owner" and "the service of process agent," "the only security holder and underwriter," and "the only employee in the company." (Ex. 1 at 5, 7; *see* Division Service Declaration).⁵ The Registration Statement states that Mr. Afzal is "an electrical engineer with background in computers." (Ex. 1 at 5.)

4. The Registration Statement claims that Respondent has three "line[s] of product": (1) "installation of solar cells on top of the used hybrid vehicles, which gives it higher mileage for better efficiency"; (2) "the manufacturing & design of wireless computer modems"; and (3) "the design & manufacturing of battery charger for hybrid vehicles for increased mileage." (Ex. 1 at 4-5; OIP at 1.)

5. As to the solar cells product line, the Registration Statement asserts that Respondent is seeking to register for "sale to the public" "125,000 shares" of "general (solar series) securities" at \$4 per share, for a "maximum aggregate offering price" of \$500,000. (Ex. 1 at 2.)

6. As to its alleged wireless computer modem product line, the Registration

⁴ All quotes from the Registration Statement or from Mr. Afzal's written communications he sent to the Commission are in original form.

⁵ In addition, Mr. Afzal provides a "LEGAL DISCRIMINATION DISCLAIMER," in which he provides that "[i]f anybody made a claim of any kind of discrimination for any reason whatsoever. They need to prove their claim of discrimination," and provides his family's and his racial background. (Ex. 1 at 2.)

Statement claims that “the number of shares are 600,000,000 filed under the regulation D of the SEC rules priced at one dollar a share.” Further, the Registration Statement added the following information relating to former President Trump regarding such shares:

This is worth mentioning that during and around October, 2017 a complaint was filed with the FEDERAL BUREAU OF INVESTIGATION stating that President Donald Trump was using a stolen copy of the 600,000,000 dollars security papers in order to build a wall by the United States & Mexico border which in turn caused the government shutdown. I khurram Afzal filed the complaint with the FBI stating, if President Donald Trump wants to use the copy of stolen papers, President has to buy the copy from me and I will sell it to him.

(*Id.* at 4.)

7. With respect to Respondent’s “battery charger” product, the Registration Statement claims that Electropremium is working with a unit of the U.S. Department of Defense, as follows:

a contract is in process with DEFENSE SUPPLY CENTER COLUMBUS. Defense Technical Information center (DTIC) did not officially agree to provide Electropremium with contract information. But Tim Mcleary in DTIC has told me at one time that there was contract information in their computer database.

(*Id.* at 5.)

8. According to the Registration Statement, “Company assets are \$600,000,000.00 plus \$500,000.00 totalling \$600,500,000.00,” which are “the only property [the] company owns.” (*Id.* at 6.)

9. The Registration Statement also claims that Electropremium “is not looking for investors” (*id.* at 3; *see also id.* at 5-6), but it explains that “[u]se of proceeds [from the offering to be registered] is to raise capital, job growth, other expenses, miscellaneous expenses and all other expenses” and that “[i]nterest is to progress the line of products mentioned above” (*id.* at 5) and makes reference to potential “investor[s]” in several other instances and how they may contact Mr. Afzal (*e.g., id.* at 4, 5).

10. The Registration Statement also claims that “[n]o financial statement is needed.” (*Id.* at 5.)

11. The Registration Statement, however, quotes Section 8(a) of the Securities Act concerning the effectiveness of a registration statement: “Except as hereinafter provided, the effective date of a registration statement shall be the twentieth day after the filing thereof or such earlier date as the Commission may determine . . .” (*Id.* at 3.)

C. The Division of Corporation Finance’s Pre-OIP Communications with Electropremium

12. On August 19, 2022, Mary Beth Breslin of the Commission’s Division of Corporation Finance (“CorpFin”) reviewed the Registration Statement. (Tr. at 14.) Ms. Breslin, an attorney, is the Office Chief of the Office of Real Estate & Construction in the Disclosure Review Program of CorpFin. (*Id.* at 10.)

13. During her review, Ms. Breslin observed that the Registration Statement “was missing a significant amount of information about the company,” including, among other things, “audited financial statements,” “results of operations disclosures,” “information about management,” and “an exhibit index.”⁶ (*Id.* at 16-17.) Ms. Breslin also noted that “it was missing a delaying amendment,” which “serves to stop the automatic effectiveness” of the filing of a registration statement and which most companies include to give CorpFin time to “make sure that the staff agrees that the requirements of the form are met and that investors have sufficient information . . . about

⁶ As Ms. Breslin also testified at the hearing, this was not the first time that Electropremium attempted to file an S-1 registration statement. *See* Tr. at 15 (“I noticed that when I looked at the company’s filing record when I was reviewing the current form S-1, that it had previously filed a form S-1 in 2018 that had been withdrawn in 2020.”); Ex. 2 (screenshot showing prior EDGAR filings by Electropremium).

the company and about the securities that it's offering.”⁷ (*Id.* at 17-19.)

14. Further, during her review on August 19, Ms. Breslin identified that the Registration Statement “contained some really unusual statements,” such as “a statement about Donald Trump having stolen some security papers,” and “conflicting information . . . that the company was not looking for investors, which is contradictory to the purpose of the form.” (*Id.* at 17-18.) In sum, “there were a lot of missing – a lot of key missing information and then a lot of really confusing or conflicting information in the filing.” (*Id.* at 18.)

15. That afternoon, after reviewing the Registration Statement, Ms. Breslin and a CorpFin colleague, Jeffrey Gabor, telephoned Respondent and spoke to Mr. Afzal, Respondent's CEO. (*Id.* at 20.) They informed Mr. Afzal that there were “significant deficiencies in the filing,” including a lack of audited financial statements, and that a delaying amendment “needed to be included” to “provide [Respondent] time” to “rectify” the deficiencies. (*Id.*) When asked, Mr. Afzal did not commit to filing a delaying amendment. (*Id.* at 21.)

16. Instead, Mr. Afzal called back CorpFin staff on August 22, 2022. When Ms. Breslin and Mr. Gabor returned his call that day, they encouraged Mr. Afzal to file a

⁷ Under Section 8(a) of the Securities Act—absent a delaying amendment, withdrawal of a registration statement, or Commission action—a Form S-1 registration statement will become effective automatically twenty days after its filing date. *See* 15 U.S.C. § 77h(a); Tr. at 18-19. Respondent filed its Registration Statement on August 18, 2022. Thus, the Registration Statement would have become effective automatically on September 6, 2022 at 5:30 PM EDT but for the Commission's institution of this proceeding earlier that day, which prevented the Registration Statement from becoming effective. *See Jones v. SEC*, 298 U.S. 1, 18 (1936) (“When proceedings were instituted by the commission and the registrant was notified and called upon to show cause why a stop order should not be issued, the practical effect was to suspend, pending the inquiry, all action of the registrant under his statement.”).

delaying amendment or, referring to “the language that was included in the S-1 that stated that Electropremium was not looking for investors,” to withdraw the Registration Statement. (*Id.*) They noted that a delaying amendment would provide sufficient time for Mr. Afzal to obtain audited financial statements for Respondent from an auditor registered with the Public Company Accountability Oversight Board. (*See id.* at 21-22.) Mr. Afzal did not commit to filing a delaying amendment. (*See id.* at 22.)

17. On August 26, 2022, CorpFin emailed Respondent a letter (“Serious Deficiency Letter”) reiterating that the Registration Statement contained “serious deficiencies” and again requesting that Respondent “withdraw your registration statement or we will likely recommend necessary action to prevent your filing from going automatically effective.” (Ex. 3; Tr. at 22-23.) CorpFin sent the letter to an email address [REDACTED] that Mr. Afzal provided in the Registration Statement, and which he used subsequently to correspond with CorpFin and the Division on numerous occasions. (Tr. at 23-24.) That same day, CorpFin referred the matter to the Division. (*Id.* at 24-25.)

D. The Division of Enforcement’s Pre-OIP Communications with Electropremium

18. On August 29, 2022, the Division emailed Respondent at [REDACTED] that it had “opened an investigation concerning the registration statement” Respondent had filed and “would like to ask [Mr. Afzal] some questions.” (Tannen Decl. ¶ 4, Ex. 5.) Mr. Afzal confirmed his availability by email, and Division staff spoke with Mr. Afzal that day. (*Id.*)

19. On September 6, 2022, Division staff again telephoned Mr. Afzal. Division staff, including the undersigned Division attorneys, told him that “the SEC was

intending to file a stop order,” that Division staff wanted “to confirm certain statement and facts that were disclosed” in the Registration Statement and that had been discussed on “a prior phone call between [the] SEC and Mr. Afzal,” and that he still “had the opportunity to file a withdrawal [or] a delaying amendment.” (Tr. at 31.)

20. During the September 6 call, Mr. Afzal confirmed that:

- Respondent “did not have any products” and “did not have any proprietary technology, designs, schematics, [or] copyrights.” (*id.* at 32);
- While he had a background in electrical engineering, Mr. Afzal “did not have any expertise specifically” on the products listed in the Registration Statement and he intended to hire employees to build them. (*id.*);
- He stated further that Respondent did not have any manufacturing equipment or capabilities, nor did it have contracts with customers. (*id.* at 32-33);
- He added that the \$600,500,000 in Respondent’s assets listed in the Registration Statement was “solely based on [the] valuation of unsold securities and that the company did not have any other assets” and had not previously sold securities. (*see id.* at 33); and
- He also stated that Respondent had no income and that he was serving as an Uber driver to support himself. (*Id.*)

21. On the call, Mr. Afzal stated that he would not withdraw the Registration Statement or file a delaying amendment. (*Id.* at 33-34.)

E. Institution of the OIP and Post-OIP Communications with Electropremium

22. Shortly after the call on September 6, 2022, the Commission instituted this proceeding by issuing the OIP against Respondent.

23. As discussed above, after the service of the OIP to Respondent (through Mr. Afzal), the Division notified Mr. Afzal of the September 21, 2022 Hearing, as well as the due date of Respondent’s Answer. (*See Tannen Decl.* ¶¶ 6, 7, 9-12, 16 (setting forth the Division’s efforts, including advising him of the date and time of the Webex hearing

and the due date for Respondent's Answer).)

24. Respondent did not file any Answer by September 19, 2022. (*Id.* ¶ 14.)

25. Instead, on September 19, 2022, on behalf of Respondent, Mr. Afzal filed a letter ("September 19 Letter") on EDGAR to CorpFin "request[ing] that the qualification date of the offering statement . . . be accelerated and that the offering statement be declared qualified on 21st Sep, 2022 11:00 a.m. ET, or as soon thereafter as is reasonably practicable." (Ex. 4; *see* Tannen Decl. ¶ 15.)

26. The next day, on September 20, 2022, Ms. Breslin of CorpFin noticed the letter. (Tr. at 26.) As Ms. Breslin explained, "it seems that he's [Mr. Afzal's] asking Corp. Fin. to accelerate the effective date, accelerate the 20-day period that would have otherwise caused this filing [the Registration Statement] to become effective automatically by operation of law." (*Id.* at 27.) She added: "He's asking Corp. Fin. to step in and accelerate the effective date to set the effective date of the registration statement on S-1 to be today [September 21, 2022], in about 20 minutes at 11 a.m." (*Id.* at 27-28.)

27. On September 21, 2022, the Court held the hearing in this proceeding, which the Division attended remotely (by Webex), but which Respondent did not attend. (*Id.* at 5-6.)

28. A few hours after the close of the September 21 Hearing, Mr. Afzal left voicemails for Division staff in which, among other things, he stated that the Division had "illegal[ly] . . . hack[ed]" into his cellphone to set up the Webex meeting. He acknowledged that he had seen the email invitation to the September 21 Hearing, but claimed that he did not know it had set up an event in his calendar. He further stated that

he had joined the Webex meeting—apparently shortly after 10:00 a.m. PDT, not EDT—but was the only person there. (Tannen Decl. ¶ 18.) Mr. Afzal then contacted OALJ by email, making similar comments as well as asserting that “the statement is already effective”—presumably in reference to his request in the September 19 Letter—“and I do not plan to file any delaying amendment.” (*Id.* ¶ 18, Ex. 14.)

29. On September 22, 2022, the Division sent Respondent a letter via email to Mr. Afzal explaining that the September 19 Letter “has no legal effect, and ELECTROPREMIUM’s registration statement is not effective and will not go into effect at least throughout the pendency of the above-referenced stop-order proceeding.” (*Id.* ¶ 20, Ex. 15.)

**F. Respondent’s “Answers” and
“Answer and Motion to Dismiss”**

30. On September 26, 2022, Mr. Afzal emailed the OALJ, stating that he had unsuccessfully tried to electronically file an answer, claiming that the Commission had engaged in “illegal manipulation,” and attaching “a copy of the ANSWER.” (*Id.* ¶ 21, Ex. 16.) Respondent’s Answer stated, among other things, that “[t]his case is filed to violate the section 8 of the securities act of 1933, by illegal and false claims of Electropremium having potential investors. 20 days to effectiveness of the registration statement are already over and SEC is in violation of the sec 8.” Respondent also claimed that “SEC hacked into my smartphone to set the calendar event for the hearing on September[]21, 2022 through WEBEX and WEBEX system did not work EITHER. I was at the hearing and then logged in . . . and there was nobody there, WEBEX system told me that I was the first one to attend the meeting at around 10:23 AM California time. . . . SEC logged me out of WEBEX, so SEC can claim the fact that I was not at the

hearing.” (*Id.* ¶ 21, Ex. 16 at 1.) The Answer requested that the Registration Statement be “qualified.” (*Id.* at 2) The Answer, however, did not address whether the Registration Statement was substantively misleading or deficient.

31. Respondent via Mr. Afzal emailed OALJ and the Division a substantially similar version of its Answer on September 28, 2022. (*Id.* ¶ 22, Ex. 17.)

32. On October 4, 2022, Mr. Afzal emailed a third version of Respondent’s Answer. In this revised version, re-styled as “Answer and Motion to Dismiss,” Respondent added the following new language:

No contact names or phone numbers were provided by the SEC, to prove the fact that Electropremium has potential investors. This case needs to be dismissed, because these are all false claims of Electropremium having potential investors. All other claims by the SEC are also false, because Electropremium is not looking for investors. They are also irrelevant. . . . If the question is why the s-1 filing was done, the reason is to acquisition the securities by the IRS under the Title 31 usca section 10a⁸. . . . Electropremium is not even looking for investors. That is in the s-1 prospectus. Since IRS put a lien on Electropremium, No CPA agreed to or even bothered to call me back to audit the financial statement. No private SEC attorney in the local area, ever called me back, so I could try to get an opinion of the counsel and signature for the s-1. Reason is unknown. I have tried contacting these private SEC attorneys more than once during last 4 years.

(*Id.* ¶ 23, Ex. 18.) The “Answer and Motion to Dismiss” again requested that the Registration Statement be “qualified,” but did not address whether the Registration Statement was substantively misleading or deficient. (*Id.* at 2.)

II. The Registration Statement Contains Materially False and/or Misleading Statements and Omits Material Information.

33. The Registration Statement states that Respondent has three product lines: (1) “[t]he installation of solar cells on top of the used hybrid vehicles,” (2) “the manufacturing & design of wireless computer modems,” and (3) “the design &

⁸ There appears to be no Section 10a of the Title 31 in the United States Code.

manufacturing of battery charger for hybrid vehicles.” (OIP at 1; Ex. 1 at 4-5.)

Respondent, however, admitted to Division staff that Respondent has not built any products and has no proprietary technology, designs, schematics, or copyrights and no equipment or manufacturing capabilities to build any products. (Tr. at 32.) Its sole employee, Mr. Afzal, who works full-time as an Uber driver, also has no expertise in the purported products and has no intention of building the products himself, but rather is intending at some unknown future time to hire employees to build or work on the products. (*Id.* at 32-33.) Therefore, Respondent’s statements concerning its products, as further discussed below, are materially false and/or misleading.

34. The Registration Statement also states that Respondent has “a contract in process with DEFENSE SUPPLY CENTER COLUMBUS.” (OIP at 2; Ex. 1 at 5.) But Respondent admitted to Division staff that it has no contracts with customers. (Tr. at 33.) Thus, the statement that Respondent has a contract with “DEFENSE SUPPLY CENTER COLUMBUS,” as further discussed below, is materially false and/or misleading.

35. The Registration Statement further states that Respondent has significant assets of “\$600,000,000.00 plus \$500,000.00 totalling \$600,500,000.00.” (OIP at 2; Ex. 1 at 6.) Respondent, however, based this statement solely on the value it ascribes to its own unsold securities, including those that Respondent seeks to register via the Registration Statement. (Tr. at 33.) Respondent engaged in no additional (or independent) analysis underlying its asset or valuation calculation and admitted to Division staff that Respondent has no other assets. (*Id.*) Therefore, this statement regarding Respondent’s assets, as further discussed below, is false and/or misleading.

36. In addition to the above-described materially false and/or misleading

statements and omissions, the Registration Statement lacks essential information required by Securities Act Regulations S-X and S-K and the Commission's Form S-1 registration statement instructions, including:

- (1) audited and interim financial statements (Form S-1 Item 11(e) and Regulation S-X Rule 8-02);
- (2) management's discussion and analysis (Form S-1 Item 11(h) and Regulation S-K Item 303);
- (3) description of securities (Form S-1 Item 9 and Regulation S-K Item 202);
- (4) description of the plan of distribution (Form S-1 Item 8 and Regulation S-K Item 508);
- (5) risk factors (Form S-1 Item 3 and Regulation S-K Item 105);
- (6) beneficial and management ownership information (Form S-1 Item 11(m) and Regulation S-K Item 403);
- (7) executive compensation information (Form S-1 Item 11(l) and Regulation S-K Item 402); and
- (8) exhibits required to be filed by Regulation S-K Item 601.

(OIP at 2; Ex. 1; 17 C.F.R. §§ 229.105, .202, .303, .402, .403, .508, and .601; 17 C.F.R. §§ 210.1-01 *et seq.*; Commission Form S-1 (available at: <https://www.sec.gov/files/forms-1.pdf>.)

PROPOSED CONCLUSIONS OF LAW

I. A Stop Order Is Appropriate Because the Registration Statement Contains Materially False and Misleading Statements and Omissions and Lacks Required Material Information.

37. Based on the OIP's uncontested allegations and the evidence (including Respondent's admissions) the Division presented at the September 21 Hearing, the Court finds that the Registration Statement contains materially false and/or misleading statements and omissions and omits material information required to be included therein.

Accordingly, a stop order is appropriate under Securities Act Section 8(d), and will be issued suspending the effectiveness of the Registration Statement.

38. A “Form S-1 Registration Statement” is “a document companies are required to file with the SEC before selling stocks in interstate commerce.” *In re Greenlane Holdings, Inc. Sec. Litig.*, 511 F.Supp.3d 1283, 1289 (S.D. Fla. 2021); *see* Tr. at 12 (testimony of Ms. Breslin that “[a] Form S-1 registration statement is an offering document that a company would use to . . . provide investors with information about the company and the securities to make offers of sales in a public offering”). The Commission requires “that companies disclose important financial information through the registration of securities” to “enable[] investors . . . to make informed judgment[s] about whether to purchase a company’s securities,” thus achieving the twin goals of the Securities Act of informing investors about a company’s securities that are being offered for public sale and “prohibit[ing] deceit, misrepresentations, and other fraud in the sale of securities.” *Davis v. Facebook, Inc.*, No. C18-4077-LTS, 2018 WL 6579170, at *3 (N.D. Iowa Dec. 13, 2018) (quoting U.S. Sec. & Exch. Comm’n, *Registration Under the Securities Act of 1933*, Investor.gov, <https://investor.gov/introduction-investing/investing-basics/glossary/registration-under-securities-act-1933>).

39. To help enforce these investor protections, Securities Act Section 8(d) permits the Commission—after due notice to the issuer and the opportunity for a hearing—to suspend the effectiveness of a registration statement containing materially false or misleading information or omissions:

If it appears to the Commission at any time that the registration statement includes any untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading, the Commission

may, after notice by personal service or the sending of confirmed telegraphic notice, and after opportunity for hearing (at a time fixed by the Commission) within fifteen days after such notice by personal service or the sending of such telegraphic notice, issue a stop order suspending the effectiveness of the registration statement.

15 U.S.C. § 77h(d).

40. “A material fact within the meaning of Securities Act Section 8(d) is one to which ‘there is a substantial likelihood that a reasonable investor would attach importance in determining whether to purchase the security.’” *In the Matter of the Registration Statement of Life Sci. Holdings Inc.*, Initial Decision Release No. 1412, 2022 WL 488514, at *5 (Feb. 11, 2022) (quoting 17 C.F.R. § 230.405).

41. “If an untrue material fact is included in a registration statement or a material fact is omitted, the registrant’s good faith or lack of scienter does not influence whether a stop order should issue.” *Id.*

42. Statements related to whether a company has a product to sell are material as a matter of law. *SEC v. StratoComm Corp.*, 2 F. Supp. 3d 240, 257 (N.D.N.Y. 2014) (“StratoComm’s statements falsely portrayed it as a . . . company that had progressed to the operational stage with a finished product and sales, when it had not. These misstatements are material because they relate to whether the company has a product to sell and a viable business model.”), *aff’d*, 652 Fed. Appx. 35 (2d Cir. 2016). Thus, if a company “never had a marketable product or a means to manufacture that product, and never had sales orders that would produce revenue, a reasonable investor would likely find this information material in making an investment decision.” *Latham v. Matthews*, 662 F. Supp. 2d 441, 461 (D.S.C. 2009).

43. As described above (at paragraphs 33-35), the Registration Statement

contains multiple materially untrue and/or misleading statements of fact regarding Respondent's business, including about its products and customers. Those statements suggest that Respondent's business is "operational . . . with a finished product and sales," when it is not. *StratoComm Corp.*, 2 F. Supp. 3d at 257. The Registration Statement also misleadingly omits to state that Respondent may never have any operational products or contracts with customers.

44. Moreover, "[a] reasonable investor would unquestionably find it important that [a company's] assets . . . and hence its financial condition[] were significantly overstated." *SEC v. Chester Holdings, Ltd.*, 41 F. Supp. 3d 505, 522 (D.N.J. 1999); see also *SEC v. Conversion Sols. Holding Corp.*, 1:06-CV-2568-CC, 2008 WL 11407217, at *5 (N.D. Ga. July 21, 2008) (holding that allegations related to "overstatement of assets" were sufficient to state material misstatement claim).

45. The Registration Statement is also materially misleading with respect to its statement of Respondent's assets. (*See supra* at paragraph 35.) By virtue of Respondent merely asserting, arbitrarily, an astronomically high value for its unissued securities without any explanation, quantitative analysis, or cautionary language concerning the source of the figure or the risk that such value will not be realized, a reasonable investor may be misled about Respondent's true financial condition—*i.e.*, that it has no business or assets.

46. In addition to its materially false and/or misleading statements, the Registration Statement omits information required to be stated therein under Securities Act Regulations S-K and S-X and Commission Form S-1's instructions and to which a reasonable investor would attach importance. As discussed above (at paragraph 36), such

missing material information includes: Respondent's audited financial statement, a description of Respondent's securities to be sold, risk factors associated with those securities, Respondent's plan of distribution, the number of shares held by Respondent's management, management's discussion and analysis, and information concerning executive compensation. (See OIP at 2; Ex. 1; 17 C.F.R. §§ 229.105, .202, .303, .402, .403, .508, and .601; 17 C.F.R. §§ 210.1-01 *et seq.*; Commission Form S-1 (available at: <https://www.sec.gov/files/forms-1.pdf>.)

47. Omission of material information can necessitate the issuance of a stop order. For example, “[t]he Commission has long recognized the materiality of an audited balance sheet in compliance with the registration requirements of the Securities Act.” *In the Matter of the Registration Statement of Apollo Publ’n Corp.*, Initial Decision Release No. 302, 2005 WL 3403962, at *4 (Dec. 7, 2005). Thus, “the lack of an audited balance sheet and income statement” can “necessitate[s] a stop order” under Section 8(d). *Id.*; see also *In the Matter of Military Robot Corp.*, Release No. 6640, 1986 WL 626342, at *2 (Apr. 15, 1986) (affirming issuance of order stopping effectiveness of registration statement, including because “[t]he financial statement contained in the registration statement is not audited, as required”).

II. Respondent’s “Answers” and “Answers and Motion to Dismiss” Do Not (and Cannot) Contest that the Registration Statement Contains Materially False and Misleading Statements and Omissions and Lacks Required Material Information.

48. Respondent’s “Answers” of September 26 and 28, 2022 and its “Answer and Motion to Dismiss” of October 4, 2022 do not, and cannot, alter the Court’s findings. Respondent failed to present either argument or evidence that the above-described material false statements and omissions are not false, misleading, or material. The

Answers, including the “Motion to Dismiss,” do not address whether the Registration Statement was substantively misleading or deficient. Indeed, as discussed above, Respondent cannot do so, as it (through Mr. Afzal) admitted to Division staff that the above-described statements were false and/or misleading.

49. Instead, Respondent makes several irrelevant and inflammatory arguments that do not contest the allegations in the OIP or the evidence the Division presented at the September 21 Hearing.

50. In its most recent iteration of the Answer, entitled, “Answer and Motion to Dismiss,” served nearly a week after the Court-ordered filing deadline, Respondent states that the Division has failed “to prove the fact that Electropremium has potential investors,” and suggests that its goal is not to sell shares to investors but rather “to acquisition the securities by the IRS.” (Tannen Declaration ¶ 23, Ex. 18.)

51. Respondent’s arguments are without merit. It is not the Division’s (or the Commission’s) burden to show whether Respondent has any potential investors. Moreover, whether Respondent’s goal is “not to sell shares to investors” at this time is of no moment—though, as Ms. Breslin explained above, contrary to the legitimate purpose of having a registration statement in the first place.

52. The purpose of an S-1 is “to make offers and sales of the company’s securities to the public.” (Tr. at 13.) Even if Respondent is not seeking to make offers and sales of its securities to the public now, it *could* later offer securities under the Registration Statement if the Registration Statement were permitted to go effective. Therefore, irrespective of a registrant’s plan or goal regarding when it may make any offers or sales of securities to the public, any registration statement must be free of

material false and/or misleading statements and omissions and must include all material information required by applicable Commission rules and regulations. The Registration Statement does not satisfy those requirements.

53. Moreover, to the extent that Respondent is suggesting that it does not intend to cause any mischief by making offers and sales of Respondent's securities to investors, Respondent's intention is, again, of no moment. "If an untrue material fact is included in a registration statement or a material fact is omitted, the registrant's good faith or lack of scienter does not influence whether a stop order should issue." *In the Matter of the Registration Statement of Life Sci. Holdings Inc.*, 2022 WL 488514, at *5.

54. Respondent also argues that the Division somehow engaged in misconduct. For example, Respondent claims that the Division prevented him from appearing at the September 21 Hearing by "Electronic manipulation." (*E.g.*, Tannen Declaration ¶ 23, Ex. 18.) Respondent's claim is without support. The evidence submitted by the Division shows that Respondent received notice of the date and time of the hearing on at least six separate occasions between the institution of the proceedings on September 6 and the September 21 Hearing—including three instances in which the specific time—and time zone—was referenced in bold text. (*See* Tannen Decl. ¶¶ 6-7, 9-12, 16.) And the evidence further shows that Mr. Afzal failed to ask any questions concerning the September 21 Hearing in advance despite having ample opportunity to do so. (*See id.*)

55. The Answer's other miscellaneous contentions, including that Respondent was unable to secure an auditor, again appear to be directed at Respondent's alleged good faith. As discussed above, the registrant's good faith or lack of scienter does not

influence whether a stop order should issue. Simply put, Respondent has failed to undermine the allegations in the OIP or rebut the evidence the Division presented at the September 21 Hearing.

56. Based on the foregoing, a stop order against Respondent is necessary and appropriate and will “serve the public interest and the protection of investors” because the Registration Statement: (1) contains untrue statements of material fact; (2) fails to disclose material facts required to make it not misleading; and (3) omits material information required by applicable Commission regulations. *See In the Matter of the Registration Statement of Life Sci. Holdings*, 2022 WL 488514, at *5.

57. Accordingly, the Court (1) finds that a stop order is appropriate under Securities Act Section 8(d) and is in the public interest; and (2) pursuant to Section 8(d), orders that the effectiveness of Respondent’s August 18, 2022 Registration Statement is hereby suspended.

Respectfully submitted,

Dated: October 12, 2022
New York, New York

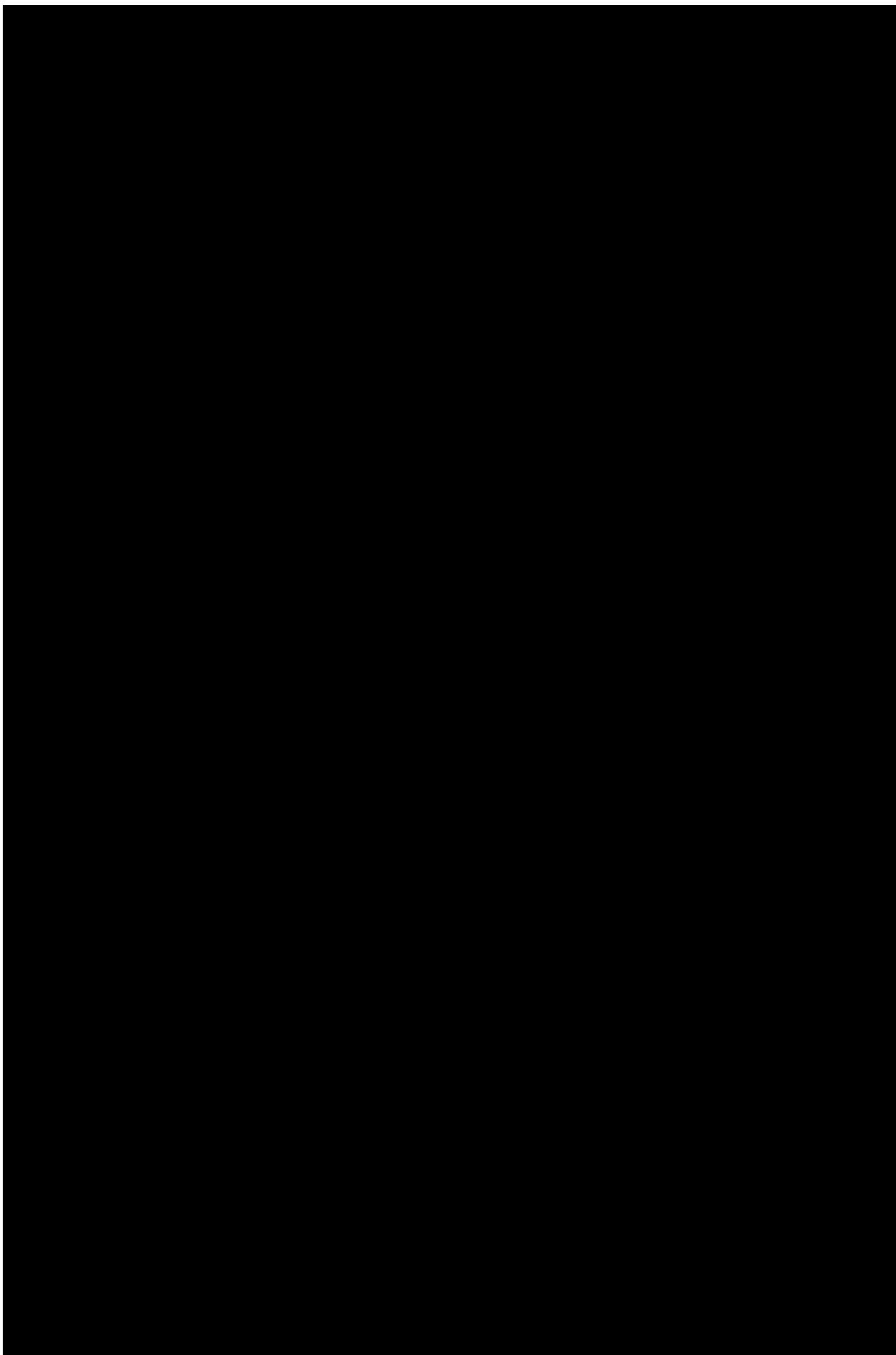
/s/ Richard Hong
Richard Hong
Joshua D. Tannen
Securities and Exchange Commission
New York Regional Office
100 Pearl St., Suite 20-100
New York, New York 10004-2616
(212) 336-0956 (Hong)
(212) 336-0548 (Tannen)
HongR@sec.gov
TannenJo@sec.gov
Counsel for the Division of Enforcement

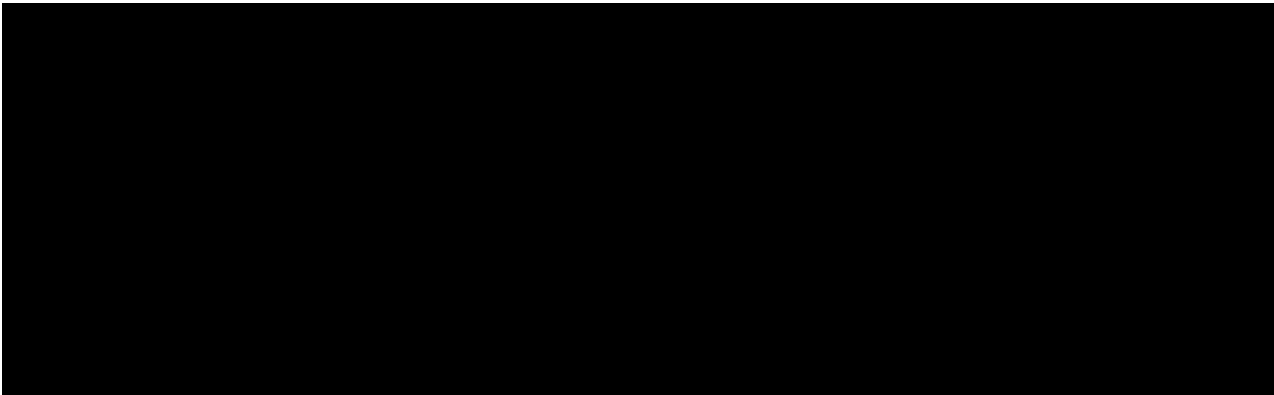
CERTIFICATE OF SERVICE

I, Richard Hong, hereby certify that, on October 12, 2022, I caused a copy of the foregoing Division of Enforcement's Proposed Findings of Fact and Conclusions of Law (and accompanying Tannen Declaration) to be sent (1) by email to Respondent CEO Khurram Afzal at [REDACTED]; and (2) by UPS delivery to Respondent at [REDACTED].

/s/ Richard Hong
Richard Hong
Senior Trial Counsel
Division of Enforcement

EXHIBIT 5





PRIVILEGED & CONFIDENTIAL: This email message (including any attachments) from the United States Securities and Exchange Commission is for the exclusive use of the intended recipient(s) and may contain confidential, non-public, and privileged information. If you are not the intended recipient, please do not read, distribute, or take action in reliance upon this message. If you have received this email in error, please notify the sender immediately by return email and promptly delete this message and its attachments from your computer system. The sender of this email does not intend to waive any privileges that may apply to the contents of this email or any attachments to it.

EXHIBIT 6

From: [Hong, Richard](#)
To: [REDACTED]
Cc: [Tannen, Joshua](#); [Paley, Michael D.](#)
Subject: In the Matter of the Registration Statement of ELECTROPREMIUM, AP File No. 3-21032
Date: Thursday, September 8, 2022 6:51:01 PM
Attachments: [Electropremium S-1 - EX. A.pdf](#)
[CA SOS Website - 2020.07.29 Electropremium Statement of Information - EX. B.pdf](#)
[CA SOS Website - 2017.10.16 Electropremium Articles of Incorporation of a General Stock Corporation - EX. B.pdf](#)
[CA SOS Website - 2017.10.27 Electropremium Statement of Information - EX. B.pdf](#)
[2022-101747 Signed Proof - EX. C.pdf](#)
[2022.09.08 Electropremium Letter - EX. D.pdf](#)
[AP notice of app.pdf](#)
[AP notice of app Tannen.pdf](#)
[declaration of service Electropremium FINAL.pdf](#)

Dear Mr. Afzal,

I am one of the SEC's Division of Enforcement lawyers for the referenced matter. Attached are the documents we filed earlier today with the SEC's Secretary's Office in connection with the referenced matter. (There are 9 documents attached.):

1. Division of Enforcement's Declaration of Service, with 6 exhibits - Exhibits A-D (there are 3 subparts to Ex. B); and
2. Notice of Appearance for Joshua D. Tannen; and
3. Notice of Appearance for Richard Hong.

Please contact us if you have any questions. Thank you, Richard Hong

EXHIBIT 7

From: [Tannen, Joshua](#)
To: [REDACTED]
Cc: [Hong, Richard](#); [Paley, Michael D.](#)
Subject: In the Matter of the Registration Statement of ELECTROPREMIUM, AP File No. 3-21032
Date: Wednesday, September 7, 2022 4:05:17 PM
Attachments: [2022.09.07 Order Designating Presiding Judge - AP File No. 3-21032.pdf](#)

Dear Mr. Afzal,

Please see the attached order issued today in the above-captioned proceeding.

Thank you,
Josh Tannen

Joshua D. Tannen

U.S. Securities and Exchange Commission | Division of Enforcement
100 Pearl St | New York, NY 10004
(212) 336-0548 | TannenJo@sec.gov

EXHIBIT 8

From: [Hong, Richard](#)
To: [Khurram Afzal](#)
Cc: [Paley, Michael D.](#); [Tannen, Joshua](#)
Subject: RE: ELECTROPREMIUM order issued today 3-21032
Date: Monday, September 12, 2022 7:05 50 PM
Attachments: [AP-6868 Prehearing Order.pdf](#)

Mr. Afzal – Please see the attached order from the Administrative Law Judge in the Matter of the Registration Statement of ELETROPREMIUM. You should have received a copy of the order from Ms. Kathy Moore Shields earlier today. For your convenience, I am sending you another copy of the order. I have also copied and pasted the order below.

Please note that, as the Division of Enforcement served you (on behalf of ELECTROPREMIUM) the Order Instituting Proceedings (OIP) on September 6, 2022, ELECTROPREMIUM’s Answer to the OIP is due on **September 16, 2022**. Please be advised that if ELECTROPREMIUM fails to timely file an Answer to the OIP, the Administrative Law Judge may enter a default.

As noted below and in the order, the hearing is scheduled for **10 am EDT on September 21, 2022** and will be held via remote means (via WebEx). We will send you the instructions for joining the WebEx meeting later this week. Please contact us if you have any questions.

Thank you, Richard Hong, Senior Trial Counsel, Division of Enforcement, U.S. Securities and Exchange Commission.

UNITED STATES OF
AMERICA

Before the

SECURITIES AND EXCHANGE
COMMISSION

Washington,
D.C.
20549

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6868/September 12, 2022

ADMINISTRATIVE PROCEEDING

File No. 3-21032

In the Matter of :

:

THE REGISTRATION STATEMENT OF : ORDER

ELECTROPREMIUM :

The Securities and Exchange Commission instituted this proceeding with an Order Instituting Proceedings (OIP) on September 6, 2022. The proceeding is a stop order proceeding, authorized pursuant to Section 8(d) of the Securities Act of 1933. The OIP ordered Electropremium to file an Answer within ten days after service of the OIP and ordered that a hearing on the allegations commence at 10:00 a.m. EDT on September 21, 2022, via remote means and/or at the Commission’s offices at 100 F Street, N.E., Washington, DC 20549. OIP at 2-3.

The hearing will be held remotely, via WebEx. The Division should circulate instructions for joining the WebEx meeting, including to Respondent at its email address, [REDACTED], as soon as possible and make arrangements for a court reporter. Any questions may be addressed to the Office of Administrative Law Judges at ALJ@sec.gov or 202-551-6030.

IT IS SO ORDERED.

/S/ Carol Fox Foelak

Carol Fox Foelak

OS Received 10/12/2022

Administrative Law Judge

From: Shields, Kathy Moore <ShieldsK@SEC.GOV>

Sent: Monday, September 12, 2022 4:38 PM

To: Hong, Richard <HongR@sec.gov>; Khurram Afzal [REDACTED]; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>

Cc: Thomas, Charvelle <thomasch@SEC.GOV>; Lindell, Joseph <lindellj@SEC.GOV>; Ristau, Benjamin <ristaub@SEC.GOV>

Subject: ELECTROPREMIUM order issued today 3-21032

Courtesy copy.

Thank you.

Kathy Shields

Office of Administrative Law Judges

From: Shields, Kathy Moore <ShieldsK@SEC.GOV>

Sent: Monday, September 12, 2022 4:38 PM

To: Hong, Richard <HongR@sec.gov>; Khurram Afzal [REDACTED]; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>

Cc: Thomas, Charvelle <thomasch@SEC.GOV>; Lindell, Joseph <lindellj@SEC.GOV>; Ristau, Benjamin <ristaub@SEC.GOV>

Subject: ELECTROPREMIUM order issued today 3-21032

<< File: AP-6868 Prehearing Order.pdf >>

Courtesy copy.

Thank you.

Kathy Shields

Office of Administrative Law Judges

OS Received 10/12/2022

EXHIBIT 9

From: [Tannen, Joshua](#)
To: [Foelak, Carol E.](#); [ALJ](#); [Lindell, Joseph](#); khurramafzal889@gmail.com; [Hong, Richard](#); [Paley, Michael D.](#); [Kisha Reid](#); [DRS - ETS Information](#)
Subject: In the Matter of the Registration Statement of ELECTROPREMIUM, Administrative Proceeding File No. 3-21032 - Hearing
Start: Wednesday, September 21, 2022 10:00:00 AM
End: Wednesday, September 21, 2022 5:00:00 PM
Location: Webex

-- Do not delete or change any of the following text. --

When it's time, join your Webex meeting here.

Join meeting <<https://secgov.webex.com/secgov/j.php?MTID=m93c098c233dc35c78fc7cb5397eaa9cb>>

More ways to join:

Join from the meeting link

<https://secgov.webex.com/secgov/j.php?MTID=m93c098c233dc35c78fc7cb5397eaa9cb> <<https://secgov.webex.com/secgov/j.php?MTID=m93c098c233dc35c78fc7cb5397eaa9cb>>

Join by meeting number

Meeting number (access code): 2764 767 7444

Meeting password: 8qWpVh2eq2W (87978423 from phones and video systems)

Tap to join from a mobile device (attendees only)

+1-929-251-9612,,27647677444#87978423# <tel:%2B1-929-251-9612,,*01*27647677444%2387978423%23*01*> USA Toll 2

+1-415-527-5035,,27647677444#87978423# <tel:%2B1-415-527-5035,,*01*27647677444%2387978423%23*01*> US Toll

Some mobile devices may ask attendees to enter a numeric meeting password.

Join by phone

+1-929-251-9612 USA Toll 2

+1-415-527-5035 US Toll

Global call-in numbers <<https://secgov.webex.com/secgov/globalcallin.php?MTID=m79f8aa1aeb34494a8a5bad10eda32bff>>

Join from a video system or application

Dial [27647677444@secgov.webex.com](tel:27647677444@secgov.webex.com) <[sip:27647677444@secgov.webex.com](tel:27647677444@secgov.webex.com)>

Join using Microsoft Lync or Microsoft Skype for Business

Dial [27647677444.secgov@lync.webex.com](tel:27647677444.secgov@lync.webex.com) <[sip:27647677444.secgov@lync.webex.com](tel:27647677444.secgov@lync.webex.com)>

If you are a host, click here <<https://secgov.webex.com/secgov/j.php?MTID=m9159f584e0f91ebd6cb82c89469203f7>> to view host information.

Need help? Go to <https://help.webex.com> <<https://help.webex.com>>

OS Received 10/12/2022

EXHIBIT 10

From: [Hong, Richard](#)
To: [Khurram Afzal](#)
Cc: [Paley, Michael D.](#); [Tannen, Joshua](#)
Subject: RE: ELECTROPREMIUM order issued today 3-21032
Date: Tuesday, September 13, 2022 10:04:35 AM

Mr. Afzal – For the remote hearing on September 21, 2022, my colleague, Joshua Tannen, sent you a WebEx invite to use for the hearing. The invitation contained the instructions to join a WebEx meeting.

Please contact us if you have any questions. Thank you. Richard Hong

From: Hong, Richard
Sent: Monday, September 12, 2022 7:06 PM
To: Khurram Afzal <[REDACTED]>
Cc: Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@sec.gov>
Subject: RE: ELECTROPREMIUM order issued today 3-21032

Mr. Afzal – Please see the attached order from the Administrative Law Judge in the Matter of the Registration Statement of ELETROPREMIUM. You should have received a copy of the order from Ms. Kathy Moore Shields earlier today. For your convenience, I am sending you another copy of the order. I have also copied and pasted the order below.

Please note that, as the Division of Enforcement served you (on behalf of ELECTROPREMIUM) the Order Instituting Proceedings (OIP) on September 6, 2022, ELECTROPREMIUM’s Answer to the OIP is due on **September 16, 2022**. Please be advised that if ELECTROPREMIUM fails to timely file an Answer to the OIP, the Administrative Law Judge may enter a default.

As noted below and in the order, the hearing is scheduled for **10 am EDT on September 21, 2022** and will be held via remote means (via WebEx). We will send you the instructions for joining the WebEx meeting later this week. Please contact us if you have any questions.

Thank you, Richard Hong, Senior Trial Counsel, Division of Enforcement, U.S. Securities and Exchange Commission.

UNITED STATES OF
AMERICA

Before the

SECURITIES AND EXCHANGE
COMMISSION

Washington,
D.C.
20549

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6868/September 12, 2022

ADMINISTRATIVE PROCEEDING

File No. 3-21032

In the Matter of :

:

THE REGISTRATION STATEMENT OF : ORDER

ELECTROPREMIUM :

OS Received 10/12/2022

The Securities and Exchange Commission instituted this proceeding with an Order Instituting Proceedings (OIP) on September 6, 2022. The proceeding is a stop order proceeding, authorized pursuant to Section 8(d) of the Securities Act of 1933. The OIP ordered Electropremium to file an Answer within ten days after service of the OIP and ordered that a hearing on the allegations commence at 10:00 a.m. EDT on September 21, 2022, via remote means and/or at the Commission's offices at 100 F Street, N.E., Washington, DC 20549. OIP at 2-3.

The hearing will be held remotely, via WebEx. The Division should circulate instructions for joining the WebEx meeting, including to Respondent at its email address, [REDACTED], as soon as possible and make arrangements for a court reporter. Any questions may be addressed to the Office of Administrative Law Judges at ALJ@sec.gov or 202-551-6030.

IT IS SO ORDERED.

/S/ Carol Fox Foelak

Carol Fox Foelak

Administrative Law Judge

From: Shields, Kathy Moore <ShieldsK@SEC.GOV>

Sent: Monday, September 12, 2022 4:38 PM

To: Hong, Richard <HongR@sec.gov>; Khurram Afzal [REDACTED]; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>

Cc: Thomas, Charvelle <thomasch@SEC.GOV>; Lindell, Joseph <lindellj@SEC.GOV>; Ristau, Benjamin <ristaub@SEC.GOV>

Subject: ELECTROPREMIUM order issued today 3-21032

<< File: AP-6868 Prehearing Order.pdf >>

Courtesy copy.

Thank you.

Kathy Shields

Office of Administrative Law Judges

From: Shields, Kathy Moore <ShieldsK@SEC.GOV>

Sent: Monday, September 12, 2022 4:38 PM

To: Hong, Richard <HongR@sec.gov>; Khurram Afzal [REDACTED]; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>

Cc: Thomas, Charvelle <thomasch@SEC.GOV>; Lindell, Joseph <lindellj@SEC.GOV>; Ristau, Benjamin <ristaub@SEC.GOV>

Subject: ELECTROPREMIUM order issued today 3-21032

<< File: AP-6868 Prehearing Order.pdf >>

Courtesy copy.

Thank you.

Kathy Shields

Office of Administrative Law Judges

EXHIBIT 11

From: [Hong, Richard](#)
To: [Lindell, Joseph](#); [Khurram Afzal](#); [Paley, Michael D.](#); [Tannen, Joshua](#)
Subject: RE: 3-21032 - ELECTROPREMIUM
Date: Thursday, September 15, 2022 10:50:15 AM

Hi Mr. Lindell - Thank you for your email. The Division of Enforcement does not plan to attend the September 21, 2022 hearing in person, but rather plans to participate remotely via WebEx. Joshua D. Tannen and I will represent the Division at the hearing. Thank you. Richard Hong, 212.336.0956.

From: Lindell, Joseph <lindellj@SEC.GOV>
Sent: Wednesday, September 14, 2022 3:14 PM
To: Hong, Richard <HongR@sec.gov>; Khurram Afzal [REDACTED]; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>
Subject: 3-21032 - ELECTROPREMIUM

I am an attorney assisting Judge Foelak in this proceeding. Although the hearing on September 21 will be held virtually, the Judge will be using a conference room at SEC Headquarters. The Judge wanted to inquire whether anyone is planning on attending the hearing in person. There is no expectation that anyone do so.

Sincerely,

Yosef Lindell
Attorney-Advisor, Office of Administrative Law Judges
(202) 551-7650
lindellj@sec.gov

EXHIBIT 12

From: [Hong, Richard](#)
To: [Khurram Afzal](#)
Cc: [Paley, Michael D.](#); [Tannen, Joshua](#)
Subject: RE: ELECTROPREMIUM order issued today 3-21032
Date: Monday, September 19, 2022 5:51:10 PM
Attachments: [SEC-SEC-E-0000040.pdf](#)
[SEC-SEC-E-0000042.pdf](#)

Mr. Afzal – As discussed below, in our September 12, 2022 email to you, we advised that ELECTROPREMIUM’s Answer to the Division of Enforcement’s Order Instituting Proceedings (OIP) was due on September 16, 2022. To date, we have not received a copy of the Answer to the OIP. If ELECTROPREMIUM did file an Answer to the OIP, would you kindly send us a copy via email as soon as possible? As we stated below, failure to timely file an Answer to the OIP may result in the Administrative Law Judge’s entry of a default.

Also, as discussed below, we are reminding ELECTROPREMIUM and you that there is a court-ordered hearing on September 21, 2022, 10 am EDT via WebEx. (The instructions on using WebEx were sent on September 13, 2022 at 9:50 AM EDT in a separate email invite.) Finally, please be advised that we are sending you two additional documents that the Division of Enforcement may use at the September 21, 2022 hearing.

Please contact us if you have any questions. Thank you. Richard Hong

From: Hong, Richard
Sent: Tuesday, September 13, 2022 10:05 AM
To: 'Khurram Afzal' <[REDACTED]>
Cc: Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@sec.gov>
Subject: RE: ELECTROPREMIUM order issued today 3-21032

Mr. Afzal – For the remote hearing on September 21, 2022, my colleague, Joshua Tannen, sent you a WebEx invite to use for the hearing. The invitation contained the instructions to join a WebEx meeting.

Please contact us if you have any questions. Thank you. Richard Hong

From: Hong, Richard
Sent: Monday, September 12, 2022 7:06 PM
To: Khurram Afzal <[REDACTED]>
Cc: Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@sec.gov>
Subject: RE: ELECTROPREMIUM order issued today 3-21032

Mr. Afzal – Please see the attached order from the Administrative Law Judge in the Matter of the Registration Statement of ELETROPREMIUM. You should have received a copy of the order from Ms. Kathy Moore Shields earlier today. For your convenience, I am sending you another copy of the order. I have also copied and pasted the order below.

Please note that, as the Division of Enforcement served you (on behalf of ELECTROPREMIUM) the Order Instituting Proceedings (OIP) on September 6, 2022, ELECTROPREMIUM’s Answer to the OIP is due on **September 16, 2022**. Please be advised that if ELECTROPREMIUM fails to timely file an Answer to the OIP, the Administrative Law Judge may enter a default.

As noted below and in the order, the hearing is scheduled for **10 am EDT on September 21, 2022** and will be held via remote means (via WebEx). We will send you the instructions for joining the WebEx meeting later this week. Please contact us if you have any questions.

Thank you, Richard Hong, Senior Trial Counsel, Division of Enforcement, U.S. Securities and Exchange Commission.

UNITED STATES OF
AMERICA

Before the
SECURITIES AND EXCHANGE
COMMISSION

Washington,
D.C.
20549

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6868/September 12, 2022

ADMINISTRATIVE PROCEEDING

File No. 3-21032

In the Matter of :

:

THE REGISTRATION STATEMENT OF : ORDER

ELECTROPREMIUM :

The Securities and Exchange Commission instituted this proceeding with an Order Instituting Proceedings (OIP) on September 6, 2022. The proceeding is a stop order proceeding, authorized pursuant to Section 8(d) of the Securities Act of 1933. The OIP ordered Electropremium to file an Answer within ten days after service of the OIP and ordered that a hearing on the allegations commence at 10:00 a.m. EDT on September 21, 2022, via remote means and/or at the Commission's offices at 100 F Street, N.E., Washington, DC 20549. OIP at 2-3.

The hearing will be held remotely, via WebEx. The Division should circulate instructions for joining the WebEx meeting, including to Respondent at its email address, [REDACTED], as soon as possible and make arrangements for a court reporter. Any questions may be addressed to the Office of Administrative Law Judges at ALJ@sec.gov or 202-551-6030.

IT IS SO ORDERED.

/S/ Carol Fox Foelak

Carol Fox Foelak

Administrative Law Judge

From: Shields, Kathy Moore <ShieldsK@SEC.GOV>

Sent: Monday, September 12, 2022 4:38 PM

To: Hong, Richard <HongR@sec.gov>; Khurram Afzal [REDACTED]; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>

Cc: Thomas, Charvelle <thomasch@SEC.GOV>; Lindell, Joseph <lindellj@SEC.GOV>; Ristau, Benjamin <ristaub@SEC.GOV>

Subject: ELECTROPREMIUM order issued today 3-21032

<< File: AP-6868 Prehearing Order.pdf >>

Courtesy copy.

Thank you.

Kathy Shields

Office of Administrative Law Judges

From: Shields, Kathy Moore <ShieldsK@SEC.GOV>

Sent: Monday, September 12, 2022 4:38 PM

To: Hong, Richard <HongR@sec.gov>; Khurram Afzal <Khurramafzal889@gmail.com>; Paley, Michael D. <PaleyM@SEC.GOV>; Tannen, Joshua <TannenJo@SEC.GOV>

Cc: Thomas, Charvelle <thomasch@SEC.GOV>; Lindell, Joseph <lindellj@SEC.GOV>; Ristau, Benjamin <ristaub@SEC.GOV>

Subject: ELECTROPREMIUM order issued today 3-21032

OS Received 10/12/2022

<< File: AP-6868 Prehearing Order.pdf >>

Courtesy copy.

Thank you.

Kathy Shields

Office of Administrative Law Judges

EXHIBIT 13

1 APPEARANCES:

2

3 On behalf of the Securities and Exchange Commission:

4 RICHARD HONG, ESQ.

5 JOSHUA TANNEN, ESQ.

6 MICHAEL PALEY, ESQ.

7 Securities and Exchange Commission

8 100 Pearl Street

9 New York, New York

10 (212)336-0956

11 hongr@sec.gov

12

13 On behalf of the Administrative Law Judges' Office:

14 JOSEPH LINDELL, ESQ.

15 ANTHONY BRUNO, ESQ.

16 100 F Street NE

17 Washington, D.C.

18 (202)551-7650

19 lindellj@sec.gov

20

21 On behalf of the Respondent:

22 (No appearance.)

23

24

25

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2

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3 WITNESS: DIRECT CROSS REDIRECT RECROSS

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1 PROCEEDINGS

2 JUDGE FOELAK: This is a hearing in the

3 matter of Electropremium and it is a stop order case and

4 being held at 10:00 a.m. on September 21st, as ordered

5 by the Commission remotely. And I am Judge Foelak and

6 sitting with me is Mr. Joseph Lindell from my office, an

7 attorney.

8 And may I have your appearances for the

9 record, please?

10 MR. HONG: Morning, Your Honor. For the

11 Division of Enforcement, Richard Hong and Joshua Tannen.

12 JUDGE FOELAK: Counsel, the Respondent does

13 not appear to be here. Have you heard from him in any

14 way?

15 MR. HONG: We have not heard from him

16 regarding the OIP since the date of the service which

17 was issuance of the order and service, which was

18 September 6th. I do not know who James Mansfield is.

19 So I don't know if there's counsel or anyone else for

20 the Respondent. We have, prior to the institution of

21 the OIP on September 6th, had a conversation directly

22 with Mr. Afzal who is the CEO of Electropremium, and we

23 understood that he does not have counsel and as I

24 mentioned, the Division has not had any conversation or

25 communication from him regarding the OIP since September

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1 6th.
2 JUDGE FOELAK: Is anyone on the call
3 representing the Respondent?
4 All right. Apparently not. Mr. Hong,
5 please proceed.
6 MR. HONG: Sure. I would just like to put
7 a couple of things on the record. First, that we
8 attempted to inform him -- we -- not attempted. We
9 advised Mr. Afzal, the CEO of Electropremium, repeatedly.
10 We informed him of this proceeding this past Monday. We
11 told him in his court order hearing. We told him that
12 no answer had been filed. We also reminded him of his
13 obligations last week and prior to that, we informed --
14 when we were serving the order, I think the last -- the
15 communicate -- we've had three communications in the
16 last three weeks to inform him of this hearing and of
17 his obligation to file an answer or someone on behalf of
18 Electropremium to do so. He has failed to do that. We
19 ask that default be entered and we will proceed to
20 present evidence to support our allegations in the OIP
21 today.
22 So, Your Honor, since this is in a default
23 situation, we'd like to present four exhibits and we'd
24 like to present two witnesses. We think the proceeding
25 will take less than an hour and if the court has any

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1 questions with respect to the exhibits or to the
2 witnesses, obviously, we are here to answer them and the
3 witnesses will be here to answer them. But we will do a
4 short examination of the witnesses as well.
5 Your Honor, at this time, the Division of
6 Enforcement would like to offer four exhibits and I will
7 identify each and I don't -- Your Honor, I don't know
8 how you'd like to do it virtually. We can flash it up
9 and show it to you and then we can submit it via e-mail
10 on it. But I will -- and we have actually prepared an
11 exhibit list and a witness list. I don't know if Your
12 Honor would like an e-mail or your clerk wants an e-mail
13 of this, but I will go over this and you can see this is
14 the exhibit list.
15 Mr. Tannen, can you share that to the judge
16 so that we can show the Division's exhibit list and the
17 witness list?
18 JUDGE FOELAK: Thank you, Mr. Hong. Your
19 plan is good. As has been done at previous cases,
20 present your witnesses and your -- and offer your
21 exhibits and very good.
22 MR. HONG: All right. We'll proceed in
23 that manner. We'll move as expeditious as we can. But
24 obviously, we would like some record so that we can
25 submit a proposed findings of that to conclusions of law

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1 at the conclusion of the hearing, judge.
2 JUDGE FOELAK: Yes. Yes.
3 MR. HONG: So -- all right. So let me just
4 go through four exhibits that we are going to have.
5 First exhibit is the August 18th, 2022 S-1
6 registration statement of Electropremium. Second exhibit
7 is EDGAR's screenshot of Electropremium's prior S-8
8 filings.
9 The third exhibit is August 26th, 2022
10 corporation finances serious deficiency letter to
11 Electropremium.
12 And the last exhibit is Electropremium's
13 letter to -- filed with the SEC's Division of
14 Corporation Finance dated September 19th, 2022.
15 Those are the four exhibits that we offer for this
16 hearing, Your Honor. And I note that all of them are
17 either things that the Respondent has filed or are of
18 matter of public record, Your Honor. I offer those four
19 exhibits.
20 (Division Exhibit Nos. 1 through 4 were
21 marked for identification.)
22 With that, we'd like to -- the Division
23 would like to call our first witness. And our first
24 witness will be Mary Beth Breslin. She is from the
25 SEC's Division of Corporation Finance and --

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1 JUDGE FOELAK: Okay. Mr. Hong, stop --
2 stop right there. I want to admit your exhibits as
3 numbered by you.
4 MR. HONG: Okay.
5 JUDGE FOELAK: Thank you.
6 (Division Exhibit Nos. 1 though 4 were
7 received in evidence.)
8 MR. HONG: Thank you. Division Exhibit 1
9 through 4, Your Honor. Thank you, Your Honor. So
10 having the exhibits being received, we would now, if you
11 can give us a moment, Your Honor, call Ms. Beth -- Mary
12 Beth Breslin and we will have her on the Webex so she
13 can give her testimony regarding this matter. Can you
14 -- I will mute myself momentarily.
15 Your Honor, Ms. -- Ms. Breslin will join us
16 momentarily via Webex.
17 Ms. Breslin, can you turn on your video
18 also?
19 MS. BRESLIN: Yes.
20 MR. HONG: Thank you. Yep. Can you hear,
21 Ms. -- Ms. Breslin?
22 JUDGE FOELAK: Ms. Breslin, can you raise
23 your -- I'm going to swear you in. Can you raise your
24 right hand? Do you solemnly swear that the testimony
25 you are about to give at this hearing shall be the

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1 truth, the whole truth, and nothing by the truth?
 2 MS. BRESLIN: Yes. I do.
 3 JUDGE FOELAK: Please proceed, Mr. Hong.
 4 MR. HONG: Thank you. Mr. Court reporter,
 5 you have been able to hear us so far. Right?
 6 THE REPORTER: Yes.
 7 MR. HONG: All right. Let's start the
 8 testimony.
 9 Whereupon,
 10 MARY BETH BRESLIN
 11 was called as a witness and, having been first duly
 12 sworn, was examined and testified as follows:
 13 DIRECT EXAMINATION BY COUNSEL FOR
 14 THE SECURITIES AND EXCHANGE COMMISSION
 15 BY MR. HONG:
 16 **Q Ms. Breslin, can you introduce yourself to**
 17 **the court?**
 18 A My name is Mary Beth Breslin. I'm an
 19 attorney in the Division of Corporation Finance. My
 20 current role is Office Chief of the Office of Real
 21 Estate & Construction in the Disclosure Review Program
 22 in Corp. Fin.
 23 **Q And how long have you practiced law?**
 24 A Twenty years next month.
 25 **Q And how long have you been with Corp. Fin.?**

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1 **I'll call Corporation Finance Corp. Fin. for short.**
 2 A All of my entire practicing career.
 3 **Q And how long have you been an Office Chief**
 4 **of the Disclosure Review Program at Corp. Fin.?**
 5 A Since January of 2021, so a little more
 6 than a year and a half.
 7 **Q And you've worked for Corp. Fin. for how**
 8 **long?**
 9 A For the total -- 20 years next month.
 10 **Q And what do you do as an Office Chief of**
 11 **the Disclosure Review Program of Real Estate &**
 12 **Construction section?**
 13 A I supervise a group of approximately 25
 14 accountants and attorneys who review companies'
 15 disclosure documents. We review the disclosure
 16 documents for compliance with the Federal Securities
 17 laws and to make sure investors have sufficient
 18 information to make informed investment decisions.
 19 **Q Are you familiar with the registration**
 20 **process in general as well?**
 21 A Yes. I am.
 22 **Q And can you please tell us what kind of**
 23 **disclosures you and your team review at Corp. Fin.?**
 24 A Our accountants review financial
 25 statements. The attorneys will review all the

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1 nonfinancial statement-related requirements of the
 2 forms, such as the company's description of its
 3 business. Together, we both look at the companies'
 4 management discussion and analysis which includes the
 5 result of operations. We review disclosures about the
 6 companies' management, about the security ownership in
 7 the company, and all of the requirements of Form S-1 or
 8 any other registration statement or periodic filings
 9 like annual reports on 10-K, periodic -- other periodic
 10 reports.
 11 **Q Thank you. Thank you, Ms. Breslin. You**
 12 **mentioned something called S-1 registration statement.**
 13 **Can you please tell us what that is?**
 14 A A Form S-1 registration statement is an
 15 offering document that a company would use to make a --
 16 to provide investors with information about the company
 17 and the securities to make offers of sales in a public
 18 offering under Section 5 of the 1933 Act.
 19 **Q Now as part of your duties, do you yourself**
 20 **review S-1 registration statements?**
 21 A Yes. I do.
 22 **Q And in your career, how many have you**
 23 **reviewed?**
 24 A Hundreds. At least hundreds.
 25 **Q At least hundreds, you said?**

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1 A Yes.
 2 **Q And do you need S-1 registration statement**
 3 **of -- for a company to issue securities?**
 4 A Not if the offering is exempt from -- like
 5 a private offering would be exempt from the registration
 6 requirements but for any public offering of securities,
 7 yes. That's correct. I would need to be registered on
 8 a registration statement.
 9 **Q And tell us again, what is the purpose of**
 10 **having an S-1 registration statement?**
 11 A It's to make offers and sales of the
 12 company's securities to the public.
 13 **Q And why does Corporation Finance -- why**
 14 **does the Division of Corporation Finance, and your team**
 15 **in particular, review S-1s before issuance?**
 16 A Well we look for compliance with the
 17 requirements of the form itself and with the Federal
 18 Securities laws, for the purpose of making sure
 19 investors have all of the necessary information,
 20 material and complete information to make an informed
 21 investment decision about purchasing the company's
 22 securities.
 23 **Q I want to turn your attention to a company**
 24 **called Electropremium. Are you familiar with a company**
 25 **named Electropremium?**

1 A Yes. I am. They are a California company
 2 based in Fullerton, California.
 3 **Q Did you have an opportunity to review the**
 4 **-- an -- an S-1 registration statement of Electropremium?**
 5 A Yes. I reviewed the form S-1 registration
 6 statement that was filed on August 18th, 2022.
 7 **Q And did you review it contemporaneously**
 8 **after the filing of the S-1 registration statement in**
 9 **the August of 2022?**
 10 A Yes. I reviewed it on August 19th, 2022.
 11 **Q The day after it was filed?**
 12 A That's correct.
 13 **Q All right. At this point I'd like to show**
 14 **the witness Exhibit 1 that's offer -- that's in**
 15 **evidence.**
 16 **Mr. Tannen, can you show Exhibit 1?**
 17 **Okay. Great. All right. Take a look at**
 18 **what's been mark -- what's in evidence, Exhibit --**
 19 **Division Exhibit 1. Can you take a look at that, Ms.**
 20 **Breslin?**
 21 A Yes. I can see it.
 22 **Q Have you seen this before?**
 23 A Yes. I have. This is the registration
 24 statement on form S-1 that I reviewed on August 19th,
 25 2022.

1 **Q Is this the registration statement -- S-1**
 2 **registration statement of Electropremium?**
 3 A Yes It is
 4 **Q And this was issued, as we mentioned, on**
 5 **August 18th, 2022?**
 6 A Yes That's the filing date
 7 **Q It -- was this the first time that**
 8 **Electropremium filed an S-1 registration statement?**
 9 A No I noticed that when I looked at the
 10 company's filing record when I was reviewing the current
 11 form S-1, that it had previously filed a form S-1 in
 12 2018 that had been withdrawn in 2020
 13 **Q Let's now show Exhibit 2 in evidence,**
 14 **Division Exhibit 2 in evidence. I'm showing you what**
 15 **appears to be a screenshot of an EDGAR of I guess what**
 16 **you would see in EDGAR if you were to get on EDGAR. Do**
 17 **you see that?**
 18 A Yes I do
 19 **Q Okay. Have you see this before?**
 20 A I have seen this before Yes
 21 **Q I should have asked you this before. Can**
 22 **you describe in your own words what we're seeing?**
 23 A We're seeing the history of the company's
 24 public filings with the Commission prior -- you know,
 25 going back to the very first filing, which I believe was

1 in 2018.
 2 **Q And you also -- and it's, I guess, the last**
 3 **filing that you see is what we're going to be talking**
 4 **about, the SEC's serious deficiency letter in late**
 5 **August of 2022. Correct?**
 6 A Yes.
 7 **Q I wanted to come back to the -- that -- the**
 8 **serious deficiency letter later, but let's focus on**
 9 **Exhibit 1, Division Exhibit 1, the S-1 registration**
 10 **statement that was filed on August 18th, 2022. Did you**
 11 **review that registration statement on August 19th, 2022?**
 12 A Yes. I did.
 13 **Q And can you tell us in your own words what**
 14 **you saw, what you observed, what jumped out at you?**
 15 A There were a number of things. The first
 16 was that it was only a few pages long, whereas these
 17 types of filings are normally at least 100 if not 200
 18 pages long or more. It was missing a significant amount
 19 of information about the company and about the
 20 securities. It was missing, and most importantly
 21 probably, the audited financial statements of the
 22 company. It was missing any wholesome description of
 23 the company's business. It was missing results of
 24 operations disclosure and other parts of the
 25 requirements of the management's discussion and analysis

1 item. It was missing information about management,
 2 about executive compensation, who this owner's -- the
 3 official ownership of the company were. It was missing
 4 an exhibit index which would have given me some comfort
 5 that the company intended to include the required
 6 exhibits with the filing, most importantly, the
 7 company's Certificate of Incorporation and a legal
 8 opinion that's focused to the validity of the shares
 9 being issued.
 10 I also noted it was missing a delaying
 11 amendment. It was also -- contained some really unusual
 12 statements. First it stated that the total assets were
 13 600 million dollars, which, again, there were no audited
 14 financial statements to support that. It also included
 15 some -- a statement about Donald Trump having stolen
 16 some security papers and using the -- those security
 17 papers somehow to build a border wall with Mexico, which
 18 led to the government shutdown. He also included an
 19 really out of place description of his ethnic
 20 background, the -- the CEO's ethnic background and that
 21 of his parents and characterized that as -- as a -- as
 22 some kind of a legal discrimination disclaimer which is
 23 completely superfluous, not a requirement of the form.
 24 And then we also noted or I also noted that the filing
 25 had some conflicting information in it, such as

1 information about what the company was offering in terms
2 of the securities trying to be sold, but then it also
3 included some statements, repeated a few times, that the
4 company was not looking for investors, which is
5 contradictory to the purpose of the form, which is, you
6 know, to register an offering of securities to the
7 public.

8 So there were a lot of missing -- a lot of
9 key missing information and then a lot of really
10 confusing or conflicting information in the filing.

11 **Q Thank you. You've said a mouthful. So I'm**
12 **going to follow up on a few things. First and foremost**
13 **is a delaying amendment. You mentioned that there was a**
14 **note delaying amendment. Would you explain to the court**
15 **what a delaying amendment, what the purpose of that is?**

16 A Sure. A delaying amendment is a legend
17 that serves to stop the automatic effectiveness of the
18 filing by operation of Section 8A of the 1933 Act. It's
19 a -- it has -- it's a legend with a specific legal
20 effect.

21 **Q And do most or all S-1 registration**
22 **statements have a delaying amendment of one form or**
23 **another?**

24 A Yes. We seek the inclusion of delay
25 amendments when they are not provided, but most

1 **flagged/outlined to the court and that you observed when**
2 **you reviewed the Electropremium's S-1 registration**
3 **statement, what did you do? Did you contact**
4 **Electropremium?**

5 A Yes. I contacted the CEO and sole officer
6 director of the company, Khurram Afzal, did that on the
7 afternoon of Friday, August 19th, 2022.

8 **Q And can you give us the substance of what**
9 **you said to -- or your -- did you go -- did you**
10 **participate on this call -- was it a telephone call?**

11 A It was a telephone call. I made the call
12 together with my colleague, Jeffrey Gabor, who's a
13 Branch Chief in my group. And together, we informed the
14 company. I mentioned that the delaying amendment was
15 missing, that it needed to be included. I cited that
16 there were significant deficiencies in the filing.
17 Stressed that the financial statements were not
18 included, that they were required to be audited.
19 Financial statements needed to be included and suggested
20 that by including a delaying amendment, this would
21 provide him time to locate an auditor who could audit
22 the financial statements and the amendment, both the
23 filing could be amended to include those financial
24 statements as well as rectify all of the other
25 deficiencies in the filing.

1 companies, almost all companies initially include it in
2 the filing. The purpose gives us time to review the
3 filing, to make sure that the staff agrees that the
4 requirements of the form are met and that investors have
5 sufficient information to make an informed investment
6 decision about the company and about the securities that
7 it's offering.

8 **Q Ms. Breslin, did you say that without a**
9 **delaying amendment a -- an S-1 registration statement**
10 **that may be deficient can automatically become effective**
11 **for a company to issue a stock? Did I hear that**
12 **correctly?**

13 A That is correct.

14 **Q So, in other words, Electropremium could**
15 **issue securities right away without a delaying**
16 **amendment, without giving the SEC Division of**
17 **Corporation Finance review the registration statement?**

18 A That's correct. Without the delaying
19 amendment legend, this filing would have become
20 effective automatically by operation of law 20 days
21 after the filing date in the form that it was in.

22 **Q And what date would that be?**

23 A That would have been, I think, the end of
24 the day of September 6th, 2022.

25 **Q Given the deficiencies that you**

1 **Q And when you told Mr. Afzal, the CEO of**
2 **Electropremium, all that, what did he say to you?**

3 A We -- I actually -- I asked if he would
4 file an amendment with a delaying amendment with the
5 delay legend in it and he did not commit to that. He
6 only stated that he would need to look into it further.

7 **Q So what happened next?**

8 A So on Monday, August 22nd, Mr. Afzal
9 called my colleague, left a voice mail. My colleague
10 forwarded that voice mail to me that suggested that he
11 still had some question about the effect of the delaying
12 legend. So my colleague and I called Mr. Afzal again
13 on the 22nd of August and had reiterated what we had
14 already spoken about on the Friday before, encouraged
15 him to file a delaying amendment, alternatively
16 suggested that a withdrawal of the S-1 would be
17 appropriate pointing to the language that was included
18 in the S-1 that stated that Electropremium was not
19 looking for investors. And then we stressed that that
20 would provide sufficient information -- or sufficient
21 time frame, excuse me, for him to locate an auditor who
22 was registered with the Public Company Accountability
23 Oversight Board, PCAOB, which is a requirement of the
24 form that the audited financial statements be audited by
25 an auditor who is registered with the PCAOB. We pointed

1 him to the website of the PCAOB, which would provide a
2 list of any auditor who was properly registered with
3 them. And we -- I also cited the section of the
4 Division of Corporation Finance financial reporting
5 manual, which went into more detail about the
6 requirements of an auditor that -- for purposes of
7 including the auditor's audit report in the S-1 filing
8 itself.

9 **Q And after you provided all of that, all**
10 **that guidance to Mr. Afzal, what was his response to**
11 **you on that call?**

12 A He did not commit to filing a delaying
13 legend. He only stated further that he would look into
14 it again.

15 **Q And when Mr. Afzal made no commitment on**
16 **doing anything with respect to the delaying amendment,**
17 **what did you do next?**

18 A We gave him a number of days to make any
19 filings. When he failed to do so on August 26th, we did
20 two things. First, we issued what we call at Corp.
21 Fin. a serious deficiency letter which reiterates what
22 we had told him on the phone; that we were going to
23 defer review until those serious deficiencies were
24 corrected in the filing and that also stated that Mr.
25 Afzal and the company should not rely on and should not

1 use that S-1 registration statement to make offers of
2 sales under Section 5 of the 1933 Act. We issued that
3 on August 26th to Mr. Afzal --

4 MR. HONG: And, Your Honor, at this point,
5 I would like to show the witness Division Exhibit 3
6 that's in evidence to share with the witness.

7 Ms. Breslin, do you see Division Exhibit 3
8 in evidence?

9 A Yes. I do.

10 **Q All right. Is the serious deficiency**
11 **letter that you were referring to?**

12 A Yes. It is.

13 **Q And this is dated August 26th, 2022. Was**
14 **that the date that you sent this out?**

15 A Yes. It is.

16 **Q And you mentioned that this letter was**
17 **e-mailed to Mr. Afzal. Was that -- did I hear that**
18 **correctly?**

19 A Yes.

20 **Q And what was the e-mail that you used to**
21 **communicate with Mr. Afzal?**

22 A It was [REDACTED]

23 **Q And is that the same e-mail address that he**
24 **showed -- he indicated in the August 2022 S-1**
25 **registration statement?**

1 A Yes. It is.

2 **Q And he corresponded back to you using this**
3 **e-mail. Am I right?**

4 A Yes.

5 **Q And so taking a look at Exhibit -- Division**
6 **Exhibit 3, after you sent out the serious deficiency**
7 **letter and the need -- I want to give you -- I want to**
8 **have you look at the second paragraph of Exhibit 3. The**
9 **letter says, I'll read it into the record:**

10 We will not perform a detailed examination
11 of the filing and we will not issue comments on the
12 filing at this time. Given the serious deficiencies and
13 omission of a delaying amendment, please withdraw your
14 registration statement or we will likely recommend
15 necessary action to prevent your filing from going
16 automatically effective.

17 **Did I read those two sentences correctly?**

18 A Yes.

19 **Q Did you hear any response back from Mr.**
20 **Afzal or Electropremium in response to the serious**
21 **deficiency letter?**

22 A No. We did not.

23 **Q And did there come a time also when this**
24 **matter was referred for consideration of an enforcement**
25 **action to the Division Enforcement so that the Division**

1 **of Enforcement may make an appropriate recommendation to**
2 **institute an OIP against Electropremium with the**
3 **Commission?**

4 A Yes That's correct That was the second
5 of the two actions that we took on August 26th, 2022,
6 after issuing this letter on the 26th

7 **Q Now, Ms. Breslin, did there come a time**
8 **after that referral to the Enforcement, did you learn**
9 **that the Commission, the Division brought an OIP against**
10 **Electropremium?**

11 A Yes I am familiar with the OIP that was
12 entered on September 6th, 2022

13 **Q And I want to ask you this. After**
14 **September -- after the institution of the OIP, did you**
15 **get the chance to look at the EDGAR filings again more**
16 **recently, to see if there'd been any kind of submissions**
17 **related to Electropremium's S-1 registration statement in**
18 **August of 2022?**

19 A Yes I have looked at the record and
20 yesterday, I saw that on the 19th of September, Mr
21 Afzal filed some additional correspondence relating to
22 this form S-1

23 MR HONG: Your Honor, at this point, I
24 would like to show Division Exhibit 4 in evidence May
25 I share this -- the exhibit with the witness?

1 Mr. Tannen?
 2 Ms. Breslin, do you see Division Exhibit 4
 3 in evidence?
 4 A Yes. I do.
 5 **Q Are you familiar with this document?**
 6 A Yes. I am.
 7 **Q Can you tell us what we're seeing here?**
 8 A This letter asks the Division of
 9 Corporation Finance to take action to permit the S-1
 10 registration statement to become effective so that sales
 11 could be made under the registration statement.
 12 **Q Before we go talk more about Division**
 13 **Exhibit 4, is this the letter that you were just**
 14 **referring to that you saw that was filed recently that**
 15 **was submitted to Corp. Fin.?**
 16 A Yes. This is the letter I noticed
 17 yesterday that had been submitted late in the day on the
 18 19th of September.
 19 **Q And if you turn to the first, the body of**
 20 **the letter, I'm going to read it into the record and I'm**
 21 **going to ask you a couple of questions on it. This is**
 22 **the letter from Electropremium dated September 19th,**
 23 **2022, to the Securities and Exchange Commission,**
 24 **Division of Corporation of Finance. And this relates to**
 25 **Electropremium's registration statements of August 18th,**

1 **2020, as well as the other prior filings.**
 2 **On behalf of the company -- this is the**
 3 **first paragraph. On behalf of the company, I**
 4 **respectfully request that the qualification date of the**
 5 **offering statement under file number 333-223250 and**
 6 **newly filed number 333-266967 for the same offering**
 7 **statement be accelerated and that the offering statement**
 8 **be declared qualified on 21st of September 2022, 11 a.m.**
 9 **Eastern Time or as soon thereafter as is reasonably**
 10 **practicable.**
 11 **Did I read that paragraph correctly?**
 12 A Yes.
 13 **Q May I ask you what this means requesting**
 14 **Corp. Fin. to accelerate the offering statement?**
 15 A Well, it appears to ask that the Division
 16 of Corporation Finance take action by accelerating the
 17 effective date of the registration statement. Some of
 18 the language that he's using refers to the regulatory
 19 scheme under Regulation A as opposed to a public
 20 registration statement on form S-1, but making the
 21 analogy, it seems that he's asking Corp. Fin. to
 22 accelerate the effective date, accelerate the 20-day
 23 period that would have otherwise had caused this filing
 24 to become effective automatically by operation of law.
 25 He's asking Corp. Fin. to step in and accelerate the

1 effective date to set the effective date of the
 2 registration statement on S-1 to be today, in about 20
 3 minutes at 11 a.m.
 4 **Q So he's asking Corp. Fin. to make it**
 5 **official before the end of this hearing.**
 6 A That's correct.
 7 **Q Did you have any further communications**
 8 **with Mr. Afzal or Electropremium regarding this letter,**
 9 **the date of --**
 10 A No.
 11 **Q -- September 19th, 2022?**
 12 A No. I have not.
 13 **Q And one final question. To your knowledge,**
 14 **as of today, as we're talking here at 10:38 in the**
 15 **morning on September 21st, 2022, did Electropremium or**
 16 **Mr. Afzal or anyone associated with Electropremium**
 17 **address or correct the serious deficiencies that were**
 18 **noted, that were explained to Mr. Afzal?**
 19 A No. He did not.
 20 MR. HONG: Your Honor, at this point, the
 21 Division does not have any further questions, but the
 22 witness is available for any questions you may have,
 23 Your Honor.
 24 JUDGE FOELAK: Thank you, Mr. Hong. I
 25 don't think I have any questions and since the

1 Respondent does not appear, there will not be any
 2 cross-examination and so thank you for your testimony
 3 and you may depart.
 4 MR. HONG: Thank you, Ms. Breslin.
 5 MS. BRESLIN: Thank you very much.
 6 MR. HONG: Thank you, Your Honor.
 7 So, Your Honor, at this point, we'll wait
 8 for Ms. Breslin to step down. At this point, we will
 9 present our second witness. My colleague, Joshua
 10 Tannen, will be doing the examination and the second
 11 witness is a fellow named Ricky Tong, the Division of
 12 Enforcement. We'll need a minute to get Mr. Tong on the
 13 line and Mr. Tannen will do the examination.
 14 JUDGE FOELAK: Thank you.
 15 MR. TANNEN: Good morning, Your Honor.
 16 This is Joshua Tannen for the Division of Enforcement at
 17 the SEC. It looks like Mr. Tong, the Division's next
 18 witness has joined the Webex session.
 19 Mr. Tong, can you please turn your camera
 20 on? Can you hear us?
 21 MR. TONG: Hi. Good morning. Yes, I can
 22 hear you.
 23 MR. TANNEN: Okay. May we proceed?
 24 JUDGE FOELAK: Well, I want Mr. Tong, to
 25 put you under oath. Please raise your right hand. Do

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1 you solemnly swear that the testimony you're about to
 2 give at this hearing shall be the truth, the whole
 3 truth, and nothing but the truth?
 4 MR. TONG: I do.
 5 Whereupon,
 6 RICKY TONG
 7 was called as a witness and, having been first duly
 8 sworn, was examined and testified as follows:
 9 JUDGE FOELAK: Thank you. Please proceed.
 10 DIRECT EXAMINATION BY COUNSEL FOR
 11 THE SECURITIES AND EXCHANGE COMMISSION
 12 BY MR. TANNEN:
 13 **Q Good morning, Mr. Tong. Would you please**
 14 **state your full name for the record, spelling your last**
 15 **name?**
 16 A Sure. It's Ricky Tong. Last name is spelt
 17 T-O-N-G.
 18 **Q How are you currently employed?**
 19 A I'm employed as a data analyst with the
 20 SEC.
 21 **Q How long have you held that position?**
 22 A Approximately seven years.
 23 **Q What do you do as a data analyst with the**
 24 **SEC?**
 25 A I primarily support the Enforcement

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1 Division at SEC and part of the duties include from time
 2 to time joining on phone calls with witnesses and other
 3 participants.
 4 **Q Did there come a time in which you**
 5 **participated in a telephone call with someone from a**
 6 **company called Electropremium?**
 7 A Yes. I was asked to participate in a call
 8 between the SEC and Mr. Khurram Afzal, the officer of the
 9 company.
 10 **Q I'm going to ask you some questions about**
 11 **what was said on that call. Can you tell us how that**
 12 **call began?**
 13 A Sure. On the call was Richard Hong with
 14 SEC, yourself, Josh Tannen, myself, and Mr. Afzal. Mr.
 15 Tannen informed Mr. Afzal that the nature of the call
 16 was that the SEC was intending to file a stop order and
 17 that Mr. Afzal had the opportunity to file a withdrawal
 18 for filing a delaying amendment. Mr. Tannen informed
 19 Mr. Afzal that the SEC was also calling to confirm
 20 certain statements and facts that were disclosed in the
 21 S-1, that registration statement that the company filed,
 22 and certain facts and statements from a prior phone call
 23 between SEC and Mr. Afzal, that prior phone call I am
 24 not part of.
 25 **Q Was Mr. Afzal asked any questions on this call?**

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1 A Yes. So Mr. Tannen mainly asked questions
 2 about topics in the statement that were disclosed in the
 3 copy S-1 registration statement included statements on
 4 company audits about the company's manufacturing, the
 5 company's income, and the company's assets.
 6 **Q What, if anything, did Mr. Afzal say about**
 7 **the company's products?**
 8 A Mr. Afzal stated that the company did not
 9 have any products, that the company did not have any
 10 proprietary technology, designs, schematics, copyrights.
 11 Mr. Afzal said that he did not have -- he had a
 12 background in electric engineering, but he did not have
 13 any expertise specifically on those products that were
 14 disclosed in the S-1 registration statement. He also
 15 stated that his intention was to hire the necessary
 16 employees to build those products through the proceeds
 17 of sale of securities.
 18 **Q You mentioned that Mr. Afzal was asked**
 19 **about the company's equipment. What, if anything, did**
 20 **he say about the company's equipment?**
 21 A Mr. Afzal stated that he did not have --
 22 the company did not have manufacturing equipment or
 23 manufacturing capabilities.
 24 **Q And you also mentioned that Mr. Afzal was**
 25 **asked about the company's income. What -- what did --**

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1 **what, if anything, did he say about the company's income?**
 2 A Mr. Afzal stated that the company did not
 3 have any income and that Mr. Afzal was currently
 4 supporting himself as an Uber driver and that that was
 5 his only source of income at the time
 6 **Q Did Mr. Afzal say anything on that call**
 7 **about contracts with customers?**
 8 A Mr. Afzal stated that the company did not
 9 have any contracts with any customers
 10 **Q You mentioned that Mr. Afzal was asked**
 11 **about the company's assets. What did Mr. Afzal say**
 12 **about the company's assets?**
 13 A Mr. Afzal stated that the assets that were
 14 disclosed in the company's S-1 registration statement,
 15 which was 600 million 500 thousand were solely based on
 16 valuation of unsold securities and that the company did
 17 not have any other assets and the company did not sell
 18 any securities at that time
 19 **Q So I'm sorry, just to be clear. You said**
 20 **that the company had not sold any securities. Is that right?**
 21 A That's right
 22 **Q Did Mr. Afzal say anything on this call**
 23 **about how he planned to respond to you?**
 24 A Sure. So the SEC again informed him that
 25 Mr. Afzal had the opportunity to either file a

1 withdrawal of the S-1 registration statement or file an
 2 delaying amendment and Mr. Afzal stated that he would
 3 decline to follow through with either of those options.
 4 MR. TANNEN: Thank you, Mr. Tong.
 5 At this time, the Division has no further
 6 questions for Mr. Tong. I believe he'd be happy to
 7 answer any questions from the court?
 8 JUDGE FOELAK: Thank you. I don't have any
 9 questions and since the Respondent has not appeared,
 10 there won't be any cross-examination, so thank you for
 11 your testimony and you may depart, Mr. Tong.
 12 MR. TONG: Thank you.
 13 MR. TANNEN: Thank you, Mr. Tong.
 14 MR. HONG: Your Honor, this is Richard Hong
 15 again for the Division of Enforcement. That is the
 16 conclusion of the evidentiary portion of this hearing.
 17 We -- we are happy to submit proposed findings of facts
 18 and conclusions of law, as well -- and also include
 19 these exhibits and if there are some additional
 20 documents that we need, we can also submit that as well.
 21 And we are the Court's pleasure.
 22 JUDGE FOELAK: Thank you, Mr. Hong. Of
 23 course, the exhibits that, you know, have already been
 24 admitted can be officially noted anywhere because they
 25 are part of public record and if you're going to be

1 JUDGE FOELAK: Okay. Okay. And that will
 2 be November something. Okay. Very good. I will also
 3 give -- I will give the Respondent an opportunity to
 4 file an opposition and also to file an answer to the OIP
 5 in about one week. Okay. Very good. Do you have
 6 anything more, Mr. Hong?
 7 MR. HONG: No, Your Honor. I think that as
 8 we mentioned, we have repeated -- it's in the record,
 9 we've already filed it, but we have given Mr. Afzal and
 10 Electropremium ample notice of this process, so, you
 11 know, that's the only additional thing I would like to
 12 add.
 13 JUDGE FOELAK: Okay. And also, there
 14 should be an -- you should file an exhibit list and
 15 Cathy Shields of our office will be in touch with you
 16 about that.
 17 MR. HONG: Sure. We'll be happy to file
 18 the exhibit list that we talked about earlier in the
 19 hearing. Thank you, Your Honor.
 20 JUDGE FOELAK: Okay. Very good. And with
 21 that, the record is closed and the hearing is closed and
 22 thank you, everyone.
 23 (Whereupon, at 10:53 a.m., the hearing
 24 was concluded.)
 25 * * * * *

1 referring to more public records, you can do that. Do
 2 you have a date that you would suggest for your proposed
 3 findings of facts and conclusions of law and motion for
 4 default and like that?
 5 MR. HONG: Your Honor, it is, in part,
 6 driven by how quickly we can get the transcript of this
 7 proceeding today. And we are hopeful that we can get it
 8 within a week, so we ask that in total, that we submit
 9 our papers in three weeks, Your Honor.
 10 JUDGE FOELAK: And that would be October what?
 11 MR. HONG: October 12th? One moment. Yes,
 12 Your Honor, October 12th.
 13 JUDGE FOELAK: Okay. And that is not the
 14 Columbus Day Holiday or anything?
 15 MR. TANNEN: Is it Columbus Day?
 16 JUDGE FOELAK: No, it would be a Wednesday.
 17 MR. HONG: Yeah. All right.
 18 JUDGE FOELAK: Okay.
 19 MR. HONG: It is not a holiday, Your Honor.
 20 JUDGE FOELAK: Okay. Very good. And so I
 21 will afford the Respondent two weeks for an opposition.
 22 And should an opposition be filed, then you should be
 23 able to file a reply. What date would you suggest for
 24 the reply?
 25 MR. HONG: We would ask for a week, Your Honor.

1 PROOFREADER'S CERTIFICATE
 2
 3 In the Matter of: THE REGISTRATION STATEMENT OF ELECTROPREMIUM
 4 ADMINISTRATIVE PROCEEDING - HEARING
 5 File No 3-21032
 6 Date: Wednesday, September 21, 2022
 7 Location: New York, New York
 8
 9 This is to certify that I, Christine Boyce,
 10 (the undersigned), do hereby certify that the foregoing
 11 transcript is a complete, true and accurate transcription
 12 of all matters contained on the recorded proceedings of the hearing
 13
 14
 15 _____
 16 (Proofreader's Name) 9-22-2022
 17
 18
 19
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 21
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 25

1 REPORTER'S CERTIFICATE

2

3 I, Michael Eric Leichter, reporter, hereby certify

4 that the foregoing transcript is a complete, true

5 and accurate transcript of the hearing indicated,

6 held on 9/21/22, at New York, New York in the matter of:

7 THE REGISTRATION STATEMENT OF ELECTROPREMIUM

8

9 I further certify that this proceeding was recorded

10 by me, and that the foregoing transcript has been

11 prepared under my direction

12 9-22-2022

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EXHIBIT 14

From: [Shields, Kathy Moore](#)
To: [Tannen, Joshua](#); [Hong, Richard](#); [Paley, Michael D.](#); [Khurram Afzal](#)
Subject: FW: ELECTROPREMIUM order issued today 3-21032
Date: Wednesday, September 21, 2022 1:58:33 PM

Received in OALJ.

From: Khurram Afzal [REDACTED]
Sent: Wednesday, September 21, 2022 1:43 PM
To: Shields, Kathy Moore <ShieldsK@SEC.GOV>
Subject: Re: ELECTROPREMIUM order issued today 3-21032

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I left a message for Joshua and Michael that SEC cannot set up my calendar events on my cellphone. That is illegal and hacking. Please tell SEC to not to do that. Moreover, I tried to join the meeting at 10:00am California time through 1-929-251-9612. I was able to join in finally. WebEx system said that I was the first attendee to join the meeting. I waited almost 5 minutes, nobody else came in. Moreover, to cut everything short the statement is already effective, and I do not plan to file any delaying amendment under the section code 473. Please make sure all 7 parties involved get this email. If you still have any questions. Please call me.
Thank you
Khurram Afzal
Electropremium
[REDACTED]

On Mon, Sep 12, 2022, 1:38 PM Shields, Kathy Moore <ShieldsK@sec.gov> wrote:

Courtesy copy.
Thank you.
Kathy Shields
Office of Administrative Law Judges

EXHIBIT 15



DIVISION OF
ENFORCEMENT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
100 PEARL STREET, SUITE 20-100
NEW YORK, NY 10004-2616

September 22, 2022

Via Email ([REDACTED])

Khurram Afzal, CEO
ELECTROPREMIUM
[REDACTED]

**Re: In the Matter of: the Registration Statement of
ELECTROPREMIUM, File No. 3-21032**

Dear Mr. Afzal:

We are in receipt of emails and voicemails that you recently sent to the Division of Enforcement, the Division of Corporation Finance, and the Office of the Administrative Law Judges (OALJ).

Please be advised that the correspondence that ELECTROPREMIUM filed on EDGAR on September 19, 2022 has no legal effect, and ELECTROPREMIUM's registration statement is not effective and will not go into effect at least throughout the pendency of the above-referenced stop-order proceeding.

Further, with respect to the stop-order proceeding, we ask that you review Administrative Law Judge Foelak's September 21, 2022 order, which was emailed to you by Kathy Moore Shields of OALJ on the same day.

Sincerely,

/s/ Richard Hong

Richard Hong

Joshua D. Tannen

HongR@sec.gov

TannenJo@sec.gov

Counsel for Division of Enforcement

OS Received 10/12/2022

EXHIBIT 16

From: [Khurram Afzal](#)
To: [Shields, Kathy Moore](#)
Cc: [ALJ; Tannen, Joshua; Paley, Michael D.](#)
Subject: Re: Order issued in ELECTROPREMIUM 3-21032
Date: Monday, September 26, 2022 9:55:54 PM
Attachments: [AP FILE NO 3-21032ANSWER.txt](#)

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

To,
kathy
please forward this extra copy of the answer to everybody.
I also need a fax no for the ALJ.
thank you
khurram afzal

On Mon, Sep 26, 2022 at 6:35 PM Khurram Afzal <[REDACTED]> wrote:

To,
Kathy Shields
I tried to upload an ANSWER into the eFAP system on Thursday, sep22, 2022 and then again today Monday, sep 26, 2022, and every time servers are down, and I can't upload an ANSWER eFAP. This is illegal manipulation by SEC, and this is a crime because intentional manipulation of government records is a crime. Moreover, I was at the hearing. I have attached a copy of the ANSWER.
Please forward this email to everyone and Judge Carol.
I will try to submit a paper copy.
Dated: september 26th , 2022.
thank you
khurram afzal
Electropremium
[REDACTED]

On Thu, Sep 22, 2022 at 7:53 AM Shields, Kathy Moore <ShieldsK@sec.gov> wrote:

Courtesy copy of order issued today.
Thank you.
Kathy Shields

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ADMINISTRATIVE PROCEEDINGS
SEPTEMBER 26, 2022
FILE NO 3-21032

IN THE MATTER OF)
THE REGISTRATION STATEMENT OF) ANSWER
ELECTROPREMIUM))

This case is filed to violate the section 8 of the securities act of 1933, by illegal and false claims of electropremium having potential investors. 20 days to effectiveness of the registration statement are already over and SEC is in violation of the sec 8. Instead of Notice of effectiveness SEC hacked into my smartphone to set the calendar event for the hearing on September 21, 2022 through WEBEX and WEBEX system did not work EITHER.

I was at the hearing and then logged in through phone no 1 929 251 9612. I was logged in, that did work, and there was nobody there, WEBEX system told me that I was the first one to attend the meeting at around 10:23 AM California time.

SEC has logged me out of WEBEX, so SEC can claim the fact that I was not at the hearing. This was an Electronic manipulation.

This is all illegal manipulation by the SEC to sabotage Electropremium. US Government and SEC, even IRS has been doing that for a long while.

Now, I got something else, SEC won't spell my name right.

Bottom line is this is all a crime of manipulating government records intentionally to sabotage Electropremium.

Jefferey Gabor was suppose to do his job and was suppose to qualify the registration statement under the Accession no: 0001723157-000010 and file a Notice of Effectiveness before than that

and instead of doing his job, he went to vacation, Mary Beth in his place never called me back either.

That is your file no 3-21032.

Please all of you do your job and qualify the registration statement. And that's all there is.

Signed by
Khurram Afzal
Electropremium

A black rectangular redaction box covering the signature area.

EXHIBIT 17

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ADMINISTRATIVE PROCEEDINGS
SEPTEMBER 28, 2022
FILE NO 3-21032

IN THE MATTER OF)
THE REGISTRATION STATEMENT OF) ANSWER
ELECTROPREMIUM)
)

This case is filed to violate the section 8 of the securities act of 1933, by illegal and false claims of electropremium having potential investors. 20 days to effectiveness of the registration statement are already over and SEC is in violation of the sec 8. Instead of Notice of effectiveness SEC hacked into my smartphone to set the calendar event for the hearing on September 21, 2022 through WEBEX and WEBEX system did not work EITHER.

I was at the hearing and then logged in through phone no 1 [REDACTED]. I was logged in, that did work, and there was nobody there, WEBEX system told me that I was the first one to attend the meeting at around 10:23 AM California time.

SEC has logged me out of WEBEX, so SEC can claim the fact that I was not at the hearing. This was an Electronic manipulation.

This is all illegal manipulation by the SEC to sabotage Electropremium. US Government and SEC, even IRS has been doing that for a long while.

Now, I got something else, SEC won't spell my name right.

Bottom line is this is all a crime of manipulating government records intentionally to sabotage Electropremium.

Jefferey Gabor was suppose to do his job and was suppose to qualify the registration statement under the Accession no: 0001723157-000010 and file a Notice of Effectiveness before than that and instead of doing his job, he went to vacation, Mary Beth in his place never called me back either.

EXHIBIT 18

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ADMINISTRATIVE PROCEEDINGS
OCTOBER 3RD, 2022
FILE NO 3-21032

IN THE MATTER OF)
THE REGISTRATION STATEMENT OF) ANSWER AND
ELECTROPREMIUM) MOTION TO DISMISS
)

This case is filed to violate the section 8 of the securities act of 1933, by illegal and false claims of electropremium having potential investors. 20 days to effectiveness of the registration statement are already over and SEC is in violation of the sec 8. Instead of Notice of effectiveness SEC hacked into my smartphone to set the calendar event for the hearing on September 21, 2022 through WEBEX and WEBEX system did not work EITHER.

I was at the hearing and then logged in through phone no 1 929 251 9612. I was logged in, that did work, and there was nobody there, WEBEX system told me that I was the first one to attend the meeting at around 10:23 AM California time.

SEC has logged me out of WEBEX, so SEC can claim the fact that I was not at the hearing. This was an Electronic manipulation.

No contact names or phone numbers were provided by the SEC, to prove the fact that Electropremium has potential investors. This case needs to be dismissed, because these are all false claims of Electropremium having potential investors.

All other claims by the SEC are also false, because Electropremium is not looking for investors. They are also irrelevant. This case needs to be dismissed. And registration statement s-1 needs to be qualified under the Accession no :0001723157-22-000010.

If the question is why the s-1 filing was done, the reason is to acquisition the securities by the IRS under the Title 31 usca section 10a.

