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**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WASHINGTON**

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION,**

Plaintiff,

v.

**DARYN P. FLEMING
and MATHEW C. BRUCE**

Defendants.

)
)
)
) **CIVIL ACTION**
) **FILE NO. CV-08-029-FVS**
)
) **COMPLAINT OF PLAINTIFF**
) **U.S. SECURITIES AND**
) **EXCHANGE COMMISSION**
)
) **DEMAND FOR JURY TRIAL**
)

COMPLAINT

Plaintiff, the United States Securities and Exchange Commission (“SEC”),
alleges as follows:

NATURE OF THE ACTION

1. This matter involves a fraud perpetrated by Daryn P. Fleming
 (“Fleming”) and Mathew Bruce (“Bruce”). As part of the fraud, Fleming, the

1 former Chief Executive Officer of International Broadcasting Corporation, now
2 known as Copper King Mining Corporation (“International Broadcasting”), issued
3 false International Broadcasting press releases about business operations. In
4 addition, Fleming and Bruce, an agent of International Broadcasting, made false
5 public statements about the press releases and the company’s business operations.
6 Finally, Fleming directed International Broadcasting to file a Form 10-QSB with
7 the SEC containing material misrepresentations about one of the false press
8 releases.

9 2. During the relevant period, International Broadcasting operated
10 principally in Spokane, Washington. On December 19, 2007, International
11 Broadcasting changed its name to Copper King Mining Ventures.

12 3. Through the activities alleged in this complaint, Defendants Fleming
13 and Bruce have, and unless enjoined, will continue to, directly and indirectly,
14 engage in transactions, acts, practices or courses of business which are violations of
15 Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15
16 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] promulgated thereunder.

17 4. The SEC brings this action pursuant to Sections 21(d) and (e) of the
18 Exchange Act [15 U.S.C. §§ 78u(d) and 78u(e)].
19

1 **JURISDICTION AND VENUE**

2 5. This Court has jurisdiction and venue pursuant to Section 27 of the
3 Exchange Act [15 U.S.C. § 78aa] and 28 U.S.C. § 1331.

4 6. The acts, practices and courses of business constituting the violations
5 alleged herein occurred within the jurisdiction of the United States District Court
6 for the Eastern District of Washington and elsewhere.

7 7. International Broadcasting Corporation is a publicly-held Nevada
8 corporation with its principal place of business in Spokane, Washington.
9 International Broadcasting is located and transacts business in the Eastern District
10 of Washington. During all relevant times, International Broadcasting stock traded
11 via the Over-the-Counter Bulletin Board.

12 8. International Broadcasting operates an internet radio network with
13 programming including “Stock Talk Live,” a microcap stock news talk show
14 broadcast live to the public. At all relevant times, all International Broadcasting
15 internet radio broadcasts were transmitted from its offices in Spokane, Washington,
16 and all press releases were issued from those same offices.

17 9. Defendants Fleming, and Bruce, directly or indirectly, have made, and
18 may continue to be making, of the means or instrumentalities of interstate
19 commerce, or of the mails, in connection with the transactions, acts, practices and

1 courses of business alleged herein, in the Eastern District of Washington.

2 10. Unless enjoined, Defendants Fleming and Bruce will continue to
3 engage in the acts, practices and courses of business set forth in this Complaint and
4 acts, practices and courses of business of similar purport and object.

5 **DEFENDANTS**

6 11. Defendant Daryn P. Fleming, age 43, is currently a resident of British
7 Colombia, Canada.

8 12. Fleming was the founder of International Broadcasting. From October
9 2000 until he resigned on June 30, 2006, Fleming was the Chief Executive Officer,
10 President, Director, and Chief Accounting Officer of the company.

11 13. Fleming was also the primary host of “Stock Talk Live” from October
12 2000 until June 30, 2006. Fleming now operates “Wall Street West,” a stock talk
13 show broadcast over internet radio.

14 14. Defendant Mathew C. Bruce, age 60, was an agent of International
15 Broadcasting during the period relevant to this Complaint. Bruce is currently a
16 resident of Bradenton, Florida.

17 **FACTS**

18 15. In early 2005, International Broadcasting was broadcasting its
19 programming over an internet radio stream and, via a satellite transmitter, to two

1 local radio station affiliates, WTMY AM 1280 (“WTMY”) and WWPR AM 1490
2 (“WWPR”) in Sarasota, Florida.

3 16. During September 2005, International Broadcasting stopped
4 broadcasting over its satellite transmitter due to budgetary issues. Once the
5 company’s satellite stopped broadcasting, International Broadcasting only
6 transmitted content through an internet radio stream available at the company’s web
7 site. Radio station affiliates such as WTMY and WWPR could no longer carry
8 International Broadcasting programming.

9 **The False October 28, 2005 Press Release**

10 17. On October 28, 2005, Defendant Fleming directed International
11 Broadcasting to issue a press release announcing that the company had acquired an
12 AM radio affiliate, WIBQ-AM 1220 in Sarasota, Florida (“WIBQ”) to carry the
13 company’s internet radio programming. This press release quoted WIBQ station
14 general manager Scott Jacobson expressing his enthusiasm for acquiring
15 International Broadcasting programming, particularly “Stock Talk Live.” This
16 press release also claimed that WTMY and WWPR were still International
17 Broadcasting affiliates.

18 18. Bruce provided Fleming with the information to be included in the
19 October 28, 2005 press release and participated in the drafting of that press release.

1 19. On the day of the October 28, 2005 press release, the price of
2 International Broadcasting stock rose approximately 50% in intraday trading. In
3 addition, the trading volume on October 28, 2005 was approximately double the
4 average daily average volume over the previous month.

5 20. The October 28, 2005 press release was false. WIBQ never played
6 International Broadcasting programming, no one at WIBQ ever had any
7 communications with anyone at International Broadcasting, and no one named
8 Scott Jacobson worked at WIBQ. Moreover, WTMY and WWPR were no longer
9 International Broadcasting affiliates.

10 21. Fleming and Bruce knew, or were reckless in not knowing, that the
11 October 28, 2005 press release was materially false.

12 22. Bruce knew, or was reckless in not knowing, that the information he
13 provided to Fleming, which was included in the October 28, 2005 press release,
14 was false. Bruce knew, or was reckless in not knowing, that Fleming would repeat
15 this information in a press release.

16 **The False November 10, 2005 Press Release**

17 23. On November 10, 2005, Defendant Fleming directed International
18 Broadcasting to issue another press release, announcing that the company had
19 reached an agreement with a 100,000 Watt FM radio affiliate, WTKS 104.1 FM in

1 Cocoa Beach, Florida (“WTKS”) to carry the company’s programming. The press
2 release quoted WTKS program director Katherine Brown expressing her
3 enthusiasm for acquiring International Broadcasting programming, particularly
4 “Stock Talk Live.” The press release claimed that this agreement increased
5 International Broadcasting’s affiliates to four, including WTMY, WWPR, WIBQ,
6 and WTKS.

7 24. Bruce provided Fleming with the information to be included in the
8 November 10, 2005 press release, and participated in the drafting of the press
9 release.

10 25. The November 10, 2005 press release was false. WTKS had never
11 agreed to carry International Broadcasting programming. Further, Katherine
12 Brown never made the statements attributed to her in the November 10 press
13 release.

14 26. On November 14, 2005, Fleming directed International Broadcasting
15 to issue a press release retracting the November 10, 2005 release “due to erroneous
16 content and fabricated quotes In fact, there have been no communications
17 between [WTKS] and [International Broadcasting].” In the wake of this disclosure,
18 the price of International Broadcasting stock fell nearly 30% in a single day.

19 27. Defendants Fleming and Bruce knew, or were reckless in not knowing,

1 that the November 10, 2005 press release was materially false.

2 28. Bruce knew, or was reckless in not knowing, that the information he
3 provided to Fleming, which was included in the November 10, 2005 press release,
4 was false. Bruce knew, or was reckless in not knowing, that Fleming would repeat
5 this information in a press release.

6 **November 14, 2005 Misrepresentations**

7 29. On November 14, 2005, Defendant Fleming made public statements
8 on a “Stock Talk Live” internet radio broadcast.

9 30. Bruce provided Fleming with information that Fleming repeated
10 during the November 14, 2005 internet radio broadcast.

11 31. During the November 14, 2005 internet radio broadcast, an
12 International Broadcasting investor called into the show and stated that he had been
13 told by Katherine Brown that the November 10, 2005 press release was false.
14 Defendant Fleming stated that the November 10, 2005 press release was not false,
15 and that the owners of the radio station mentioned in that press release had made a
16 mistake. Fleming stated that the miscommunication related to the fact that the
17 station was in the process of being sold.

18 32. When the investor asked Fleming whether any previous International
19 Broadcasting press releases were also mistakes, Fleming stated that there were no

1 other mistakes, reiterating that International Broadcasting had three affiliates.

2 33. The public statements made by Fleming on November 14, 2005,
3 including those facts supplied to him by Bruce, were false. The radio station
4 discussed in the November 10, 2005 press release was not being sold, and
5 International Broadcasting had no affiliates playing the company's programming.

6 34. Fleming knew, or was reckless in not knowing, that these statements
7 and other public statements he made on November 14, 2005 were false.

8 35. Bruce knew, or was reckless in not knowing, that the information he
9 provided to Fleming, which Fleming repeated during the November 14, 2005
10 broadcast, was false. Bruce knew, or was reckless in not knowing, that Fleming
11 would repeat this information to investors and the public.

12 **November 16, 2005 Misrepresentations**

13 36. On November 16, 2005, Defendant Fleming made public statements
14 on a "Stock Talk Live" internet radio broadcast, during which Bruce provided
15 Fleming with information that Fleming repeated.

16 37. During that internet radio broadcast, an International Broadcasting
17 investor called into the show and stated that he had called the radio stations
18 mentioned in the October 28, 2005 and November 10, 2005 press releases and was
19 told that the press releases were false.

1 38. In response, Fleming stated that the owner of the radio station
2 mentioned in the November 10, 2005 press release “forced” International
3 Broadcasting to issue the November 14, 2005 retraction “for legal reasons because
4 of a change in ownership.” Defendant Fleming defended the accuracy of the
5 October 28, 2005 press release. Fleming stated that International Broadcasting
6 would return to that station.

7 39. These public statements were false. There was never any potential
8 purchase of either radio station contemporaneous with the announcements, nor had
9 there been any change of ownership.

10 40. Defendant Fleming knew, or was reckless in not knowing, that these
11 statements were false.

12 41. Bruce knew, or was reckless in not knowing, that the information he
13 provided to Fleming, which Fleming repeated during the November 16, 2005
14 internet radio broadcast, was false. Bruce knew, or was reckless in not knowing,
15 that Fleming would repeat this information to investors and the public.

16 **November 28, 2005 Misrepresentations**

17 42. During a “Stock Talk Live” internet radio broadcast on November 28,
18 2005, Defendants Bruce and Fleming discussed the controversies over the October
19 28, 2005 and November 10, 2005 press releases.

1 43. During that broadcast, Bruce stated that International Broadcasting had
2 entered into an “affiliation” agreement with potential buyers of the radio station
3 mentioned in the November 10, 2005 press release. Because the potential purchase
4 of that station fell through, Bruce explained, this “affiliation” did as well. Bruce
5 further explained that the November 10, 2005 release was true, but that the owner
6 of the radio station forced International Broadcasting to release the November 14,
7 2005 retraction anyway. He also claimed that the radio station mentioned in the
8 October 28, 2005 press release was in fact playing International Broadcasting
9 programming around the time of that press release. Bruce also claimed that this
10 radio station was now interested in playing International Broadcasting on its
11 overnight block of programming.

12 44. In response to most of Defendant Bruce’s public statements made on
13 November 28, 2005, Defendant Fleming indicated his agreement, interjecting
14 “correct,” “that’s right,” or “yeah.” After Bruce finished speaking, Fleming stated:

15 There you go, ladies and gentlemen. That clears the air for what
16 happened, as I said, I would talk about, and there you have it. . . .

17 [T]hat's Matt Bruce, a man of honor and integrity in helping us get the
18 job done.

19 45. On the day of this broadcast, the price of International Broadcasting

1 stock closed approximately 60% higher than the previous day's close.

2 46. These public statements made by Bruce were false, as were the
3 affirmations and adoptions of those statements by Defendant Fleming. There was
4 never any potential sale of either radio station in question, nor did either ever agree
5 to or contemplate carrying International Broadcasting content.

6 47. When the SEC staff, in the course of investigative testimony, asked
7 Bruce why he made false public statements regarding International Broadcasting,
8 he responded: "I did what was called PR. It's done all the time in the radio
9 business."

10 48. Defendant Fleming knew, or was reckless in not knowing, that the
11 public statements he made or adopted on November 28, 2005 were false.

12 49. Defendant Bruce knew, or was reckless in not knowing, that the public
13 statements he made on November 28, 2005 were false.

14 **Misrepresentations in the Form 10-QSB Filed on January 13, 2006**

15 50. On January 13, 2006, International Broadcasting filed its Form 10-
16 QSB for the quarter ending September 30, 2005, signed and certified by Defendant
17 Fleming. Under Item 2, Management's Discussion and Analysis, the 10-QSB
18 stated:

19 On November 10, 2005, the Company announced that it had secured a

1 radio station affiliate to carry our programming. The announcement
2 was premature and was based upon a prospective sale of the radio
3 station, which did not happen. We were forced to put out a press
4 release retracting the radio station affiliate announcement by the
5 current owner of that station. However, the material events and quotes
6 in that press release were correct as announced.

7 51. These assertions were false. There was never any prospective sale of
8 the radio station, and the material events and quotes in the November 10, 2005
9 press release were false.

10 52. Defendant Fleming knew, or was reckless in not knowing, that the
11 assertions made in the company's Form 10-QSB for the quarter ending September
12 30, 2005 were false.

13 53. Between October 28, 2005 and January 13, 2006, Defendant Fleming
14 sold large quantities of International Broadcasting Stock.

15 **COUNT I**

16 **Violations of Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5**

17 54. Paragraphs 1 through 53 are re-alleged and incorporated by reference
18 as though fully set forth herein.

19 55. As more fully described in paragraphs 1 through 53 above, Defendants

1 Fleming and Bruce, in connection with the purchase and sale of securities, by the
2 use of the means and instrumentalities of interstate commerce and by the use of the
3 mails, directly and indirectly: used and employed devices, schemes and artifices to
4 defraud; made untrue statements of material fact and omitted to state material facts
5 necessary in order to make the statements made, in light of the circumstances under
6 which they were made, not misleading; and engaged in acts, practices and courses
7 of business which operated or would have operated as a fraud and deceit upon
8 purchasers and sellers and prospective purchasers and sellers of securities.

9 56. Defendants Fleming and Bruce knew, or were reckless in not knowing,
10 the facts and circumstances described in paragraphs 1 through 53 above.

11 57. By reason of the foregoing, Defendants Fleming and Bruce violated
12 Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder
13 [17 C.F.R. § 240.10b-5].

14 **COUNT II**

15 **Aiding and Abetting Violations of Section 10(b) of the Exchange Act**
16 **and Exchange Act Rule 10b-5**

17 58. Paragraphs 1 through 53 are re-alleged and incorporated by reference
18 as though fully set forth herein.

19 59. As more fully described in paragraphs 1 through 53 above, Defendant

1 Fleming, in connection with the purchase and sale of securities, by the use of the
2 means and instrumentalities of interstate commerce and by the use of the mails,
3 directly and indirectly: used and employed devices, schemes and artifices to
4 defraud; made untrue statements of material fact and omitted to state material facts
5 necessary in order to make the statements made, in light of the circumstances under
6 which they were made, not misleading; and engaged in acts, practices and courses
7 of business which operated or would have operated as a fraud and deceit upon
8 purchasers and sellers and prospective purchasers and sellers of securities.

9 60. Defendant Fleming knew, or was reckless in not knowing, the facts
10 and circumstances described in paragraphs 1 through 53 above.

11 61. By reason of the foregoing, Defendant Fleming violated Section 10(b)
12 of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. §
13 240.10b-5].

14 62. As a result of the conduct alleged in Paragraphs 1 through 53 above,
15 Defendant Bruce knowingly provided substantial assistance to Fleming in the
16 violations of Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)] and Rule 10b-5
17 thereunder [17 C.F.R. 240.10b-5] and thereby aided and abetted Fleming's
18 violations of these provisions of the federal securities laws.

1 **RELIEF REQUESTED**

2 **WHEREFORE**, the SEC respectfully requests that this Court:

3 **I.**

4 Find that Defendants Fleming and Bruce committed the violations charged
5 and alleged herein.

6 **II.**

7 Issue an Order of Permanent Injunction, in a form consistent with Rule 65(d)
8 of the Federal Rules of Civil Procedure, permanently restraining and enjoining
9 Defendants Fleming and Bruce, their officers, agents, servants, employees,
10 attorneys and those persons in active concert or participation with them who
11 receive actual notice of the Order, by personal service or otherwise, and each of
12 them from, directly or indirectly, engaging in the transactions, acts, practices or
13 courses of business described above, or in conduct of similar purport and object, as
14 principals or aiders and abettors, in violation of Section 10(b) of the Exchange Act
15 [15 U.S.C. § 78j] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder.

16 **III.**

17 Issue an Order requiring Defendant Fleming to disgorge the ill-gotten gains
18 that he received as a result of his wrongful conduct, including prejudgment interest.
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IV.

With regard to Defendants Fleming’s and Bruce’s violative acts, practices and courses of business set forth herein, issue an Order imposing upon Fleming and Bruce appropriate civil penalties pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

V.

Issue an Order pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] prohibiting Defendant Fleming permanently and unconditionally, from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

VI.

Retain jurisdiction of this action in accordance with the principals of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

VII.

Grant an Order for any other relief this Court deems appropriate.

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Respectfully submitted,

s/ Jonathan S. Polish
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