

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW MEXICO

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

Case No. 13-cv-00849

v.

PROJARIS MANAGEMENT, LLC, VICTORY  
PARTNERS FINANCIAL, JOE G. LAWLER,  
BRANDT A. LAWLER, MICHAEL S. LAWLER,  
RYAN G. LAWLER, TIMOTHY J. LAWLER, and  
PAMELA M. HASS

Defendants.

**COMPLAINT**

Plaintiff, the United States Securities and Exchange Commission, alleges as follows:

**I. SUMMARY**

1. From at least May 2008 through August 2012, Joe Lawler, Pamela Hass, and Joe Lawler's four sons, Brandt, Michael, Ryan, and Timothy Lawler, through Projaris Management, LLC ("Projaris") and Victory Partners Financial ("Victory", collectively with Projaris, the "Lawler Entities") perpetrated a fraud involving the fraudulent offer and sale of securities in unregistered transactions in a scheme that targeted retirement accounts and defrauded investors out of more than \$835,000.

2. The defendants offered and sold securities in a pooled investment which purportedly invested in metals, commodities, real estate, and a fund that, among other things, supposedly invested overseas (the “Trust”).

3. Approximately 23 individuals in at least four states invested approximately \$1.4 million in the Trust.

4. Instead of investing the funds as described, the defendants misappropriated over half of the investor funds, approximately \$835,000, using the investor money primarily to support themselves and their families and to continue to perpetrate the fraud by, among other things, making Ponzi payments. Other investor funds were used for undisclosed investments, entrusted to unqualified individuals, or simply lost.

5. As a result of the conduct alleged in this Complaint, defendants engaged in a scheme to defraud investors by, among other things, making numerous false and misleading statements, including false representations about the returns being earned on the investment, the safety of the investment, and the tax consequences of the investment; by using investor proceeds to make Ponzi-like payments to other investors; by providing fraudulent account statements to investors; and by misappropriating investor funds for their own use and other improper purposes.

## **II. VIOLATIONS**

6. As a result of the conduct described herein, defendants Projaris and Victory directly or indirectly engaged in transactions, acts, practices or courses of business that constitute violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)], Section 10(b) of the

Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]. Unless defendants Projaris and Victory are permanently restrained and enjoined, they will again engage in the transactions, acts, practices, and courses of business set forth in this Complaint, and in transactions, acts, practices, and courses of business of similar type and object.

7. As a result of the conduct described herein, defendant Joe Lawler directly or indirectly engaged in transactions, acts, practices or courses of business that constitute violations of Sections 5(a), 5(c), and 17(a) of the Securities Act, Sections 10(b) and 15(a) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78o(a)], and Rule 10b-5 thereunder. Unless defendant Joe Lawler is permanently restrained and enjoined, he will again engage in the transactions, acts, practices, and courses of business set forth in this Complaint, and in transactions, acts, practices, and courses of business of similar type and object.

8. As a result of the conduct described herein, defendants Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler directly or indirectly engaged in transactions, acts, practices or courses of business that constitute violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder. Unless defendants Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler are permanently restrained and enjoined, they will again engage in the transactions, acts, practices, and courses of business set forth in this Complaint, and in transactions, acts, practices, and courses of business of similar type and object.

9. In the alternative, as a result of the conduct described herein, defendants Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler aided and abetted

Victory, Projaris, and Joe Lawler's violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder. Unless defendants Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler are permanently restrained and enjoined, they will again aid and abet those violations.

10. As a result of the conduct described herein, defendant Pamela Hass directly or indirectly engaged in transactions, acts, practices or courses of business that constitute violations of Sections 5(a) and 5(c) of the Securities Act and Section 15(a) of the Exchange Act. Unless defendant Hass is permanently restrained and enjoined, she will again engage in the transactions, acts, practices, and courses of business set forth in this Complaint, and in transactions, acts, practices, and courses of business of similar type and object.

### **III. JURISDICTION AND VENUE**

11. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d), and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d), and 77v(a)] and Sections 21(d), 21(e), and 27 of the Exchange Act [15 U.S.C. §§ 78u(d), 78u(e), and 78aa]. The Defendants, directly or indirectly, made use of the means or instruments of transportation or communication in interstate commerce, the means and instrumentalities of interstate commerce, or of the mails, in connection with the acts, practices, and courses of business set forth in this Complaint.

12. Venue lies in this Court pursuant to Section 22(a) of the Securities Act and Section 27(a) of the Exchange Act. Certain of the acts, practices, transactions, and courses of business alleged in this Complaint occurred within the District of New Mexico. The principal place of business for Victory and Projaris is in Farmington, New

Mexico. Additionally, defendant Joe Lawler resides in New Mexico and Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler appear to have resided in New Mexico during various portions of the four year scheme.

#### IV. DEFENDANTS

13. **Projaris Management, LLC** is a Wyoming limited liability company, controlled by Joe Lawler, with its principal places of business in Farmington, New Mexico and Phoenix, Arizona. Projaris offers and sells securities in the Trust, advertised as the Metals, Commodities, & Investment Trust. Projaris has never registered an offering of securities under the Securities Act or a class of securities under the Exchange Act.

14. **Victory Partners Financial** is owned by Joe Lawler and its principal place of business is in Farmington, New Mexico. Joe Lawler owned and operated Victory prior to forming Projaris. Victory offered and sold investments in the same Trust as Projaris. Victory has never registered an offering of securities under the Securities Act or a class of securities under the Exchange Act.

15. **Joe G. Lawler** resides in Farmington, New Mexico. Joe Lawler's sole occupation since at least 2008 appears to be operating Projaris and Victory. As the operating manager of Projaris and Victory, Joe Lawler exercised control over the management and general operations, as well as the specific activities upon which the violations of Projaris and Victory are based. During the scheme, Joe Lawler was not registered as, or associated with, a broker-dealer.

16. **Brandt A. Lawler** is Joe Lawler's son and resides in Phoenix, Arizona. Brandt Lawler worked for Victory and is an officer of Projaris. Brandt Lawler

participated in the specific activities upon which the violations of Projaris and Victory are based.

17. **Michael S. Lawler** is Joe Lawler's son and resides in Farmington, New Mexico. Michael Lawler is the sole director of Projaris. As a director of Projaris, Michael Lawler participated in the specific activities upon which the violations of Projaris are based.

18. **Ryan G. Lawler** is Joe Lawler's son and resides in Farmington, New Mexico. Ryan Lawler was actively involved in Victory and was the custodian of Victory's sole bank account. Ryan Lawler participated in the specific activities upon which the violations of Victory are based.

19. **Timothy J. Lawler** is Joe Lawler's son and resides in Farmington, New Mexico. Timothy Lawler is an officer of Projaris. As an officer of Projaris, Timothy Lawler participated in the specific activities upon which the violations of Projaris are based.

20. **Pamela M. Hass** resides in Tomahawk, Wisconsin. Hass is the National Sales Director of Projaris. As the National Sales Director for Projaris, Hass participated in the specific activities upon which the violations of Projaris are based. During the scheme, Hass was not registered as, or associated with, a broker-dealer.

## V. FACTS

### A. **Joe Lawler Begins the Fraud With Victory Partners Financial**

21. Joe Lawler opened Victory around May 2008. Victory offered and sold securities in the form of investments in the Trust and the Trust in turn commingled the

investors' money and claimed to invest in metals, commodities, and a fund, which invested in, among other things, overseas investments.

22. From May 2008 through approximately May 2010, Joe Lawler through Victory raised approximately \$356,000 in investor funds for the Trust from approximately 13 investors in multiple states.

23. During Victory's entire existence, Joe Lawler controlled Victory and made all decisions regarding the company.

24. Brandt Lawler and Ryan Lawler also participated in operating Victory

25. Victory, Joe Lawler, Brandt Lawler, and Ryan Lawler advertised the Trust and solicited investors for the Trust, including, for example:

- a. solicitation of investors on Victory's website, which Brandt Lawler maintained;
- b. advertising through a radio station and a company called "National Marketing." Victory also gave Ryan Lawler a check for "advertising;" and
- c. a presentation made by Joe Lawler at a New Mexico church soliciting investors.

26. Victory ceased operating in May 2010 and transferred all remaining investment accounts to Projaris.

**B. Joe Lawler Continued the Fraud With Projaris Management, LLC**

27. Within a few months of closing Victory, Joe Lawler created Projaris. In September 2010, Projaris registered as a limited liability company with the state of Wyoming.

28. Projaris continued to offer and sell securities in the form of investments in the same Trust previously controlled by Victory, calling it a “Metals Commodities & Investment Trust.”

29. Projaris claimed that funds in the Trust were allocated by Projaris into metals, commodities, a real estate investment trust or “REIT,” and /or a fund that, among other things, invested overseas.

30. Joe Lawler was the operating manager of Projaris and controlled Projaris.

31. The limited liability paperwork filed with the state of Wyoming lists Brandt Lawler and Timothy Lawler as officers of Projaris and Michael Lawler as the director of Projaris. Pamela Hass was the National Sales Director for Projaris.

32. While Projaris accepted various forms of investment into the Trust, it specifically targeted investments from retirement accounts. For example:

- a. the offering appeared on the Projaris website in a section titled: “IRA / 401K Rollover;”
- b. the website warned potential investors that the U.S. government was moving forward with the nationalization of retirement accounts, which would force citizens to “convert their 401(k)s and IRAs into government-directed retirement accounts and divest them into annuities, or likely into U.S. T-Bonds, which are in the biggest overvalued bubble the world has ever seen;”
- c. investors were told that Projaris offered “a safe haven for retirement accounts;”



- d. as a result, over \$700,000 of the \$1.4 million invested in the Trust consisted of qualified retirement funds.

33. Projaris and Joe Lawler solicited, offered, and sold investments in the Trust to investors in multiple states using the mails, telephone, and internet and received money in each transaction in which investors bought the securities of the Trust.

34. Joe Lawler also held a series of weekly conference calls with individuals interested in investing and “getting paid” for soliciting other individuals to invest with Projaris. Joe Lawler provided advertisements regarding investing with Projaris for these individuals to distribute via email.

35. Projaris and Joe Lawler also sent emails to potential investors with incentives to invest in the Trust. For instance, a September 12, 2010 email from Joe Lawler provides: “Through the remainder of September you can transfer funds from your IRA / 401k and receive up to a 25% immediate bonus in the form of credit backed by gold, silver and platinum.”

### **C. The Investing Process of the Lawler Entities**

36. Joe Lawler consulted with each prospective investor in Victory and Projaris prior to accepting any investment in order to determine their investment objectives and risk tolerance.

37. In connection with their investment, every investor signed an investment contract with Victory and/or Projaris.

38. According to the Projaris investment contract, Projaris was responsible for the allocation of investor funds within the Trust and responsible for changing the allocation as the market required.

39. Investor funds were co-mingled and there was no difference in the allocation of investor funds based on an investor's investment objectives or risk tolerance.

**D. Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler Engaged in a Scheme and Fraudulent Practices or Courses of Business to Defraud Investors in the Trust**

40. From at least May 2008 through August 2012, Victory, Projaris, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler engaged in a scheme to defraud investors by , among other things, making Ponzi payments to investors, misappropriating investor assets, soliciting investments, and creating and controlling the entities used in the fraudulent scheme.

41. From May 2008 through approximately May 2010, Joe Lawler, Brandt Lawler, and Ryan Lawler created Victory and used Victory to solicit investors and perpetrate a fraudulent scheme.

42. Brandt Lawler participated in the fraudulent scheme using Victory by, among other things:

- a. receiving regular payments from Victory;
- b. performing work on the Victory website; and
- c. soliciting investors in the Trust for Victory.

43. Ryan Lawler participated in the fraudulent scheme using Victory by, among other things:

- a. receiving regular payments from Victory;
- b. assisting with advertising for Victory;
- c. soliciting investors in the Trust for Victory;

- d. controlling the Victory bank account that used new investor money to pay withdrawing investors in Ponzi-like payments; and
- e. using investor money from the Trust for undisclosed and unapproved investments.

44. From May 2010 through approximately August 2012, Joe Lawler, Brandt Lawler, Michael Lawler, and Timothy Lawler created Projaris and used Projaris to solicit investors and perpetrate a fraudulent scheme.

45. The limited liability paperwork filed with the state of Wyoming lists Brandt Lawler and Timothy Lawler as officers of Projaris and Michael Lawler as the director of Projaris.

46. Brandt Lawler, acting as an officer of Projaris, participated in the fraudulent scheme using Projaris by, among other things:

- a. participating in Projaris meetings with Joe Lawler;
- b. using his home address as the Phoenix address for Projaris; and
- c. controlling at least one Projaris bank account that received investor money and used new investor money to pay withdrawing investors in Ponzi-like payments.

47. Michael Lawler, Projaris' sole director, participated in the fraudulent scheme using Projaris by, among other things:

- a. signing the limited liability paperwork for Projaris;
- b. submitting paperwork to the IRS requesting that Projaris receive an EIN number; and

- c. controlling a Projaris bank account that received investor money and used new investor money to pay withdrawing investors in Ponzi-like payments.

48. Timothy Lawler, an officer of Projaris, participated in the fraudulent scheme using Projaris by, among other things:

- a. acting as the custodian for three Projaris bank accounts;
- b. making cash withdrawals of investor funds from the Projaris accounts he controlled from 2010 through 2012; and
- c. using accounts he controlled, accepting retirement funds from investors, receiving investor money, and using new investor money to pay withdrawing investors in Ponzi-like payments.

49. Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler knew or, at a minimum, were reckless in not knowing, that the that they were involved in a scheme to defraud that involved Ponzi payments, misstatements, and misappropriation of investor money. They received such information because, at least:

- a. each was a principal in the companies;
- b. each controlled and received bank account statements for the companies, which allowed them to have knowledge of how investor money was being spent, including knowing that new investor money was being paid to withdrawing investors; and
- c. each had access to documents regarding how the investor money should be spent. For instance, the Trust offering documents were publically available on the Projaris website.

**E. In Furtherance of the Scheme, Projaris, Victory, and Joe Lawler Knowingly or Recklessly Made False and Misleading Statements to Investors about Investment in the Trust**

50. Joe Lawler, Victory, and Projaris sent investors inflated account statements, created by Joe Lawler, reflecting their alleged ownership in the various assets of the Trust. The account statements misrepresented the allocation of each investor's money in the Trust, the number of "units" each investor owned in each category, the current value of the investment, and interest earned.

51. The account statements were sent via email or U.S. mail and were on Projaris or Victory letterhead.

52. After receiving these account statements, some investors made additional investments in the Trust.

53. Projaris and Joe Lawler further misrepresented to investors orally and in documents that the Trust expected growth of 12 to 15% annually. They knew this was false because they had access to the bank accounts which showed there was no history of any profits. Projaris, Victory, and Joe Lawler claimed to be capable of achieving these results because of falsely claimed expertise and experience. For instance, Projaris stated that it had "fundamentals in place" to earn higher than average returns and that, after years of following the markets, it "had learned to spot cycles." The bank records, however, reflect that the minimal investing actually done by Victory, Projaris, and Joe Lawler resulted in losses.

54. The misrepresentations to investors concerning the earned and expected returns from the investment were material.

55. Other false and misleading statements made by Projaris, Victory, and Joe Lawler include:

- a. oral and written statements emphasizing the safety of investing in the Trust, including representations to investors that there was “a limited amount of risk” and guarantees of return of principal;
- b. representations to potential investors that the returns on their investment would be “without tax consequences.” And Joe Lawler told at least one investor that her investment did not need to be reported to the IRS. However, neither Projaris nor Victory was an IRS approved Nonbank Trustee and neither was qualified to maintain custody of qualified retirement funds, including 401(k)s and IRAs;
- c. representations that, aside from a small “set up fee” that was occasionally charged, no other fees were taken from investor money; all investor money was supposedly invested as described in the offering documents. However, as describe below, the majority of investor funds were misappropriated and were not invested as described in the offering documents; and
- d. representations to investors that Joe Lawler would monitor the investments. In fact, not only did Joe Lawler fail to invest the majority of investor funds, there are no records concerning much of what he did purportedly invest.

56. Representations concerning the safety, cost, and tax consequences of the investment were material to investors.

57. Joe Lawler provided the content of the false account statements and the content for the investor contracts, website, and emails soliciting investors.

58. Projaris, Victory, and Joe Lawler all received copies of the bank account statements and had access to the offering documents that set forth the Trust investment parameters. In addition, Joe Lawler directed how the money in the bank accounts should be spent.

59. Projaris, Victory, and Joe Lawler, as the individual who controlled both companies, knew the information provided to investors orally, in documents, and in account statements was false because they knew that they were misappropriating investor money and using investor money to make Ponzi payments.

60. In addition, Projaris and Joe Lawler knew or were reckless in not knowing that Projaris was not an approved Nonbank Trustee pursuant to IRS rules that could legitimately accept IRA rollovers and maintain custody of tax-deferred accounts. The IRS website posts a list of approved Nonbank Trustees for qualified retirement funds that is accessible to the public.

**F. Defendants' Misappropriation of Investor Funds from the Trust**

61. Victory and Projaris received approximately \$1.4 million in investor funds for investment in the Trust over a four year period.

62. Less than half of the investor money, or about \$600,000, was invested in the Trust or used to purchase metals as represented to investors by the defendants. Some of the "invested" money was entrusted to unqualified individuals, purportedly invested in foreign bank accounts concerning which defendants have no records or other information, or used to purchase metals the current location of which is unknown to defendants.

63. The remaining approximately \$835,000 of investor money was used in Ponzi payments, used to continue the fraud, and misappropriated by the defendants.

64. When investors wanted to withdraw money from the Trust, Projaris, Victory, and Joe Lawler often delayed, lulling investors until the investor was ultimately paid with new investor money in a Ponzi-like payment. Defendants used approximately \$199,000 of investor money to make Ponzi payments to withdrawing investors.

65. Defendants also misappropriated approximately \$636,000 of investor money to perpetuate the fraud and for their personal use. For instance:

- a. approximately \$35,000 was spent paying Hass undisclosed commissions for soliciting investors;
- b. approximately \$172,000 of investor money was lost on unapproved business ventures and undisclosed trading. This included: (1) approximately \$119,000 lost in 2008 and 2009 when Joe Lawler and Ryan Lawler, unbeknownst to investors, unsuccessfully engaged in margin trading for metals with investor money; (2) approximately \$10,000 lost in 2009 when Ryan Lawler, unbeknownst to investors, unsuccessfully engaged in trading equities with investor money; and (3) approximately \$43,000 of investor money spent on real estate training seminars in 2012, which was not disclosed to or approved by investors; and
- c. the remaining approximately \$429,000 of investor funds was used by Joe Lawler and his family to pay their daily living expenses. They used investor money for auto purchases, personal rent and utilities, travel, restaurants and bars, groceries, and department stores. They also used investor money to pay credit card bills and either they withdrew in cash or paid to themselves approximately \$119,000 of investor funds. In addition, Joe Lawler used



approximately \$24,000 of investor money to pay off a debt he owed for defaulting on his home mortgage.

**G. The Investments sold by Victory, Projaris, Joe Lawler, and Pamela Hass were Not Registered With the SEC**

66. Victory, Projaris, and Joe Lawler solicited, offered, and sold securities of the Trust to investors in multiple states using the mails, telephone, and internet.

67. Hass was identified as Projaris' National Sales Director, in that role she was also an active participant in the sale of investments in the Trust, including:

- a. offering and selling securities of the Trust to investors in multiple states using the mails, telephone, and internet and receiving compensation for each transaction in which investors bought the securities of the Trust;
- b. being the only direct point of contact listed on the Projaris website;
- c. soliciting investors, including sending emails to potential investors informing them of Projaris and inviting them to participate in calls with Joe Lawler;
- d. convincing the Trust's two largest investors to rollover more than \$600,000 of their retirement accounts into Projaris;
- e. acting as the "account representative" for investors; and
- f. receiving commissions for each successful investor solicitation.

68. The Trust – the pooled investment which purportedly invested in metals, commodities, real estate, and a fund that, among other things, supposedly invested overseas – sold by Victory, Projaris, Joe Lawler, and Hass was a security.

69. From May 2008 through August 2012 approximately 23 individuals in at least four states invested approximately \$1.4 million in the Trust.

70. Investors sent money to Victory, Projaris, Joe Lawler, and/or Hass with the expectation of sharing in the net profits from the Trust's investments.

71. Investors expected the profits to come from the efforts of Joe Lawler, Victory, and/or Projaris. The investors were not required or expected to take any further action to direct or monitor their investment.

72. No securities offered by Joe Lawler, Victory, or Projaris have ever been registered with the Commission.

#### **H. Joe Lawler and Pamela Hass Acted as Unregistered Broker-Dealers**

73. Joe Lawler and Hass induced and attempted to induce the offer and sale of securities of the Trust to investors in multiple states using the mails, telephone, and internet.

74. Joe Lawler and Hass received compensation for each transaction in which investors bought the securities of the Trust.

75. Neither Joe Lawler nor Hass were registered with the Commission or associated with any person or entity registered with the Commission.

### **CLAIMS FOR RELIEF**

#### **FIRST CLAIM FOR RELIEF**

#### **Offers and Sales of Unregistered Securities Violations of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)] (Projaris, Victory, Joe Lawler, and Pamela Hass)**

76. The Commission incorporates the allegations of paragraphs 1, 13, 14, 15, 20, and 66 through 72 as if fully set forth herein.

77. Defendants Projaris, Victory, Joe Lawler, and Pamela Hass, directly or indirectly, made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer and sell securities through the use or medium

of a prospectus or otherwise, and carried or caused to be carried through the mails, or in interstate commerce, by means or instruments of transportation, such securities for the purpose of sale or for delivery after sale, when no registration statement had been filed or was in effect as to such securities.

78. There were no applicable exemptions from registration, and defendants Projaris, Victory, Joe Lawler, and Pamela Hass therefore violated, and unless restrained and enjoined will in the future violate Sections 5(a) and 5(c) of the Securities Act.

**SECOND CLAIM FOR RELIEF**  
**Offer and Sale of Securities by an Unregistered Broker-Dealer**  
**Violations of Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)]**  
**(Joe Lawler and Pamela Hass)**

79. The Commission incorporates the allegations of paragraphs 1, 15, 20, and 73 through 75 as if fully set forth herein.

80. Defendants Joe Lawler and Pamela Hass, while engaged in the business of effecting transactions in securities for the account of others, made use of the mails or the means or instrumentalities of interstate commerce to effect transactions in, or to induce or attempt to induce the purchase or sale of, a security without being registered in accordance with Section 15(a) of the Exchange Act.

81. Defendants Joe Lawler and Pamela Hass violated, and unless restrained and enjoined will in the future violate Section 15(a) of the Exchange Act.

**THIRD CLAIM FOR RELIEF**  
**Fraud in the Offer or Sale of Securities**  
**Violations of Section 17(a)(1) and (3) of the Securities Act**  
**[15 U.S.C. § 77q(a)(1) and (3)]**  
**(Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler,**  
**Ryan Lawler, and Timothy Lawler)**

82. The Commission incorporates the allegations of paragraphs 1 through 65 as if fully set forth herein.

83. Defendants Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler, directly or indirectly, with scienter, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce or by use of the mails, employed a device, scheme, or artifice to defraud, in violation of Section 17(a)(1) of the Securities Act.

84. Defendants Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler, directly or indirectly, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce or by use of the mails, engaged in transactions, practices, or courses of business which have been or are operating as a fraud or deceit upon the purchasers of securities, in violation of Section 17(a)(3) of the Securities Act.

85. By virtue of the foregoing, defendants Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler, directly or indirectly, violated, and unless enjoined, will again violate, Section 17(a)(1) and (3) of the Securities Act.

**FOURTH CLAIM FOR RELIEF**

**Fraud in the Offer or Sale of Securities**

**Aiding and Abetting Violations of Section 17(a)(1) and (3) of the Securities Act**

**[15 U.S.C. § 77q(a)(1) and (3)]**

**(Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler,  
Alternatively)**

86. The Commission incorporates the allegations of paragraphs 1 through 65 as if fully set forth herein.

87. Defendants Projaris, Victory, and Joe Lawler violated Exchange Act Section 17(a)(1) of the Securities Act by, directly or indirectly, with scienter, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce or by use of the mails, employing a device, scheme, or artifice to defraud.

88. Defendants Projaris, Victory, and Joe Lawler violated Section 17(a)(3) of the Securities Act by, directly or indirectly, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce or by use of the mails, engaging in transactions, practices, or courses of business which have been or are operating as a fraud or deceit upon the purchasers of securities.

89. Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler aided and abetted the violations of Projaris, Victory, and Joe Lawler by knowingly or recklessly providing substantial assistance.

90. By virtue of the foregoing, defendants Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler, aided and abetted violations of, and unless enjoined, will again aided and abet violations of, Section 17(a)(1) and (3) of the Securities Act.

**FIFTH CLAIM FOR RELIEF**

**Fraud in the Offer or Sale of Securities**

**Violations of Section 17(a)(2) of the Securities Act [15 U.S.C. § 77q(a)(2)]**

**(By Projaris, Victory, and Joe Lawler)**

91. The Commission incorporates the allegations of paragraphs 1 through 65 as if fully set forth herein.

92. Defendants Projaris, Victory, and Joe Lawler, directly and indirectly, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce or by use of the mails, obtained money or property by means of untrue statements of material fact or by omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading, in violation of Section 17(a)(2) of the Securities Act.

93. By virtue of the foregoing, defendants Projaris, Victory, and Joe Lawler, directly or indirectly, violated, and unless enjoined, will again violate, Section 17(a)(2) of the Securities Act.

**SIXTH CLAIM FOR RELIEF**

**Fraud in the Purchase or Sale of Securities**

**Violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)]  
and Rule 10b-5(a) and (c) [17 C.F.R. § 240.10b-5(a) and (c)] thereunder  
(By Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler,  
and Timothy Lawler)**

94. The Commission incorporates the allegations of paragraphs 1 through 65 as if fully set forth herein.

95. Defendants Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler, directly or indirectly, with scienter, in connection with the purchase or sale of securities, by the use of means or instrumentalities of interstate commerce, the mails, or any facility of a national securities exchange,

employed devices, schemes, or artifices to defraud or engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any person; in violation of Section 10(b) of the Exchange Act and Rule 10b-5(a) and (c).

96. By virtue of the foregoing, defendants Projaris, Victory, Joe Lawler, Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler, directly or indirectly, violated, and unless enjoined, will again violate, Section 10(b) of the Exchange Act and Rule 10b-5(a) and (c) thereunder.

**SEVENTH CLAIM FOR RELIEF**

**Fraud in the Purchase or Sale of Securities**

**Aiding and Abetting Violations of Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)] and Rule 10b-5(a) and (c) [17 C.F.R. § 240.10b-5(a) and (c)] thereunder  
(Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler,  
Alternatively)**

97. The Commission incorporates the allegations of paragraphs 1 through 65 as if fully set forth herein.

98. Defendants Projaris, Victory, and Joe Lawler violated Section 10(b) of the Exchange Act and Rule 10b-5(a) and (c) thereunder by, directly or indirectly, with scienter, in connection with the purchase or sale of securities, by the use of means or instrumentalities of interstate commerce, the mails, or any facility of a national securities exchange, employing devices, schemes, or artifices to defraud or engaging in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any person.

99. Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler aided and abetted the violations of Projaris, Victory, and Joe Lawler by knowingly or recklessly providing substantial assistance.

100. By virtue of the foregoing, defendants Brandt Lawler, Michael Lawler, Ryan Lawler, and Timothy Lawler aided and abetted violations of, and unless enjoined, will again aid and abet violations of, Section 10(b) of the Exchange Act and Rule 10b-5(a) and (c) thereunder.

**EIGHTH CLAIM FOR RELIEF**

**Violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)]  
and Rule 10b-5(b) [17 C.F.R. § 240.10b-5] thereunder  
Fraud in the Purchase or Sale of Securities  
(Projaris, Victory, and Joe Lawler)**

101. The Commission incorporates the allegations of paragraphs 1 through 65 as if fully set forth herein.

102. Defendants Projaris, Victory, and Joe Lawler directly or indirectly, with scienter, in connection with the purchase or sale of securities, by the use of means or instrumentalities of interstate commerce, the mails, or any facility of a national securities exchange, made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in violation of Section 10(b) of the Exchange Act and Rule 10b-5(b).

103. By virtue of the foregoing, defendants Projaris, Victory, and Joe Lawler, directly or indirectly, violated, and unless enjoined, will again violate, Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder.

**PRAYER FOR RELIEF**

**WHEREFORE**, the COMMISSION respectfully requests that the Court:



**I.**

Find that each of the defendants committed the violations alleged in this Complaint;

**II.**

Enter an Injunction, in a form consistent with Rule 65(d) of the Federal Rules of Civil Procedure, permanently restraining and enjoining each of the defendants from violating, directly or indirectly, the laws and rules alleged in this Complaint;

**III.**

Order that each of the defendants disgorge any and all ill-gotten gains, together with pre-judgment interest, derived from the improper conduct set forth in this Complaint;

**IV.**

Order that each of the defendants pay civil money penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] in an amount to be determined by the Court;

**V.**

Grant such other relief as this Court may deem just or appropriate.

Plaintiff requests trial to a jury.

Respectfully submitted this 9 th day of September, 2013.

s/ Polly Atkinson  
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