UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA

SECURITIES AND EXCHANGE COMMISSION,	)
	)
Plaintiff,	)
v.	) CASE NO: 6:17-CV-1385-ORL-18 GJK
	)
JEFFREY D. MARTIN, THOMAS L. TEDROW, CHRISTIAN T. TEDROW, TYLER T. TEDROW, BEAUFORT CAPITAL PARTNERS LLC, and ROBERT P. MARINO,	)
	)
Defendants,	)
	)
and	)
	)
AM-PAC INVESTMENTS, INC., FORBES INVESTMENT, LTD., FORBES INVESTMENT LLLP, FSC, LTD., FSC LIMITED, LLC, and STERLING LLC n/k/a WATERFORD STERLING LLC,	)
	)
Relief Defendants.	)

COMPLAINT

Plaintiff Securities and Exchange Commission ("Plaintiff" or the "Commission") alleges:

NATURE OF THE ACTION

1. The Commission brings this action to enjoin Defendants Jeffrey D. Martin ("Martin"), Thomas L. Tedrow ("Thomas Tedrow"), Christian T. Tedrow ("Christian Tedrow"), Tyler T. Tedrow ("Tyler Tedrow" and, together with Thomas Tedrow and Christian Tedrow, the "Tedrows"), Beaufort Capital Partners LLC ("Beaufort Capital"), and

Robert P. Marino ("Marino") from violating the antifraud, registration, recordkeeping, reporting and/or control person provisions of the federal securities laws. Between January 2009 and May 2014, Martin and Thomas Tedrow orchestrated a scheme to profit from sales of the restricted common stock of Mainstream Entertainment, Inc. ("Mainstream") n/k/a Volt Solar Systems, Inc. ("Volt Inc.") in the open market. Mainstream—a shell company whose status as such was concealed—was created and brought public by Martin. Thomas Tedrow then introduced Martin to the undisclosed control person of First Power & Light LLC n/k/a Volt Solar Systems LLC ("Volt LLC"), who was a convicted securities felon, and orchestrated a change-of-control transaction between the two entities. Martin and Thomas Tedrow each acquired more than 10% of Mainstream stock without disclosing their beneficial ownership. Martin and Thomas Tedrow then schemed to sell restricted shares in the open market as part of a fraudulent pump-and-dump involving false Commission filings, false press releases, false statements to broker-dealers and transfer agents, and the hiring of a stock promoter to engage in matched trades with them and falsely tout Mainstream stock based on materials provided by Thomas Tedrow.

2. Thomas Tedrow engaged his sons, Christian Tedrow and Tyler Tedrow, to assist in the change-of-control transaction and subsequent promotional campaign by drafting Commission filings and/or press releases that they knew misrepresented material facts such as the business operations and management of Mainstream and Volt Inc. Christian Tedrow and Tyler Tedrow received millions of restricted Mainstream shares that they later deposited based on false statements to broker-dealers and sold in the open market without registration or a valid exemption therefrom.

3. The other defendants also sold unregistered shares to the public. Beaufort Capital, by and through its principal Marino, purchased shares from Martin while he was still an affiliate of Mainstream, and immediately sold those shares in the open market.

4. Martin used Relief Defendants Am-Pac Investments, Inc. ("Am-Pac"), Forbes Investment, Ltd. ("Forbes Ltd."), Forbes Investment LLLP ("Forbes LLLP"), FSC, Ltd. ("FSC Ltd.") and FSC Limited, LLC ("FSC LLC"), and the Tedrows used Sterling LLC n/k/a Waterford Sterling LLC ("Sterling") as conduits to receive and disburse the sale proceeds of Mainstream stock. In all, the defendants and relief defendants earned approximately $2.0 million in illicit proceeds from the sale of Mainstream stock.

5. As a result of the conduct alleged in this Complaint:

(a) Defendant Martin violated Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77e(a), 77e(c), 77q(a), and Sections 9(a)(1), 10(b), 13(b)(5), 13(d), 16(a) and 20(b) and Rules 10b-5, 13b2-1, 13d-1, 13d-2(a) and 16a-3 of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§ 78i(a), 78j(b), 78m(b)(5), 78m(d), 78p(a), 78t(b), and 17 C.F.R. §§ 240.10b-5, 240.13b2-1, 240.13d-1, 240.13d-2(a) and 240.16a-3; aided and abetted violations of Sections 13(a), 13(b)(2)(A) and 15(d) and Rules 12b-11, 12b-20, 13a-1, 13a-11, 13a-13, 13a-14, 13b2-1, 13b2-2, 15d-1, 15d-13 and 15d-14 of the Exchange Act, 15 U.S.C. §§ 78m(a), 78m(b)(2)(A), 78o(d), and 17 C.F.R. §§ 240.12b-11, 240.12b-20, 240.13a-1, 240.13a-11, 240.13a-13, 240.13a-14, 240.13b2-1, 240.13b2-2, 240.15d-1, 240.15d-13, 240.15d-14, and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302; and is liable as a control person under Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a), for violations of Sections 10(b), 13(a),

13(b)(2)(A), and 15(d) and Rules 10b-5, 12b-11, 12b-20, 13a-1, 13a-11, 13a-13, 13a-14, 15d-1, 15d-13, and 15d-14 of the Exchange Act, 15 U.S.C. §§ 78j(b), 78m(a), 78m(b)(2)(A), 78m(b)(5), 78o(d), and 17 C.F.R. §§ 240.10b-5, 240.12b-11, 240.12b-20, 240.13a-1, 240.13a-11, 240.13a-13, 240.13a-14, 240.13b2-1, 240.13b2-2, 240.15d-1, 240.15d-13, and 240.15d-14;

(b) Defendant Thomas Tedrow violated Sections 5(a), 5(c) and 17(a) of the Securities Act, 15 U.S.C. §§ 77e(a), 77e(c), 77q(a), and Sections 9(a)(1), 10(b), 13(d), and 16(a) and Rules 10b-5, 13d-1, and 16a-3 of the Exchange Act, 15 U.S.C. §§ 78i(a), 78j(b), 78m(d), 78p(a) and 17 C.F.R. §§ 240.10b-5, 240.13d-1, and 240.16a-3; and aided and abetted violations of Section 13(a) and Rules 12b-20, 13a-11, and 13a-13 of the Exchange Act, 15 U.S.C. §§ 78m(a) and 17 C.F.R. §§ 240.12b-20, 240.13a-11, and 240.13a-13;

(c) Defendants Christian Tedrow and Tyler Tedrow violated Sections 5(a), 5(c) and 17(a) of the Securities Act, 15 U.S.C. §§ 77e(a), 77e(c), 77q(a), and Sections 10(b), 13(d), and 16(a) and Rules 10b-5, 13d-1, and 16a-3 of the Exchange Act, 15 U.S.C. §§ 78j(b), 78m(d), 78p(a) and 17 C.F.R. §§ 240.10b-5, 240.13d-1, and 240.16a-3; and aided and abetted violations of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), and of Sections 10(b), 13(a) and Rules 10b-5, 12b-20 and 13a-11 of the Exchange Act, 15 U.S.C. §§ 78j(b), 78m(a), and 17 C.F.R. §§ 240.10b-5, 240.12b-20 and 240.13a-11; and

(d) Defendants Beaufort Capital and Marino violated Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c).

6. Unless restrained and enjoined, Defendants are reasonably likely to continue to violate the federal securities laws.

7. The Commission therefore respectfully requests the Court enter an order: (i) permanently restraining and enjoining Defendants from violating the federal securities laws; (ii) directing Defendants and Relief Defendants to pay disgorgement with prejudgment interest; (iii) directing Defendants to pay civil money penalties; (iv) imposing penny stock bars against Defendants; and (v) imposing an officer and director bar against Defendant Martin.

DEFENDANTS

8. **Martin**, age 57, of Orlando, Florida, was the largest shareholder and purported creditor of Mainstream. Between December 1983 and February 1992, Martin was a registered representative with broker-dealers registered with the Commission. In 2001, Martin was enjoined from future violations of Section 17(a) of the Securities Act and Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5 and 13b2-1 thereunder and aiding and abetting violations of Sections 13(a) and 13(b)(2)(A) of the Exchange Act, received a five-year officer and director bar, and was ordered to pay disgorgement and prejudgment interest of $24,609.88 and a civil penalty of $18,544.50. SEC v. Am-Pac International, Inc., et al., Civ. Action No. 01-1222 (D.D.C. June 5, 2001) (the "Am-Pac International Action").

9. **Thomas Tedrow**, age 66, of Winter Park, Florida, was a shareholder of Mainstream and arranged the change-of-control transaction with the undisclosed control person of Volt LLC. In 2001 in the Am-Pac International action, Thomas Tedrow was enjoined from future violations of Sections 10(b) and 13(b)(5) of the Exchange Act and

Rules 10b-5 and 13b2-1 thereunder and aiding and abetting violations of Sections 13(a) and 13(b)(2)(A) of the Exchange Act, and was ordered to pay a civil penalty of $15,000.

10. **Christian Tedrow**, age 35, of Winter Park, Florida, was a shareholder of Mainstream and is Thomas Tedrow's son.

11. **Tyler Tedrow**, age 32, of Winter Park, Florida, was a shareholder of Mainstream, was a member of Sterling, and is Thomas Tedrow's son.

12. **Beaufort Capital** is a New York limited liability company located in Tarrytown, New York, and was a shareholder of Mainstream.

13. **Marino**, age 28, of Harrison, New York, is the manager of Beaufort Capital. Marino effectuated the purchase and public sale of Beaufort Capital's Mainstream shares.

RELIEF DEFENDANTS

14. **Am-Pac** is a Florida corporation located in Orlando, Florida. Am-Pac is owned and controlled by Martin. Martin distributed, received, and sold Mainstream stock in the name of Am-Pac.

15. **Forbes Ltd.** is a British Virgin Islands corporation located purportedly in Hong Kong. Martin is the sole officer and director of Forbes Ltd. Martin distributed, received, and sold Mainstream stock in the name of Forbes Ltd.

16. **Forbes LLLP** is a Florida limited liability partnership located in Orlando, Florida. Forbes LLLP is owned and controlled by Martin. Martin distributed proceeds from the sale of Mainstream stock directly to Forbes LLLP.

17. **FSC Ltd.** is a British Virgin Islands corporation located purportedly in Hong Kong. Martin is the sole officer and director of FSC Ltd. Martin distributed, received, and sold Mainstream stock in the name of FSC Ltd.

18. **FSC LLC** is a Nevada limited liability company located in Orlando, Florida. FSC LLC is owned and controlled by Martin. Martin distributed proceeds from the sale of Mainstream stock directly to FSC LLC.

19. **Sterling** is a Florida limited liability company purportedly located in Santa Clarita, California. At all material times, Sterling was majority-owned and/or controlled by Thomas Tedrow. Thomas Tedrow and Tyler Tedrow acquired, held, and sold Mainstream stock in Sterling's name.

OTHER RELEVANT PERSONS AND ENTITY

20. **Volt Inc.** is an inactive Florida corporation last located in Bridgeport, Pennsylvania. Volt Inc. was previously named First Power & Light, Inc. and prior to that **Mainstream**, which was last located in Orlando, Florida. Volt Inc. and Mainstream's ticker symbols ("VOLT" and "MSEI," respectively) were quoted on the OTC Bulletin Board and on OTC Link (formerly, "Pink Sheets"), operated by OTC Markets Group, Inc. On May 22, 2014, the Commission entered an order suspending trading in the securities of Volt Inc. for a period of ten days. On December 16, 2015, the Commission revoked the registration of each class of registered securities of Volt Inc. pursuant to Section 12(j) of the Exchange Act. Mainstream became subject to reporting requirements pursuant to Section 15(d) of the Exchange Act when its registration statement on Form S-1 was declared effective on November 7, 2011, and pursuant to Section 13(a) of the Exchange Act when it registered a

class of its common stock pursuant to Section 12(g) of the Exchange Act on February 14, 2012. Since March 2011, Volt Inc. and Mainstream have had no business operations and nominal assets.

21. **Karen F. Aalders** ("Aalders") was an officer of Mainstream until January 25, 2013, and a director of Mainstream until at least February 19, 2013. At all relevant times, Aalders was an administrative assistant for Martin's various business ventures.

22. **Sterling Craig Barton** ("Barton") was a shareholder of Mainstream and advisor to Martin on reverse mergers. Barton is a member of Barton Family Funeral Services LLC ("Barton Funeral").

JURISDICTION AND VENUE

23. The Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1) and 22(a) of the Securities Act, 15 U.S.C. §§ 77t(b), 77t(d)(1) and 77v(a); and Sections 21(d), 21(e) and 27(a) of the Exchange Act, 15 U.S.C. §§ 78u(d), 78u(e) and 78aa(a).

24. The Court has personal jurisdiction over Defendants and Relief Defendants and venue is proper in this District because, among other things, some or all of the Defendants and Relief Defendants reside or transact business in this District and/or participated in the offer, purchase, or sale of securities in this District, and many of the acts and transactions constituting the violations alleged in this Complaint occurred in this District. In addition, venue is proper in this District under 28 U.S.C. § 1391 because a substantial part of the events giving rise to the Commission's claims occurred here.

25. In connection with the conduct alleged in this Complaint, Defendants, directly and indirectly, singly or in concert with others, have made use of the means or

instrumentalities of interstate commerce, the means or instruments of transportation or communication in interstate commerce, and of the mails.

FACTUAL ALLEGATIONS

26. Martin and Thomas Tedrow's scheme involved taking Mainstream public as an undisclosed shell and blank check company with nominee officers and shareholders, concocting purported operations of both Mainstream and Volt Inc. to mask their shell and blank check company status, issuing and controlling millions of shares of purportedly unrestricted securities, drafting and filing false and misleading Commission filings and press releases, funding a promotional campaign to inflate the price of these securities, and then selling these securities to the public. Each step of the scheme is detailed below.

A. Martin's Control and Financing of Mainstream

27. Until at least February 24, 2013, Martin controlled Mainstream as a purported music production company. However, Mainstream's operations ceased in or about August 2008, with all subsequent efforts focused on maintaining and selling Mainstream as a public vehicle.

28. In or about June 2008, Martin installed three individuals as Mainstream's directors and as officers with the following titles: (1) a music producer, as Chief Executive Officer ("CEO"), (2) a relative, as Vice President ("VP"), and (3) Aalders, as Secretary and Treasurer. CEO and VP had virtually no knowledge of or involvement in Mainstream after August 2008.

29. Aalders took all Mainstream-related actions at Martin's direction. For example, Aalders applied VP and CEO's signature stamps without their knowledge or

consent to, among other things, false Board resolutions claiming that they had held meetings and authorized corporate actions, false stock purchase agreements, false management representation letters to auditors, and false certifications as exhibits to Mainstream's periodic reports filed with the Commission.

30. From August 2008 to February 2013, all expenses incurred by Mainstream were for professional fees to become and remain a public company reporting with the Commission. Martin first financed these efforts through a series of promissory notes totaling $145,000 to him or entities he controlled. The majority of these promissory notes had no convertible feature. Later, Martin sold Mainstream stock to raise funds to pay Mainstream's professional fees or retire personal debts.

31. Martin also put Mainstream stock in the names of friends and family without their knowledge to make it appear that Mainstream had an independent shareholder base. In addition to disguising Martin's ultimate ownership of Mainstream stock, the attribution to Martin's nominees also misled, among others, the Commission and the Financial Industry Regulatory Authority (FINRA) that there was sufficient investor interest in Mainstream's business to declare effective a secondary offering of its shares to the public and to clear its stock for quotation on the over-the-counter ("OTC") market.

B. Martin Begins to Prepare Mainstream for Sale as a Public Vehicle

32. In January 2009, Martin directed the filing of a Form S-1 registration statement for purported primary and secondary offerings of Mainstream shares. Martin's goal was to create the semblance of a properly registered offering that could mask Mainstream shares as unrestricted. That registration statement contained misrepresentations

with respect to Mainstream's current operations and future plans, the involvement of the nominee management, and the control of its shareholders (including Forbes Ltd.). That registration statement was withdrawn on August 16, 2010.

33. Martin accelerated his efforts to make Mainstream available for sale as a public vehicle in 2011. In furtherance of that effort, from March to November 2011, Martin directed the filing of a Form S-1 registration statement (the "Form S-1") for the secondary offering of Mainstream shares that he had put in the name of friends and family. At least some of these friends and family were not even aware that they were Mainstream shareholders. Rather, Martin directed the filing of the Form S-1 in order to create purportedly unrestricted shares that he controlled and could sell publicly and privately for his own benefit without consideration paid to the nominee shareholders.

34. Rule 12b-2 of the Exchange Act defines "shell company" as a company with "[n]o or nominal operations" and either "[n]o or nominal assets; [a]ssets consisting solely of cash and cash equivalents; or [a]ssets consisting of any amount of cash and cash equivalents and nominal other assets." Rule 419 of the Securities Act defines a "blank check company" as a shell company with no business purpose other than to engage in a merger, acquisition, or other change-of-control transaction. Martin knew at all material times that Mainstream was both a "shell company" and "blank check company" as so defined.

35. Martin also knew that Rule 144 of the Securities Act limits the resale of restricted securities of "shell companies," and that "non-shell" public vehicles were more attractive candidates to potential buyers.

36. To that end, Martin misstated Mainstream's business plans and operations in the Form S-1 to conceal Mainstream's shell status. For example, the Form S-1 misrepresented that Mainstream was actively and presently involved in music production, and that Mainstream's operations will be "substantially dependent" on VP and CEO. To the contrary, Mainstream had no present involvement in music production, and VP and CEO had had no involvement with Mainstream since 2008 (and no intentions of current or future involvement).

37. The Form S-1 also misrepresented that Mainstream had a "lease agreement" to make it appear that Mainstream was actively using a local studio for music production. Martin forged the signatures and initials of both CEO and the studio executive on the purported agreement dated February 2, 2011. The studio executive was never aware of any such agreement, never gave Martin signatory consent for any purpose, and was not aware of any use of the studio by Mainstream pursuant to any type of agreement. The false and forged "lease agreement" was filed as an exhibit to the Form S-1.

38. Martin also fabricated a licensing agreement dated November 2011 as Mainstream's only purported revenue in the Form S-1, by which Barton purportedly licensed a song from Mainstream. That acquaintance never licensed any music from Mainstream or Martin. Rather, Martin solicited $1,000 from the acquaintance by text message dated October 27, 2011 "to give the money today to my auditors" in return for "free trading stock." In fact, on November 4, 2011, Aalders gave the acquaintance a receipt for $1,000 with the memo "4,000 shares of Mainstream Ent. stock."

39. The Form S-1, and Mainstream's later periodic reports, misrepresented that Mainstream and the acquaintance had entered into a licensing agreement. Also, on March 4, 2012, Aalders (at Martin's direction) told the auditor working on Mainstream's periodic reports that Martin's acquaintance had paid Mainstream $1,000 in November 2011 "for licensing rights to a copyrighted song in our library."

40. Aalders electronically signed the Form S-1 in her name and CEO's, despite the fact that CEO did not give her (or anyone else) the consent or authority to apply that electronic signature.

41. Each of the false and misleading statements and omissions identified in paragraphs 36-40 above also were made in amended Forms S-1 filed on July 12, 2011, August 9, 2011, September 23, 2011, October 21, 2011 and October 27, 2011, and in a Prospectus filed on December 16, 2011. Martin approved, directed the preparation of, and/or helped prepare or review the Form S-1, all amendments thereto, and the Prospectus.

42. Martin and Thomas Tedrow were attempting to sell Mainstream as a "non-shell" public vehicle even before the Form S-1 went effective. The Tedrows knew that Mainstream was a "shell company" available for sale solely as a public vehicle at all material times, and pitched Mainstream as a public vehicle to several potential buyers.

43. For example, in July 2011, Thomas Tedrow sent Martin a proposed acquisition candidate for which Christian Tedrow and Tyler Tedrow were two of three named officers. In November 2011, Thomas Tedrow sent a term sheet to a prospective buyer of the "Mainstream Entertainment (MSEI) vehicle" for which "[a]ll shares . . . can be

delivered post-merger as free trading" (despite the Form S-1 listing 35 purportedly independent selling shareholders). The term sheet also misrepresented that Mainstream was "an operating company (not a shell)." The term sheet also stated that "Mainstream just got its [Form S-1] effective date [9 days earlier] so that there is no negative history on the company. Which means no exposure to the SEC. . . . Seller seeks $300,000 and retain 300,000 shares."

44. Meanwhile, Martin transferred some of the Form S-1 shares to satisfy personal debts. For example, in or about May 2012, Martin transferred 37,000 shares in the name of Martin's handyman that were part of the Form S-1 secondary offering to Martin's personal accountant. Martin's handyman did not even know he was a purported Mainstream shareholder. Martin agreed with the accountant to sign a stock purchase agreement falsely identifying the handyman as the seller and stating that an entity controlled by the accountant had paid the handyman money for the shares. In fact, Martin knew that no consideration had been paid to the handyman.

C. Mainstream's False Periodic Reports and Form 211

45. Mainstream had reporting requirements with the Commission after its Form S-1 became effective, including quarterly reports on Form 10-Q, annual reports on Form 10-K, and current reports on Form 8-K pursuant to Section 15(d) of the Exchange Act.

46. In December 2011, Martin received a draft of Mainstream's first periodic report to be filed with the Commission (the Form 10-K for the period ended September 30, 2011) that designated Mainstream as a "shell company." On or about December 30, 2011, Martin and Barton, who often advised Martin on reverse merger transactions, sought to

change that "shell company" designation by misstating to the drafter that Mainstream had revenues and full-time employees. Martin failed to convince the drafter, and the "shell company" designation remained in that periodic report.

47. Thereafter, Martin and Barton concocted operations for Mainstream in the form of a purported contract (backdated to December 2011) to produce a music CD for Barton Funeral. This contract was a sham, and was intended to provide the appearance of business operations and revenues to change the "shell company" designation in Mainstream's periodic reports.

48. Mainstream's Form 10-K filed on January 30, 2012 (for the year ended September 30, 2011), Form 10-Q filed on February 13, 2012 (for the quarter ended December 31, 2011), Form 10-Q/A filed February 29, 2012 (for the quarter ended December 31, 2011), Form 10-Q filed May 15, 2012 (for the quarter ended March 31, 2012), Form 10-Q filed on August 8, 2012 (for the quarter ended June 30, 2012), and Form 10-K filed on January 9, 2013 (for the year ended September 30, 2012) each was false and misleading because it contained false statements and omissions regarding Mainstream's business operations (including the sham funeral contract, lease, and licensing agreement) and purpose as a music production company (versus its true purpose as a blank check company).

49. Aalders applied her and CEO's electronic signatures to these periodic reports, which include certifications from Aalders and CEO that (i) they had reviewed the periodic reports; (ii) to their knowledge, the reports did not contain any material misstatements or omissions; (iii) they had designed and evaluated disclosure controls and procedures and

internal controls over financial reporting; and (iv) they had disclosed any fraud involving persons having a significant role in such internal controls.

50. Martin knew that these certifications were false, including the fact that Aalders was aware of material misstatements and omissions, CEO had not reviewed the report, and neither Aalders nor CEO had designed or evaluated disclosure controls and internal controls over financial reporting. CEO was required to personally sign these certifications – he could not delegate authority to sign his name to anyone else by power of attorney, agreement, or otherwise. Martin knew that CEO never signed any such documents.

51. By concocting purported business operations, filing audited financial statements and periodic reports, and demonstrating a purported public interest in Mainstream by registering an offering of shares in the names of 35 purported shareholders, Martin erected a facade that lent Mainstream the appearance of a legitimate public company. The next step in the scheme involved obtaining regulatory clearance to have Mainstream's stock quoted and available for public trading.

52. To have its stock quoted, an issuer must find a market-maker to "sponsor" an application with FINRA on Form 211. If FINRA determines that applicable requirements have been met, it clears the market-maker to quote the stock on an available medium. Martin knew that this clearance was valuable to Mainstream as a public vehicle, and that regulators would not provide such clearance if it were publicly disclosed that Mainstream had no purpose other than to enter into a merger or acquisition.

53. Martin retained a broker-dealer to file a Form 211 application with FINRA for the public quotation of Mainstream stock. Martin provided false or misleading information

in connection with the Form 211 application and responses to questions raised by FINRA in its evaluation of the Form 211 application, including that: (1) no one had control over the registered shares other than the named shareholders (some of whom did not even know they were shareholders); (2) Martin was not an officer of any corporate shareholder, including Forbes Ltd. and FSC Ltd.; and (3) Mainstream had a bona fide contract with Barton Funeral and licensing agreement with Martin's acquaintance.

54. On or about April 20, 2012, in reliance on the Form 211 and these responses, FINRA cleared the Form 211 application for Mainstream's stock to be quoted.

D. Martin and Thomas Tedrow Begin Merger Talks with Volt LLC

55. Since July 2011, Thomas Tedrow assisted not only Martin in selling Mainstream as a public vehicle, but also finding a "shell" for Volt LLC, a purported solar energy business. On April 11, 2012, Thomas Tedrow wrote to the undisclosed control person of Volt LLC about the "Mainstream Entertainment S-1" for which "the entire float is available in cert form for purchase through Stock Purchase Agreements for trace back documents for cert deposit." Thomas Tedrow referred to "Mainstream Entertainment S-1" because he knew Mainstream's value as a public vehicle was premised on the Form S-1 registered offering of purportedly unrestricted shares. Thomas Tedrow knew that the "entire float" was available for sale because it was controlled by Martin and Thomas Tedrow, despite the Form S-1 representing that Mainstream's shareholders were independent.

56. Thomas Tedrow introduced Martin and the undisclosed control person of Volt LLC in early 2012 to merge Mainstream and Volt LLC. Thomas Tedrow, Martin and the undisclosed control person of Volt LLC agreed that Volt LLC would take over Mainstream

by purchasing 50,000,000 shares of Mainstream stock in return for $50,000 plus Martin's ability to sell Mainstream shares in the open market that they knew were in fact restricted. By email dated August 24, 2012, Thomas Tedrow told the undisclosed control person to install "[a person who would later be the nominee CEO of Volt Inc.] and two others as officers/directors. Christian [Tedrow] will help you form a 'Board of Advisors' who have no liability. For the [undisclosed control person of Volt LLC], this is a real hat trick." By at least October 1, 2012, Thomas Tedrow knew that the undisclosed control person maintained a signature stamp and authority for that nominee CEO.

57. Effective September 20, 2012, the parties executed a Stock Purchase Agreement for the sale of the 50,000,000 shares effecting the change of control. By email dated November 5, 2012, Thomas Tedrow told his accountant on a "confidential" basis that "agreements for the change of control have already been signed over a month ago" but would not be disclosed until Mainstream secured eligibility from the Depository Trust Company (DTC) for electronic clearance and settlement of trading in Mainstream's securities. DTC eligibility was a critical feature in order for trading to take place in the public market.

58. Martin and Thomas Tedrow knew that DTC eligibility was another valuable feature of public vehicles. Thomas Tedrow orchestrated the filing of the DTC application for Mainstream stock. For example, the stock certificate submitted to DTC as part of the application was the stock certificate for shares issued to Sterling and signed by Tyler Tedrow on August 13, 2012. DTC was also not informed of Martin and Thomas Tedrow's control over all of the shares in the Form S-1 offering, which falsely stated that those shares were independently held by the named shareholders.

E. Thomas Tedrow Enlists Christian Tedrow and Tyler Tedrow to Draft False Commission Filings and Address Volt LLC's Finances

59. Volt LLC purported to have operations in the solar industry. Martin and Thomas Tedrow knew that Volt LLC would have to be auditable if its solar operations were to become part of the public company (Mainstream/Volt Inc.) and thus potentially change its "shell" status. For that specific purpose, in June 2012, Christian Tedrow and Tyler Tedrow began to assist Volt LLC's undisclosed control person with Volt LLC's financial records so that an audit of Volt LLC could later start.

60. On July 11, 2012, Christian Tedrow wrote the undisclosed control person of Volt LLC (copying Tyler Tedrow) offering "the very services we have been trained by my dad and Jeff [Martin] to provide." Christian Tedrow, Tyler Tedrow, and the undisclosed control person of Volt LLC then discussed the involvement of the stock promoter whom Martin and Thomas Tedrow would soon hire to pump Mainstream's stock. In particular, they discussed how to transfer Mainstream shares into the stock promoter's name and how to sell them.

61. In June 2012, Christian Tedrow and Tyler Tedrow retained a bookkeeper to try to make Volt LLC "auditable" – that is, to start preparing financial statements so that an audit of Volt LCC could later be possible. By email dated June 24, 2012, Christian Tedrow told the bookkeeper that he was assisting the undisclosed control person of Volt LLC and the "vehicle owners" to try to make Volt LLC auditable.

62. Beginning in June 2012 through 2013, the bookkeeper repeatedly told Christian Tedrow that Volt LLC was nowhere near auditable. In fact, the bookkeeper never completed Volt LLC's financial statements for a subsequent audit even to begin.

63. In addition, beginning in September 2012, Christian Tedrow and Tyler Tedrow primarily drafted the Form 8-K filed with the Commission announcing the purported change in Mainstream's business from music production to solar energy (the "Super 8-K"). A "Super 8-K" is a Form 8-K filed to announce a transaction such as a reverse merger that causes an issuer to cease being a shell company. This Form 8-K must contain the information required in a Form 10 registration statement under the Exchange Act.

64. The draft Super 8-K was completed in October 2012. Christian Tedrow and Tyler Tedrow received cash compensation in October and November 2012 from Volt LLC for their work on the Super 8-K.

65. On November 19, 2012, Thomas Tedrow told a broker that he had the Super 8-K "ready to file," but it was not filed until February 2013 so as not to jeopardize Mainstream's DTC eligibility application. By email dated November 5, 2012, Thomas Tedrow also told his accountant that the Mainstream merger "is closed, but we are first . . . letting the DTC application filed 3 weeks ago go forward. . . . When DTC approved, then the [Super 8-K] will be filed, which has been completed . . . . That way, we will be able to announce change of control and not lose DTC hopefully . . . ." On November 16, 2012, Thomas Tedrow forwarded an email to Christian Tedrow and Tyler Tedrow with respect to delaying the filing of the Super 8-K so as not to jeopardize the pending DTC application.

66. Just a week before its eventual filing, a lawyer warned Martin and Thomas Tedrow that the spin-off or discontinuation of Mainstream's music operations (of which Martin and Thomas Tedrow knew there were none) prior to any assumption of solar energy operations would turn Mainstream into a "shell company." By email dated February 11,

2013, Martin misrepresented to an accountant preparing Mainstream's Commission filings that Mainstream had current music operations that it would continue after the change of control. To give the appearance of continued operations, the Super 8-K misrepresented that management had decided, based on its outlook for music production revenues, to change its focus from music production to solar power. Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow knew that this misrepresentation was false because they knew Mainstream had no current business operations and no future plans for music production.

67. The Super 8-K also misrepresented that management believed Mainstream was not a "shell company" and that the Super 8-K otherwise constituted Form 10 information for purposes of Rule 144(i) of the Securities Act. Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow knew that Mainstream was, and always had been, a "shell" company because of the lack of music operations and the lack of any solar operations within the company.

68. Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow also knew that the Super 8-K did not provide Form 10 information because the purported solar operations that were disclosed remained exclusively part of Volt LLC and outside of Mainstream.

69. Thomas Tedrow, Christian Tedrow, and Tyler Tedrow knew that the Form 8-K also misrepresented that "we currently anticipate entering into an asset purchase agreement with [Volt LLC] shortly after the filing of this report with the goal of acquiring [Volt LLC]'s assets and operations. The closing of that transaction will be dependent on several factors, including, but not limited to [Volt LLC] obtaining an audit of its financial statements." The

Tedrows all knew that an audit of Volt LLC could not even be started because Volt LLC had not prepared financial statements.

70. Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow knew that the Super 8-K also misrepresented that "the owners of [Volt LLC] would receive 50,000,000 shares of the Company's common stock" in the change of control. In fact, the recipients of the 50,000,000 shares included such non-owners as Christian Tedrow (2,500,000 shares), Tyler Tedrow (2,500,000 shares), Sterling (2,500,000 shares), Am-Pac (2,500,000 shares), and non-management employees of Volt LLC. Martin and the Tedrows knew the identity and relationship of the holders of the 50,000,00 shares.

71. Martin and the Tedrows also knew that the Super 8-K failed to disclose them as beneficial owners of greater than 5% of Mainstream stock.

72. Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow knew that the Super 8-K also misrepresented that the change-of-control transaction had just closed (when it, in fact, closed months earlier –in October 2012), and omitted from the discussions of new management the fact that Volt LLC's undisclosed control person, a convicted securities felon, controlled Volt LLC (and would control Mainstream). Martin and the Tedrows knew the control and criminal history of Volt LLC's undisclosed control person.

F. Martin Directs the Issuance of Millions of Purportedly Unrestricted Shares

73. Aalders, CEO and VP—Martin's straw directors–remained in place until at least February 19, 2013, while the 50,000,000 shares issued in the change-of-control transaction remained restricted. During this time, Martin directed Aalders to forge a series of Board resolutions for the issuance of millions of new Mainstream shares. These resolutions

stated that the directors (Aalders, VP, and CEO) had conducted meetings in late January 2013 and voted unanimously to approve the issuances. However, the directors had not attended any such meetings, had not made any vote, and VP and CEO had no knowledge of the resolutions. Moreover, VP and CEO did not consent to having images of their signatures be placed on these resolutions.

74. These resolutions included one dated January 24, 2013, for the issuance of 1,908,130 shares upon the purported conversion of approximately $190,813 in debt "over one year old" owed to Martin and his entities in promissory notes. However, Martin knew that notes worth only a fraction of that amount had a convertible feature.

75. The recipients of these shares included Beaufort Capital, whose owner and manager, Marino, directly solicited Martin in both November 2011 and January 2013 to purchase unrestricted Mainstream shares. In February 2013, Marino signed a stock purchase agreement for the purchase of Mainstream shares from Forbes Ltd. However, Marino knew that the transferred shares derived from shares in the name of Martin per a stock certificate furnished to him by Martin. Marino also knew that Martin was the president of Forbes Ltd. per the express terms of the stock purchase agreement.

76. Beaufort Capital paid Forbes Ltd. $85,000 for Mainstream shares at a 64% discount from the prevailing market price. Marino executed the $85,000 wire transfer specifying that the payment was a "transfer to Jeff Martin."

77. Marino also received excerpts of Mainstream's most recent periodic report from Martin (via Aalders) prior to the stock purchase. Those excerpts repeatedly identified Martin as the "principal shareholder," "majority shareholder" and "the controlling

shareholder of the Company who owns 73% of its shares." Marino failed to review any other periodic reports of Mainstream, including all periodic reports filed up to May 15, 2012 in which Mainstream identified itself as a "shell company."

78. Nonetheless, in or about February 2013, Marino obtained a legal opinion letter misstating that Martin or Forbes Ltd. was not an "affiliate" of Mainstream and Mainstream was not a "shell company." On or about February 23, 2013, Marino also emailed Martin with concerns about the amount of sales of Mainstream stock in the prior week. Martin emailed Marino back that "you are the only block outside of our group." Beaufort Capital then immediately sold all of its shares in consecutive trading days in March 2013 for almost double what it had paid the previous month.

79. Martin directed a separate forged Board resolution dated January 23, 2013, for the issuance 240,000 shares to Mainstream's accountant for "the total amount of debt owed to [the accountant] as of this date by [Mainstream]" for professional services "over one year old." Martin knew that the accountant's services ran to the present and any debt or invoice for those services never had a convertible feature.

80. From August 2012 to January 2013, Martin also amassed at least 491,000 purportedly unrestricted shares through false stock purchase agreements with the friends and family who were the nominee shareholders in the Form S-1. For example, Martin (either personally or through Forbes Ltd.) purportedly entered into stock purchase agreements with VP, Aalders, Martin's daughter, Martin's grandchildren, Aalders' children, and Aalders' grandchildren in whose names Martin had previously put shares and registered in the Form S-1. Those stock purchase agreements misrepresented that Martin or his entities paid

consideration for the shares. For example, Martin directed Aalders to sign a stock purchase agreement stating that she was paid $91,500 for her shares, to fill out a check in that amount, but not to deposit it.

81. In January and February 2013, Martin also made misrepresentations to a transfer agent to remove the restrictive legends from stock certificates for the shares issued in the Board resolutions dated January 2013 and Martin transfers from August 2012 to January 2013. For example, by email dated January 31, 2013, Aalders sent the transfer agent the purported Board resolution for the issuance of 1,908,130 shares based on the purported conversion of debt. Aalders sent the transfer agent multiple versions of the Board resolution (all backdated) because "Jeff [Martin] wants it divided more." Ultimately, Aalders instructed the transfer agent to divide the shares among Martin's business associate, Martin's accountant, Martin, and herself. The transfer agent issued unlegended certificates for those shares per Aalders' instructions.

82. Also, by email dated February 11, 2013, Aalders instructed the transfer agent to divide one of Martin's 200,000 stock certificates into certificates for Beaufort Capital and others, and told the transfer agent "make sure there is no legend on them. They are free trading."

83. By email dated February 22, 2013, Aalders—at Martin's direction—sent the transfer agent three "non-affiliate" letters pertaining to 1,697,500 shares in the name of Forbes Ltd., 183,000 shares in the name of Forbes Ltd., and 300,000 shares in the name of VP. Each letter stated that the shareholder (Forbes Ltd. or VP) had not been an "affiliate" of Mainstream in the previous three months. Martin knew these statements were false based on

his and VP's roles in Mainstream. Also, Aalders used VP's signature stamp on the letter without his knowledge or consent.

84. Further, on February 26, 2013, Aalders—again at Martin's direction—told the transfer agent that the shares subject to Martin's false stock purchase agreements with friends and family "are all from the [Form S-1] so no legend." Martin knew the Form S-1 was a sham offering and that he controlled both the shares and Mainstream.

85. Based on Martin's false misrepresentations, the transfer agent issued stock certificates to or for Martin, his controlled entities, and his transferees that bore no restrictive legend, thereby enabling them to sell the stock to the public while avoiding applicable registration requirements and trading restrictions.

G. Defendants Deposit Shares with Brokers Based on False Representations

86. Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow (via Sterling) then deposited their Mainstream shares with broker-dealers based on false representations with respect to their acquisition of the shares, consideration paid for the shares, their investment intent, the shell status of Mainstream, their possession of material nonpublic information, the number of other Mainstream shares under their ownership or control, and their affiliate status.

87. For example, on or about August 13, 2012, Thomas Tedrow prepared and submitted securities deposit forms for 110,000 shares in his name misrepresenting that he had just acquired the shares from Sterling for consideration, Mainstream was not a "shell company," and that neither he nor any member of his immediate family owned more than 5% of Mainstream stock. That same day, Tyler Tedrow signed securities deposit forms for

shares in the name of Sterling with similar misrepresentations with respect to the manner of acquisition and "shell company" status of Mainstream. Thomas Tedrow and Tyler Tedrow attached excerpts from the false Form S-1 to the securities deposit forms.

88. To support these false deposit forms, Thomas Tedrow and Tyler Tedrow created and signed sham stock purchase agreements between Thomas Tedrow and entities under his control falsely stating that consideration was paid. By email dated December 11, 2012, the broker-dealer requested proof of the payment in the course of Thomas Tedrow and Tyler Tedrow's attempt to deposit shares in the name of Sterling. Thomas Tedrow and Tyler Tedrow falsely responded to the broker-dealer by signing and backdating checks that they knew were never deposited. By email dated December 12, 2012, Tyler Tedrow transmitted copies of these checks to the broker-dealer, which accepted the shares in the name of Thomas Tedrow and Sterling for deposit. Thomas Tedrow then sold all of these shares from January to March 2013 as part of the pump-and-dump described in paragraphs 91 to 102 of this Complaint.

89. Martin deposited at least some of the shares amassed from August 2012 to January 2013 with a broker-dealer for trading in the open market. For example, on January 24, 2013, Martin signed various deposit request forms with respect to the 292,000 shares purportedly purchased from VP by Forbes Ltd. Martin made a number of misrepresentations in these forms, including that: (1) Mainstream was not a "shell company" in the past year (whereas Martin knew that Mainstream had been a "shell company" throughout that time); (2) Forbes Ltd. (i.e. Martin) only controlled 1,697,500 other Mainstream shares (whereas Martin knew that he controlled far more shares); (3) Forbes Ltd. had never been an affiliate,

control person or 5% owner of Mainstream (whereas Martin knew that he had always been an affiliate, control person and 5% owner); and (4) Forbes Ltd. had no intention of selling other Mainstream shares (whereas Martin knew that he intended to sell shares in his own name and in the name of persons and entities he controlled). The broker-dealer accepted the deposit of these shares.

90. Martin continued to deposit Mainstream shares later in 2013. For example, on August 21, 2013, Martin deposited 600,000 shares claiming the availability of the Rule 144 safe harbor based in part on false representation letters he drafted and signed on or about November 1, 2012 that he was not an "affiliate" of Mainstream.

91. Martin, Thomas Tedrow, Christian Tedrow, Tyler Tedrow (via Sterling), and Beaufort Capital also knowingly submitted sham legal opinion letters to broker-dealers that were false and misleading in stating that their shares were unrestricted. Specifically, the opinion letters misstated that Mainstream was not a "shell company" and/or the shares had not been purchased from or currently owned by an "affiliate" based on misrepresentations from Martin and the named shareholder.

92. Martin, Thomas Tedrow, Christian Tedrow, Tyler Tedrow (via Sterling), and Beaufort Capital knew that these opinion letters were necessary to deposit the shares and make them eligible for public trading.

H. Thomas Tedrow and Martin Hire a Stock Promoter and Orchestrate a "Pump and Dump"

93. By January 2013, Martin and Thomas Tedrow had used the sham Form S-1 offering and the veneer of Mainstream's seemingly legitimate business operations to obtain regulatory clearance for Mainstream's stock to be quoted for public trading, and consolidated

control over millions of Mainstream shares through sham issuances to and transfers from related persons and entities.

94. These actions positioned Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow to implement the next step in their fraudulent scheme – to "pump" the price and trading volume of Mainstream stock using false press releases and a stock promoter, so that they could "dump" their Mainstream stock on unsuspecting investors.

95. With millions of purportedly unrestricted shares in hand, Martin and Thomas Tedrow hired a stock promoter to create volume and shareholders for Mainstream stock. In May 2012, Thomas Tedrow contacted the stock promoter about working on Mainstream stock, and specifically inquired whether the promoter would accept payments from "third parties . . . either one of my companies or one that I have worked with for many years."

96. On November 25, 2012, Thomas Tedrow told the stock promoter that "we are on day-to-day notice for DTC and want 1st Qt 2013 to be launch." In December 2012, Thomas Tedrow sent the principal of the stock promoter a 47-page report on Mainstream: "Review it and I think you'll see that the company that I've helped reorganize and baby along for the past 14 months should come out of the box nicely beginning at $1.00 per share." The report touted non-existent contracts and lines of business of Volt LLC, attributed contracts to Mainstream that belonged to Volt LLC, and failed to disclose the undisclosed control person of Volt LLC.

97. Thomas Tedrow repeatedly updated his accountant and the stock promoter on the status of DTC eligibility, and his plan for public trading to start immediately thereafter. For example, by email dated November 5, 2012, Thomas Tedrow told his accountant that the

"Price going out of the box is $1.00." On November 16, 2012, Thomas Tedrow updated his accountant (and copied Christian Tedrow) that he wanted to "begin an active trading program in January for the entire 2013." On January 15, 2013, Thomas Tedrow told his accountant that "Order to buy 50,000 shares at $1 went in. Am working with [broker] to be able to show trade so that when DTC comes effective, we will have reasonable bid ask."

98. Martin and Thomas Tedrow orchestrated trades with the stock promoter from January 2013 into at least March 2013. According to Martin, the stock promoter "would place a bid and they would tell me that the bid's there, then I would go and sell the stock."

99. For example, on January 24, 2013, Thomas Tedrow asked Martin to communicate with the stock promoter, who was "looking for stability and direction." That same day, Thomas Tedrow emailed the stock promoter that "[Martin] wants us to email him [your] needs etc so things move along." On January 25, 2013, Thomas Tedrow emailed Martin that "your very deposit should be good today to fill orders backing up," and asked Martin whether an already-drafted press release announcing the change of control (which had happened in September 2012) should be released that day.

100. Martin and Thomas Tedrow orchestrated trades with the stock promoter's associates and subcontractors in advance in order to drive up the price and volume of Mainstream stock to give the semblance of an active trading market. From January 22 through March 2013, Martin and Thomas Tedrow frequently sold shares on the same day, at the same price, and at the same time to customers cold-called by the stock promoter, or to associates or subcontractors of the stock promoter who in turn sold some of the shares to the public. On at least three occasions, Martin placed limit orders shortly after telephone calls

with the stock promoter for matched trades with the stock promoter's associates. Many of these trades predated the filing of the Super 8-K which Thomas Tedrow was purposefully holding back pending Mainstream's DTC application.

101. The stock promoter requested both Martin and Thomas Tedrow to compensate it by wiring specific amounts of funds derived from certain of their sales of Mainstream shares. For example, on March 15, 2013, Aalders responded to the stock promoter's request for funds: "I just checked and [a $20,000 wire from the brokerage account holding only Mainstream shares] hit. I will be wiring you $12,000."

102. Martin and Thomas Tedrow wired approximately 43% of their total sales proceeds to the stock promoter in or about February-March 2013. Martin and Thomas Tedrow agreed to pay the stock promoter in such large amounts because they understood that the increasing volume and number of shareholders were necessary for the pump, and had to compensate the stock promoter's associates for the matched trades. Rather than pay the stock promoter directly, Thomas Tedrow transferred at least $54,650 to a bank account in the name of Forbes LLLP for the specific purpose of paying the stock promoter.

103. During the time of Martin and Thomas Tedrow's payments to the stock promoter and orchestrated trades, Mainstream stock rose from $1.00 on January 22, 2013, to $2.45 on March 15, 2013, before plummeting to $0.50 within a few days on March 20, 2013.

104. Martin subsequently hired the stock promoter for other issuers because the promoter "did such a bang-up job" with Mainstream.

I. Thomas Tedrow Enlists Christian Tedrow to Draft False Press Releases

105. As early as November 6, 2012, Thomas Tedrow directed Christian Tedrow to lead a press release campaign "to drive [Mainstream] stock to $6 by the end of 2013 and 2014 will be a real blow out year," at a time when neither Thomas Tedrow nor Christian Tedrow knew the actual or potential financial performance of the solar operations that might eventually be attributable to Mainstream. Thomas Tedrow specified that Christian Tedrow would be in charge of Mainstream's account with the news service to be issuing the press releases.

106. Christian Tedrow drafted and directed the issuance of a series of press releases containing false or misleading statements about the change-of-control transaction and new management. For example, by email dated January 25, 2013, Christian Tedrow ordered the submission of the press release "announcing the closing of the [Letter of Intent]" to PR Newswire. The Tedrows coordinated the press release campaign with the trading that Martin and Thomas Tedrow orchestrated with the stock promoter. Specifically, the first press release was issued on January 25, 2013, just after the first sales of Mainstream stock in the open market (by Thomas Tedrow to investors cold-called by the stock promoter).

107. Like the Super 8-K, these press releases, including the following ones during the pump-and-dump in January-March 2013, misrepresented the status of Volt LLC's audit, the identity and relationship of the holders of the 50,000,000 shares, the timing of the change of control, and the management of Volt LLC:

Date	Title	Statement(s)	False or Misleading Nature
January 25, 2013	Mainstream Entertainment, Inc. Closes	Mainstream "has closed a Letter of Intent (LOI) with First Power and Light,	The LOI was closed in September 2012.

Date	Title	Statement(s)	False or Misleading Nature
	Letter of Intent with First Power and Light, LLC	LLC, a commercial, large residential, and Federal Government solar installation company. The terms of the closed LOI are that the shareholders of First Power are becoming the majority shareholders of Mainstream."	The solar operations of the LLC were not becoming part of Mainstream until completion of a non-existent audit. The shareholders of First Power were not becoming the majority shareholders of Mainstream.
February 8, 2013	Mainstream Entertainment Announces Plan to Expand Business Focus, Change Corporate Address and Appoint New Management	Mainstream "intends to expand its business focus to include the sales and installation of . . . solar systems." Three people listed as "New and anticipated management"	Mainstream had no existing business focus, and the inclusion of solar operations depended on the non-existent audit of Volt LLC. Undisclosed control person of Volt LLC not listed.
March 1, 2013	First Power and Light Signs Major Solar Contracts as Mainstream Moves to Acquire Them	"[Mainstream] stands to benefit from . . . the first of an anticipated eight contract, $2.2 million deal that will be part of Mainstream's acquisition agreement and name change to First Power and Light, Inc., pending audit." "First Power is a fast-growth solar installation firm that will bring a banner year for Mainstream." "Once the acquisition agreement is signed off, Mainstream will be able to take on solar projects . . . ."	The eight contract deal did not exist. There was no "pending audit" of Volt LLC. Volt LLC's operations would not be part of Mainstream until completion of an audit, which had not even commenced. The acquisition agreement had already been executed.

Date	Title	Statement(s)	False or Misleading Nature
March 6, 2013	Mainstream Acquisition of First Power Includes Florida and Illinois Sales Operations	"Mainstream's upcoming, pending asset acquisition of solar installation company, First Power and Light, will include their expanding sales network with offices opening in Miami and Chicago. Upon completion and acceptance of FPL's audit, the Asset Purchase will be completed . . . ." "Our Bridgeport, PA office covers the Northeast corridor and is projecting over $20 Million in sales for 2013."	Mainstream's asset acquisition was not "upcoming" because it depended on an audit that had not even started. Volt LLC did not have offices opening in Chicago and Miami. There was no projection of over $20 Million in sales for 2013.
March 26, 2013	Mainstream Moves to Finalize Acquisition as First Power and Light Signs $400,000 Solar Contract	"Mainstream Entertainment, Inc. announced that First Power recently signed a $400,000 commercial solar installation contract. It is the first of an anticipated four contract deal that will be a part of Mainstream's acquisition agreement and name change to First Power and Light, Inc., pending audit." "With construction started on our new project and three more contracts in the pipeline, we believe First Power and Mainstream are well on their way for a very successful year ahead."	Mainstream was not "mov[ing] to finalize" the asset acquisition because the required audit had not even started. The four contract deal did not exist. An audit had not even started. Mainstream was not "well on their way for a successful year ahead" absent the required audit, which had not and could not even begin.

108. Christian Tedrow drafted Volt Inc. press releases until at least March 2014 and was aware of each of these misrepresentations, including that Volt LLC was managed by the undisclosed control person and was nowhere near auditable (and therefore none of the purported business operations, even if true, could be attributable to Mainstream), and that persons other than Volt LLC's owners (including the Tedrows themselves) acquired large portions of the 50,000,000 shares. By email dated February 8, 2013, Christian Tedrow told the bookkeeper "there is no impending audit," while at the same time sending her links to filings and press releases that Christian Tedrow had drafted suggesting the audit (and acquisition of the touted solar operations) was pending.

109. In fact, Thomas Tedrow knew that the audit was still not complete in March 2014. On March 17, 2014, Thomas Tedrow wrote to the undisclosed control person of Volt LLC that they "need the audit done or the rest doesn't work." On March 18, 2014, Thomas Tedrow told his accountant that the Volt LLC audit was at least "four to five weeks away." Nonetheless, Christian Tedrow drafted another press release dated March 25, 2014, misstating that Volt Inc. intended to open regional offices in Miami and other places (despite the March 6, 2013 press release touting the opening of a Miami office), and "is in the process of completing its acquisition of [Volt] LLC . . . upon completion of [Volt] LLC's audit."

J. Martin and the Tedrows Fail to Report Their Ownership of Mainstream Stock

110. On February 17, 2012, Martin filed a Schedule 13D falsely reporting that he beneficially owned 1,697,500 shares of Mainstream stock. Martin failed to file any amendments to his Schedule 13D or any other document with the Commission to accurately report his beneficial ownership of Mainstream stock.

111. Thomas Tedrow, Christian Tedrow, Tyler Tedrow and Sterling never filed any document with the Commission to report their beneficial ownership of Mainstream stock.

112. Thomas Tedrow was originally allocated 10,000,000 of the 50,000,000 shares of stock as his compensation for arranging the change-of-control transaction between Mainstream and Volt LLC, but gave Martin 2,500,000 of those shares (and split the remainder in name among Christian Tedrow, Tyler Tedrow, and Sterling).

113. Martin initially put these 2,500,000 shares in the name of Am-Pac, which he controlled. On February 13-14, 2013, Martin disputed the reporting of his beneficial ownership of greater than 10% of Mainstream stock in a draft Form 10-Q for the quarter ended December 31, 2012, where his ownership was calculated as "10.2% with him and AmPac only[,] 5.7% for him without AmPac." Using a Board resolution he forged and backdated to February 10, 2013, Martin immediately distributed 1,500,000 of the Am-Pac shares to FSC Ltd. and Forbes Ltd. because of "the percentage of ownership that may be attributed" to him.

114. On March 4, 2013, Martin misrepresented to the transfer agent that "I am the president of Forbes [Ltd.] and FSC [Ltd.], but I am not the beneficial owner of these companies. . . . If it is a problem I will transfer the appropriate amount of shares to another unaffiliated party. . . . I am willing to do anything needed to avoid restricting them."

115. At all material times, Martin was the sole officer and director of – and had full trading and transfer authority over the securities held by – Forbes Ltd. and FSC Ltd. Martin also primarily benefited from the stock sales in the names of Forbes Ltd. and FSC Ltd. by distributing the proceeds to bank accounts he controlled in the names of Forbes LLLP and

FSC LLC (both of which he entirely owned) and then to himself and other entities under his control.

116. Thomas Tedrow was also "very concerned" that he was named as a beneficial owner in the same draft Form 10-Q for the quarter ended December 31, 2012. Thomas Tedrow had divided his 7,500,000 shares (at a time when he owned more than 10% of Mainstream shares) evenly among Christian Tedrow, Tyler Tedrow and Sterling (which Thomas Tedrow controlled), but all three Tedrows acquired and possessed those shares in concerted fashion. For example, on June 24, 2013, Tyler Tedrow transferred the 2,500,000 shares in his name to Sterling without consideration, despite the fact that he owned only a minority interest in Sterling and the shares were then worth $475,000 on the open market. Also, Christian Tedrow simultaneously opened an account at the same broker as Sterling and these two accounts had repeatedly coordinated sales of Mainstream shares from August 2013 to May 2014.

117. Thomas Tedrow took similar steps to attempt to hide his control of Sterling. For example, in or about May 2013, Sterling filed amended articles of organization (signed by Tyler Tedrow) for Tyler Tedrow to replace Thomas Tedrow as the manager of Sterling. Moreover, in 2013, Thomas Tedrow purportedly transferred his 70% financial interest in Sterling to a dissolved Florida corporation for which his wife was the sole officer.

118. Thomas Tedrow was successful in deleting the "beneficial owner" reference from the Form 10-Q by convincing auditors that the shares in Christian Tedrow, Tyler Tedrow, and Sterling's names should not be attributed to him based in part on his failing to disclose the Tedrows' common intent for the shares.

K. The Tedrows Sell Mainstream Shares as a Group

119. The Tedrows acquired the 7,500,000 shares from Mainstream with a view to distribute them. For example, once the purported holding period on their restricted shares expired, the Tedrows simultaneously opened two brokerage accounts in the names of Christian Tedrow and Sterling at the same broker-dealer to deposit their 7,500,000 shares.

120. For example, on June 25, 2013, Christian Tedrow signed customer representations to the broker-dealer, misrepresenting such facts as: (1) he was not, and would not be, coordinating sales of Mainstream stock with anyone else, despite opening this brokerage account to coordinate sales of Mainstream stock with the Sterling account; (2) he did not possess any material, non-public information about Mainstream, despite knowing all of the false statements made in Mainstream's Commission filings and press releases; (3) his proposed sale of the stock was not part of a plan to violate or evade any law, despite his knowledge of the Tedrows' plan to avoid disclosing their beneficial ownership of Mainstream shares; and (4) he had obtained a legal opinion letter as to Mainstream's "non-shell" status, despite knowing that Mainstream was and had been a shell company at all relevant times.

121. The broker first rejected the deposits because, as Thomas Tedrow told Martin by email dated July 3, 2013, Mainstream was "again classified as shell, which can/will be cleared up." To that specific end, the Tedrows procured a second set of legal opinion letters that simply added a paragraph opining that Mainstream was not a "shell company" because in part it "is operational" (while the Tedrows knew that all purported solar operations were

still conducted out of Volt LLC and not Volt Inc.). Based on these opinion letters, the broker-dealer accepted the shares in the names of Christian Tedrow and Sterling for deposit.

122. The Tedrows knew at all material times that Mainstream (and then Volt Inc.) was a "shell company." Thomas Tedrow repeatedly referred to Mainstream as a "shell" or "vehicle." In November 2011, Thomas Tedrow sent a prospective buyer a term sheet for the "Mainstream vehicle." On November 19, 2012, Thomas Tedrow told the transfer agent "I brought in the company that is going to merge with Mainstream Entertainment (Jeff Martin's shell)." On January 8, 2013, Thomas Tedrow told the undisclosed control person of Volt LLC that Mainstream was "the shell" he arranged for Volt LLC to purchase. On May 2, 2013, Thomas Tedrow referred to the "shell purchase" by Volt LLC.

123. Christian Tedrow and Tyler Tedrow knew that Mainstream was available for sale as a public vehicle as early as July 2011, when Mainstream was presented to them as merger candidate for an entity for which they were named officers. Moreover, between June 28 and July 10, 2012, Christian Tedrow repeatedly described Mainstream as a "vehicle" to a bookkeeper. Christian Tedrow and Tyler Tedrow also were aware of the absence of assets and operations per their preparation of the Super 8-K.

124. The Tedrows also knew that the purported operations of Volt LLC never became part of Mainstream or Volt Inc., and that Mainstream and Volt Inc. had no independent solar-related operations.

125. After they successfully deposited their shares in the brokerage accounts in the names of Christian Tedrow and Sterling (which allowed them to sell them as unrestricted shares), the Tedrows then sold Mainstream/Volt Inc. shares as a group across the two

accounts. Specifically, between approximately August 12, 2013 and May 19, 2014, there were 83 trading days on which Mainstream/Volt Inc. shares were sold in proportional amounts from the two accounts.

126. Tyler Tedrow communicated the sales orders on behalf of both Sterling and Christian Tedrow to the broker-dealer beginning in August 2013 and continuing into 2014. Thomas Tedrow, Christian Tedrow, and Tyler Tedrow later received, directly or indirectly, some of the sale proceeds.

127. Some of the sales in the Christian Tedrow and Sterling accounts were made to investors cold-called by the stock promoter and associates of the undisclosed control person of Volt LLC. For example, from August 2, 2013 through April 30, 2014, shares in the Sterling and Christian Tedrow accounts were sold on the same day as sales in accounts in the name of Volt LLC associates on at least 81 trading days, and on the same day as purchases in accounts in the name of Volt LLC associates or investors cold-called by the stock promoter on at least 78 trading days.

128. Martin and the Tedrows, both personally and through controlled entities, continued to sell Mainstream and Volt Inc. stock in the open market after the pump-and-dump until May 2014.

129. No registration statement was filed and in effect for these sales, and these sales were not otherwise exempt from registration. Because Mainstream and Volt Inc. remained a shell company at all times (and for other reasons), the Rule 144 safe harbor was not available for any of the sales executed by the Defendants and Relief Defendants.

130. Each false and misleading statement and omission alleged in this Complaint is material because a reasonable investor would have wanted to know the truth behind the misstatements and omissions. Of particular interest to Mainstream and Volt Inc.'s investors would have been the facts that all of Mainstream's purported business operations were fabricated, that the control person had control over most of the public float, that someone other than Volt Inc.'s nominee management exerted control over the company, and that the purported solar business was nowhere near becoming part of the company, which otherwise would remain an empty shell.

COUNT I

Violations of Section 17(a)(1) of the Securities Act

(Against Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow)

131. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

132. From no later than January 2009 through May 2014, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly knowingly or recklessly employed any device, scheme or artifice to defraud.

133. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow violated, and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1).

COUNT II

Violations of Section 17(a)(2) of the Securities Act

(Against Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow)

134. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

135. From no later than January 2009 through May 2014, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly negligently obtained money or property by means of untrue statements of material facts or omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading.

136. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow violated, and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(2) of the Securities Act, 15 U.S.C. § 77q(a)(2).

COUNT III

Violations of Section 17(a)(3) of the Securities Act

(Against Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow)

137. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

138. From no later than January 2009 through May 2014, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of

the mails, directly or indirectly negligently engaged in transactions, practices and courses of business which operated or would have operated as a fraud or deceit upon the purchasers and prospective purchasers of such securities.

139. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow violated, and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(3).

COUNT IV

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

(Against Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow)

140. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

141. From no later than July 2011 through May 2014, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly employed any device, scheme or artifice to defraud in connection with the purchase or sale of any security.

142. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow violated, and, unless enjoined, are reasonably likely to continue to violate, Section 10(b) and Rule 10b-5(a) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(a).

COUNT V

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

(Against Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow)

143. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

144. From no later than July 2011 through May 2014, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow, directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly made untrue statements of material facts and 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 connection with the purchase or sale of any security.

145. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow violated, and, unless enjoined, are reasonably likely to continue to violate, Section 10(b) and Rule 10b-5(b) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(b).

COUNT VI

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

(Against Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow)

146. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

147. From no later than July 2011 through May 2014, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow directly and indirectly, by use of any means or

instrumentality of interstate commerce, or of the mails, knowingly or recklessly engaged in acts, practices and courses of business which operated or would have operated as a fraud or deceit upon any person in connection with the purchase or sale of any security.

148. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow violated, and, unless enjoined, are reasonably likely to continue to violate, Section 10(b) and Rule 10b-5(c) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(c).

COUNT VII

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

(Against Christian Tedrow and Tyler Tedrow)

149. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

150. From no later than January 2009 through March 2014, Martin and Thomas Tedrow, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly knowingly or recklessly employed any device, scheme or artifice to defraud, and by reason of the foregoing, violated Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1).

151. From at least as early as July 2011 through March 2014, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Martin and Thomas Tedrow's violations of Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1), and are deemed to be in violation of this provision to the same extent as Martin and Thomas Tedrow.

152. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1).

COUNT VIII

Aiding and Abetting Violations of Section 17(a)(2) of the Securities Act

(Against Christian Tedrow and Tyler Tedrow)

153. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

154. From no later than January 2009 through March 2014, Martin and Thomas Tedrow, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly negligently obtained money or property by means of untrue statements of material facts or omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading, and by reason of the foregoing, violated Section 17(a)(2) of the Securities Act, 15 U.S.C. § 77q(a)(2).

155. From at least as early as July 2011 through March 2014, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Martin and Thomas Tedrow's violations of Section 17(a)(2) of the Securities Act, 15 U.S.C. § 77q(a)(2), and are deemed to be in violation of this provision to the same extent as Martin and Thomas Tedrow.

156. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 17(a)(2) of the Securities Act, 15 U.S.C. § 77q(a)(2).

COUNT IX

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

(Against Christian Tedrow and Tyler Tedrow)

157. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

158. From no later than January 2009 through March 2014, Martin and Thomas Tedrow, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly negligently engaged in transactions, practices and courses of business which operated or would have operated as a fraud or deceit upon the purchasers and prospective purchasers of such securities, and by reason of the foregoing, violated Section 17(a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(3).

159. From at least as early as July 2011 through March 2014, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Martin and Thomas Tedrow's violations of Section 17(a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(3), and are deemed to be in violation of this provision to the same extent as Martin and Thomas Tedrow.

160. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 17(a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(3).

COUNT X

Aiding and Abetting Violations of

Section 10(b) and Rule 10b-5(a) of the Exchange Act

(Against Christian Tedrow and Tyler Tedrow)

161. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

162. From no later than July 2011 through March 2014, Martin and Thomas Tedrow directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly employed any device, scheme or artifice to defraud in connection with the purchase or sale of any security, and by reason of the foregoing, violated Section 10(b) and Rule 10b-5(a) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(a).

163. From no later than July 2011 through March 2014, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Martin and Thomas Tedrow's violations of Section 10(b) and Rule 10b-5(a) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(a), and are deemed to be in violation of these provisions to the same extent as Martin and Thomas Tedrow.

164. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 10(b) and Rule 10b-5(a) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(a).

COUNT XI

Aiding and Abetting Violations of

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

(Against Christian Tedrow and Tyler Tedrow)

165. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

166. From no later than July 2011 through March 2014, Martin and Thomas Tedrow directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly made untrue statements of material facts and 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 connection with the purchase or sale of any security, and by reason of the foregoing, violated Section 10(b) and Rule 10b-5(b) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(b).

167. From no later than July 2011 through March 2014, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Martin and Thomas Tedrow's violations of Section 10(b) and Rule 10b-5(b) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(b), and are deemed to be in violation of these provisions to the same extent as Martin and Thomas Tedrow.

168. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 10(b) and Rule 10b-5(b) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(b).

COUNT XII

Aiding and Abetting Violations of

Section 10(b) and Rule 10b-5(c) of the Exchange Act

(Against Christian Tedrow and Tyler Tedrow)

169. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

170. From no later than July 2011 through March 2014, Martin and Thomas Tedrow directly and indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly engaged in acts, practices and courses of business which operated or would have operated as a fraud or deceit upon any person in connection with the purchase or sale of any security, and by reason of the foregoing, violated Section 10(b) and Rule 10b-5(c) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(c).

171. From no later than July 2011 through March 2014, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Martin and Thomas Tedrow's violations of Section 10(b) and Rule 10b-5(c) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(c), and are deemed to be in violation of these provisions to the same extent as Martin and Thomas Tedrow.

172. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 10(b) and Rule 10b-5(c) of the Exchange Act, 15 U.S.C. § 78j(b), and 17 C.F.R. § 240.10b-5(c).

COUNT XIII

Violations of Section 9(a)(1) of the Exchange Act

(Against Martin and Thomas Tedrow)

173. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

174. From no later than January 2013 through March 2013, Martin and Thomas Tedrow, directly or indirectly, by the use of the mails or any means or instrumentality of interstate commerce, or of any facility of any national securities exchange, or for any member of a national securities exchange, entered an order or orders for the sale of a security registered on a national securities exchange, for the purpose of creating a false or misleading appearance of active trading in a security other than a government security, with the knowledge that an order or orders of substantially the same size, at substantially the same time, and at substantially the same price, for the purchase of such security, has been or will be entered by or for the same or different parties.

175. By reason of the foregoing, Martin and Thomas Tedrow violated Sections 9(a)(1) of the Exchange Act, 15 U.S.C. § 78i(a)(1).

COUNT XIV

Violations of Sections 5(a) and 5(c) of the Securities Act

(Against All Defendants)

176. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

177. Defendants, directly or indirectly, have made use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities, when no registration statement was in effect with the Commission as to such securities, and have made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell such securities when no registration statement had been filed with the Commission as to such securities.

178. There were no applicable exemptions from registration

179. By reason of the foregoing, Defendants violated, and unless restrained and enjoined will in the future violate Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. § 77e(a), (c).

COUNT XV

Violations of Section 13(d) and Rules 13d-1 and 13d-2 of the Exchange Act

(Against Martin)

180. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

181. Pursuant to Exchange Act Section 13(d) and Rules 13d-1 and 13d-2 thereunder, persons who are directly or indirectly the beneficial owners of more than 5% of the outstanding shares of a class of voting equity securities registered under the Exchange Act are required to file a Schedule 13D within ten days of the date on which their ownership exceeds five percent, and to notify the issuer and the Commission of any material increases or decreases in the percentage of beneficial ownership by filing an amended Schedule 13D. The Schedule 13D filing requirement applies both to

individuals and to two or more persons who act as a group for the purpose of acquiring, holding, or disposing of securities of an issuer.

182. In addition to the Mainstream shares that Martin held in his own name, Martin was also a beneficial owner of the Mainstream shares held in the names of Am-Pac, Forbes Ltd., FSC Ltd. and others as a result of the voting and investment authority that he, as set forth more fully above, held over those Mainstream shares. As such, Martin beneficially owned, directly and indirectly, more than 5 percent of Mainstream's shares beginning in October 2012.

183. Defendant Martin, after acquiring directly or indirectly the beneficial ownership of more than 5% of Mainstream stock, a class of equity securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], failed to file with the Commission a statement containing the information required by Schedule 13D [17 C.F.R. § 240.13d-101] and, after disposing of beneficial ownership of securities in an amount equal to 1% or more of the class of securities, failed to file with the Commission an amendment disclosing this material change.

184. By reason of the foregoing, Martin has violated, and unless restrained and enjoined will in the future violate Section 13(d), 15 U.S.C. § 78m(d), and Rules 13d-1 and 13d-2 of the Exchange Act, 17 C.F.R. §§ 240.13d-1 and 240.13d-2.

COUNT XVI

Violations of Section 13(d) and Rules 13d-1 of the Exchange Act

(Against Thomas Tedrow, Christian Tedrow, and Tyler Tedrow)

185. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

186. Pursuant to Exchange Act Section 13(d) and Rule 13d-1 thereunder, persons who are directly or indirectly the beneficial owners of more than 5% of the outstanding shares of a class of voting equity securities registered under the Exchange Act are required to file a Schedule 13D within ten days of the date on which their ownership exceeds five percent. The Schedule 13D filing requirement applies both to individuals and to two or more persons who act as a group for the purpose of acquiring, holding, or disposing of securities of an issuer.

187. Thomas Tedrow, Christian Tedrow, and Tyler Tedrow were beneficial owners of more than 5 percent of Mainstream's shares beginning in October 2012. In addition to the Mainstream securities that Thomas Tedrow, Christian Tedrow and Tyler Tedrow each held in his own name, Thomas Tedrow and Tyler Tedrow were each also a beneficial owner of the Mainstream securities held in the name of Sterling, as a result of the voting and investment authority that each held over those Mainstream securities.

188. Thomas Tedrow, Christian Tedrow, Tyler Tedrow, and Sterling were sufficiently interrelated that they constituted a group for the purposes of Exchange Act Section 13(d) and the Schedule 13D filing requirements.

189. Accordingly, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow were each under an obligation to file with the Commission true and accurate reports with respect to their ownership of Mainstream stock pursuant to Exchange Act Section 13(d) and Rule 13d-1 thereunder, but failed to do so.

190. By reason of the foregoing, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow violated, and, unless enjoined and restrained will continue to violate, Section 13(d) of the Exchange Act, 15 U.S.C. § 78m(d), and Rule 13d-1 thereunder, 17 C.F.R. § 240.13d-1.

COUNT XVII

Violations of Section 16(a) and Rule 16a-3 of the Exchange Act

(Against Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow)

191. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

192. Martin, Thomas Tedrow, Christian Tedrow and Tyler Tedrow, after acquiring directly or indirectly the beneficial ownership of more than 10% of a class of equity securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], failed to file with the Commission a Form 3 providing an initial statement of beneficial ownership and, after effecting transactions in the securities, failed to file with the Commission Forms 4 and 5 providing statements of changes in beneficial ownership.

193. By reason of the foregoing, Martin, Thomas Tedrow, Christian Tedrow, and Tyler Tedrow have violated, and unless restrained and enjoined will in the future violate,

Section 16(a) and Rule 16a-3 of the Exchange Act, 15 U.S.C. § 78p(a) and 17 C.F.R. § 240.16a-3.

COUNT XVIII

Violations of Section 13(b)(5) and Rule 13b2-1 of the Exchange Act

(Against Martin)

194. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

195. From no later than January 2009 through February 2013, Defendant Martin knowingly, directly or indirectly, falsified or caused to be falsified, books, records, and accounts described in Section 13(b)(2)(A) of the Exchange Act.

196. By reason of the foregoing, Martin violated, and, unless enjoined, is reasonably likely to continue to violate, Section 13(b)(5) and Rule 13b2-1 of the Exchange Act, 15 U.S.C. § 78m(b)(5) and 17 C.F.R. § 240.13b2-1.

COUNT XIX

Aiding and Abetting Violations of Section 13(b)(5) and Rule 13b2-1 of the Exchange Act

(Against Martin)

197. The Commission repeats and realleges Paragraphs 1 through 130 of its Amended Complaint.

198. From no later than January 2009 through February 2013, Aalders and Barton knowingly, directly or indirectly, falsified or caused to be falsified, books, records, and accounts described in Section 13(b)(2)(A) of the Exchange Act, and by reason of the

foregoing, violated Section 13(b)(5) and Rule 13b2-1 of the Exchange Act, 15 U.S.C. § 78m(b)(5) and 17 C.F.R. § 240.13b2-1.

199. From no later than January 2009 through February 2013, Martin knowingly or recklessly provided substantial assistance to Aalders and Barton's violations of Section 13(b)(5) and Rule 13b2-1 of the Exchange Act, 15 U.S.C. § 78m(b)(5) and 17 C.F.R. § 240.13b2-1, and is deemed to be in violation of these provisions to the same extent as Aalders and Barton.

200. By reason of the foregoing, Martin aided and abetted and, unless enjoined, is reasonably likely to continue to aid and abet, violations of Section 13(b)(5) and Rule 13b2-1 of the Exchange Act, 15 U.S.C. § 78m(b)(5) and 17 C.F.R. § 240.13b2-1.

COUNT XX

Aiding and Abetting Violations of Rule 13b2-2 of the Exchange Act

(Against Martin)

201. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

202. From no later than January 2009 through February 2013, Aalders, directly or indirectly, made or caused to be made a materially false or misleading statement, or omitted to state, or caused another person to omit to state, a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading, to an accountant in connection with an audit, review or examination of the financial statements of Mainstream required to be made, or the preparation or filing of any

document or report required to be filed with the Commission, and by reason of the foregoing, and by reason of the foregoing, violated Rule 13b2-2 of the Exchange Act, 17 C.F.R. § 240.13b2-2.

203. From no later than January 2009 through February 2013, Martin knowingly or recklessly provided substantial assistance to Aalders' violations of Rule 13b2-2 of the Exchange Act, 17 C.F.R. § 240.13b2-2, and is deemed to be in violation of this provision to the same extent as Aalders.

204. By reason of the foregoing, Martin aided and abetted and, unless enjoined, is reasonably likely to continue to aid and abet, violations of Rule 13b2-2 of the Exchange Act, 17 C.F.R. § 240.13b2-2.

COUNT XXI

Aiding and Abetting Violations of Section 13(b)(2)(A) of the Exchange Act

(Against Martin)

205. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

206. From no later than January 2009 through February 2013, Mainstream failed to make and keep books, records, and accounts in accordance with Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A), and by reason of the foregoing, violated Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A).

207. From no later than January 2009 through February 2013, Martin knowingly or recklessly provided substantial assistance to Mainstream's violations of Section 13(b)(2)(A)

of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A), and is deemed to be in violation of this provision to the same extent as Mainstream.

208. By reason of the foregoing, Martin aided and abetted and, unless enjoined, is reasonably likely to continue to aid and abet, violations of Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A).

COUNT XXII

Aiding and Abetting Violations of Section 13(a) and Rules 12b-11, 12b-20, 13a-1, 13a-11, 13a-13 and 13a-14 of the Exchange Act, and Rule 302 of Regulation S-T of the Securities Act

(Against Martin)

209. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

210. Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), requires issuers of securities registered under Section 12 of the Exchange Act, 15 U.S.C. § 78l, to file reports in conformity with the Commission's rules and regulations. Rule 13a-1 of the Exchange Act, 17 C.F.R. § 240.13a-1, requires the filing of accurate annual reports, Rule 13a-11 of the Exchange Act, 17 C.F.R. § 240.13a-1, requires the filing of accurate current reports, and Rule 13a-13 of the Exchange Act, 17 C.F.R. § 240.13a-13, requires the filing of accurate quarterly reports. Rule 12b-11 of the Exchange Act, 17 C.F.R. § 240.12b-11, and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302, require certain signatures on statements or reports filed with the Commission, including a manually signed version of documents filed by electronic means. Rule 12b-20 of the Exchange Act, 17 C.F.R. §

240.12b-20, requires an issuer to include in its annual and quarterly reports material information as may be necessary to make the required statements, in light of the circumstances in which they are made, not misleading. Rule 13a-14, 17 C.F.R. § 240.13a-14, requires the annual and quarterly reports to be accompanied by certifications signed personally by the principal executive officer and principal financial officer of the issuer.

211. From no later than February 2012 through July 2013, Mainstream had a class of securities registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, and was required to file annual, current, and quarterly reports with the Commission. Mainstream failed to comply with the required reporting provisions of the federal securities laws, and by reason of the foregoing, violated Section 13(a) and Rules 12b-11, 12b-20, 13a-1, 13a-11, 13a-13 and 13a-14 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-11, 240.12b-20, 240.13a-1, 240.13a-11, 240.13a-13 and 240.13a-14; and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302.

212. From no later than February 2012 through January 2013, Martin knowingly or recklessly provided substantial assistance to Mainstream's violations of Section 13(a) and Rules 12b-11, 12b-20, 13a-1, 13a-11, 13a-13 and 13a-14 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-11, 240.12b-20, 240.13a-1, 240.13a-11, 240.13a-13 and 240.13a-14; and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302, and is deemed to be in violation of these provisions to the same extent as Mainstream.

213. From no later than February 2012 through January 2013, Aalders served as the principal financial officer of Mainstream, which filed reports under Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a)

214. From no later than February 2012 through January 2013, Aalders signed or improperly allowed her signature to be used on, the certifications in the forms specified in the applicable exhibit filing requirements of the required reports Mainstream filed with the Commission. Aalders knew or should have known the certifications were false. By reason of the foregoing, Aalders violated Rule 13a-14 of the Exchange Act, 17 C.F.R. § 240.13a-14.

215. From no later than February 2012 through January 2013, Martin knowingly or recklessly provided substantial assistance to Aalders' violations of Rule 13a-14 of the Exchange Act, 17 C.F.R. § 240.13a-14, and is deemed to be in violation of this provision to the same extent as Aalders.

216. By reason of the foregoing, Martin aided and abetted and, unless enjoined, is reasonably likely to continue to aid and abet, violations of Section 13(a) and Rules 12b-11, 12b-20, 13a-1, 13a-13 and 13a-14 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-11, 240.12b-20, 240.13a-1, 240.13a-13 and 240.13a-14; and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302.

COUNT XXIII

Aiding and Abetting Violations of Section 15(d) and Rules 12b-11, 12b-20, 15d-1, 15d-13 and 15d-14 of the Exchange Act, and Rule 302 of Regulation S-T of the Securities Act

(Against Martin)

217. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

218. Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d), requires issuers with an effective registration statement pursuant to the Securities Act to file annual and quarterly reports in conformity with the Commission's rules and regulations. Rule 15d-1 of the Exchange Act, 17 C.F.R. § 240.15d-1, requires the filing of accurate annual reports, and Rule 15d-13 of the Exchange Act, 17 C.F.R. § 240.15d-13, requires the filing of accurate quarterly reports. Rule 12b-11 of the Exchange Act, 17 C.F.R. § 240.12b-11, and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302, require certain signatures on statements or reports filed with the Commission, including a manually signed version of documents filed by electronic means. Rule 12b-20 of the Exchange Act, 17 C.F.R. § 240.12b-20, requires an issuer to include in its annual and quarterly reports material information as may be necessary to make the required statements, in light of the circumstances in which they were made, not misleading. Rule 15d-14 of the Exchange Act, 17 C.F.R. § 240.15d-14, requires that the annual and quarterly reports be accompanied by certifications signed personally by the principal executive officer and principal financial officer of the issuer.

219. From no later than November 2011 through February 2012, Mainstream had an effective registration statement under the Securities Act and filed reports under Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d). Mainstream failed to comply with the required reporting provisions of the federal securities laws, and by reason of the foregoing, violated Section 15(d) and Rules 12b-11, 12b-20, 15d-1, 15d-13 and 15d-14 of the Exchange Act, 15 U.S.C. § 78o(d) and 17 C.F.R. §§ 240.12b-11, 240.12b-20, 240.15d-1, 240.15d-13 and 240.15d-14; and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302.

220. From no later than November 2011 through February 2012, Martin knowingly or recklessly provided substantial assistance to Mainstream's violations of Section 15(d) and Rules 12b-11, 12b-20, 15d-1, 15d-13 and 15d-14 of the Exchange Act, 15 U.S.C. § 78o(d) and 17 C.F.R. §§ 240.12b-11, 240.12b-20, 240.15d-1, 240.15d-13 and 240.15d-14; and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302, and is deemed to be in violation of these provisions to the same extent as Mainstream.

221. From no later than November 2011 through February 2012, Aalders served as the principal financial officer of Mainstream, which filed reports under Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

222. From no later than November 2011 through February 2012, Aalders signed, or improperly allowed her signature to be used on, the certifications in the forms specified in the applicable exhibit filing requirements of the required reports Mainstream filed with the Commission. Aalders knew or should have known the certifications were false. By reason of the foregoing, Aalders violated Rule 15d-14 of the Exchange Act, 17 C.F.R. § 240.15d-14.

223. From no later than November 2011 through February 2012, Martin knowingly or recklessly provided substantial assistance to Aalders' violations of Rule 15d-14 of the Exchange Act, 17 C.F.R. § 240.15d-14, and is deemed to be in violation of this provision to the same extent as Aalders.

224. By reason of the foregoing, Martin aided and abetted and, unless enjoined, is reasonably likely to continue to aid and abet, violations of Section 15(d) and Rules 12b-11, 12b-20, 15d-1, 15d-13 and 15d-14 of the Exchange Act, 15 U.S.C. § 78o(d) and 17 C.F.R. §§

240.12b-11, 240.12b-20, 240.15d-1, 240.15d-13 and 240.15d-14; and Rule 302 of Regulation S-T of the Securities Act, 17 C.F.R. § 232.302.

COUNT XXIV

Aiding and Abetting Violations of Section 13(a) and Rules 12b-20, 13a-11 and 13a-13 of the Exchange Act

(Against Thomas Tedrow)

225. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

226. Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), requires issuers of securities registered under Section 12 of the Exchange Act, 15 U.S.C. § 78l, to file reports in conformity with the Commission's rules and regulations. Rule 13a-11 of the Exchange Act, 17 C.F.R. § 240.13a-11, requires the filing of accurate current reports, and Rule 13a-13 of the Exchange Act, 17 C.F.R. § 240.13a-13, requires the filing of accurate quarterly reports. Rule 12b-20 of the Exchange Act, 17 C.F.R. § 240.12b-20, requires an issuer to include in its annual and quarterly reports material information as may be necessary to make the required statements, in light of the circumstances in which they are made, not misleading.

227. From no later than February 2012 through July 2013, Mainstream had a class of securities registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, and was required to file annual, current, and quarterly reports with the Commission. Mainstream failed to comply with the required reporting provisions of the federal securities laws, and by reason of the foregoing, violated Section 13(a) and Rules 12b-20, 13a-11, and 13a-13 of the

Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-20, 240.13a-11, and 240.13a-13.

228. From no later than February 2012 through February 2013, Thomas Tedrow knowingly or recklessly provided substantial assistance to Mainstream's violations of Section 13(a) and Rules 12b-20, 13a-11, and 13a-13 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-20, 240.13a-11, and 240.13a-13, and is deemed to be in violation of these provisions to the same extent as Mainstream.

229. By reason of the foregoing, Thomas Tedrow aided and abetted and, unless enjoined, is reasonably likely to continue to aid and abet, violations of Section 13(a) and Rules 12b-20, 13a-11 and 13a-13 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-20, 240.13a-11, and 240.13a-13.

COUNT XXV

Aiding and Abetting Violations of Section 13(a) and

Rules 12b-20 and 13a-11 of the Exchange Act

(Against Christian Tedrow and Tyler Tedrow)

230. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

231. Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), requires issuers of securities registered under Section 12 of the Exchange Act, 15 U.S.C. § 78l, to file reports in conformity with the Commission's rules and regulations. Rule 13a-11 of the Exchange Act, 17 C.F.R. § 240.13a-11, requires the filing of accurate current reports. Rule 12b-20 of the Exchange Act, 17 C.F.R. § 240.12b-20, requires an issuer to include in its reports material

information as may be necessary to make the required statements, in light of the circumstances in which they are made, not misleading.

232. From no later than February 2012 through July 2013, Mainstream had a class of securities registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, and was required to file annual, current, and quarterly reports with the Commission.. Mainstream failed to comply with the required reporting provisions of the federal securities laws, and by reason of the foregoing, violated Section 13(a) and Rules 12b-20 and 13a-11 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-20 and 240.13a-11.

233. From no later than February 2012 through February 2013, Christian Tedrow and Tyler Tedrow knowingly or recklessly provided substantial assistance to Mainstream's violations of Section 13(a) and Rules 12b-20 and 13a-11 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-20 and 240.13a-11, and are deemed to be in violation of these provisions to the same extent as Mainstream.

234. By reason of the foregoing, Christian Tedrow and Tyler Tedrow aided and abetted and, unless enjoined, are reasonably likely to continue to aid and abet, violations of Section 13(a) and Rules 12b-20 and 13a-11 of the Exchange Act, 15 U.S.C. § 78m(a) and 17 C.F.R. §§ 240.12b-20 and 240.13a-11.

COUNT XXVI

"Control Person" Liability under Section 20(a) of the Exchange Act

(Against Martin)

235. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

236. From no later than July 2011 through February 2013, Mainstream and its officers, directly or indirectly, violated, or aided and abetted violations of, Sections 10(b), 13(a), 13(b)(2)(A), and 15(d) and Rules 10b-5, 12b-11, 12b-20, 13a-1, 13a-11, 13a-13, 13a-14, 15d-1, 15d-13, and 15d-14 of the Exchange Act, 15 U.S.C. §§ 78j(b), 78m(a), 78m(b)(2)(A), 78o(d), and 17 C.F.R. §§ 240.10b-5, 240.12b-11, 240.12b-20, 240.13a-1, 240.13a-11, 240.13a-13, 240.13a-14, 240.15d-1, 240.15d-13, 240.15d-14.

237. As the person who, directly or indirectly, controlled Mainstream and its officers from no later than July 2011 through February 2013, Martin is liable jointly and severally with and to the same extent as Mainstream and its officers for the above-referenced violations of the Exchange Act and rules and regulations thereunder committed by Mainstream and its officers.

238. As the person who, directly or indirectly, controlled Mainstream and its officers from no later than July 2011 through February 2013, Martin did not act in good faith, and directly or indirectly induced the act or acts that constituted the above-referenced violations of the Exchange Act and the rules and regulations thereunder committed by Mainstream and its officers.

239. By reason of the foregoing, Martin is liable for these violations by Mainstream pursuant to Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a).

COUNT XXVII

Violations of Section 20(b) of the Exchange Act

(Against Martin)

240. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

241. From no later than July 2011 through February 2013, Mainstream's officer and director, Karen Aalders, directly or indirectly violated Sections 10(b) and 13(b)(5) and Rules 10b-5, 13a-14, 13b2-1, 13b2-2, and 15d-14 of the Exchange Act, 15 U.S.C. §§ 78j(b) and 78m(b)(5), and 17 C.F.R. §§ 240.10b-5, 240.13a-14, 240.13b2-1, 240.13b2-2, 240.15d-14.

242. From no later than July 2011 through February 2013, Martin, directly or indirectly, through Aalders, did acts or things which it would have been unlawful for him to do under the provisions of the Exchange Act and the rules and regulations set forth above.

243. By reason of the foregoing, Martin violated, and, unless enjoined, is reasonably likely to continue to violate, Section 20(b) of the Exchange Act, 15 U.S.C. § 78t(b).

COUNT XXVIII

Unjust Enrichment

(Against All Relief Defendants)

244. The Commission repeats and realleges Paragraphs 1 through 130 of its Complaint.

245. Relief Defendants each obtained funds as part, and in furtherance of the securities violations alleged above without a legitimate claim to those funds, and under those circumstances it is not just, equitable or conscionable for them to retain the funds. Relief Defendants were unjustly enriched.

246. Relief Defendants should each be ordered to disgorge the funds they received as a result of the Defendants' violations of the federal securities laws.

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests the Court find the Defendants committed the violations alleged, and:

I.

Permanent Injunction

Issue a Permanent Injunction restraining and enjoining Defendants, their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating the federal securities laws alleged in this Complaint.

II.

Conduct-Based Injunctive Relief

Issue a Permanent Injunction restraining and enjoining Martin and Thomas Tedrow, from directly or indirectly, including through any entity they control: (i) participating in the issuance, purchase, offer, or sale of any security, or (ii) engaging in activities for purposes of inducing or attempting to induce the purchase or sale of any security; provided, however, that such injunction shall not prevent either of them from purchasing or selling securities listed on a national securities exchange for his own personal account.

III.

Disgorgement

Issue an Order directing Defendants and Relief Defendants to disgorge all ill-gotten gains, including prejudgment interest, resulting from the acts or courses of conduct alleged in this Complaint.

IV.

Penalties

Issue an Order directing Defendants to pay civil money penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d).

V.

Penny Stock Bar

Issue an Order, pursuant to Section 20(g) of the Securities Act, 15 U.S.C. § 77t(g), and Section 21(d)(6) of the Exchange Act, 15 U.S.C. § 78u(d)(6), barring Defendants from participating in any future offering of a penny stock.

VI.

Officer and Director Bar

Issue an Order, pursuant to Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), and Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), barring Defendant Martin 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 or that is required to file reports pursuant to Section 15(d) of the Exchange Act.

VII.

Further Relief

Grant such other and further relief as may be necessary and appropriate.

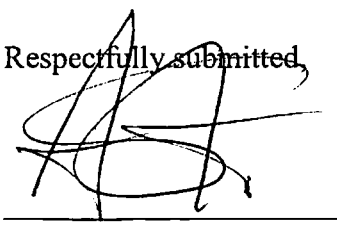
VIII.

Retention of Jurisdiction

Further, the Commission respectfully requests that the Court retain jurisdiction over this action and over Defendants and Relief Defendants in order to implement and carry out the terms of all orders and decrees that may hereby be entered, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

Dated: July 26, 2017

Respectfully submitted,

By: 

Alejandro O. Soto
Senior Trial Counsel
Florida Bar No. 172847
Direct Dial: (305) 982-6313
E-mail: sotoal@sec.gov
Lead Attorney
Attorney To Be Noticed

Jeffrey T. Cook
Senior Counsel
Florida Bar No. 647578
Direct Dial: (305) 982-6344
E-mail: cookje@sec.gov

ATTORNEYS FOR PLAINTIFF
SECURITIES AND EXCHANGE COMMISSION
801 Brickell Avenue, Suite 1800
Miami, Florida 33131
Telephone: (305) 982-6300
Facsimile: (305) 536-4154