

SECURITIES AND EXCHANGE COMMISSION

Securities Exchange Act of 1934 Release No. 64076 / March 11, 2011

ORDER EXEMPTING THE ADVANCED TECHNOLOGIES GROUP, LTD. PROPOSED DISTRIBUTION PLAN FROM SECTIONS 13(e) AND 14(e) OF THE EXCHANGE ACT AND RULE 13e-4 AND REGULATION 14E THEREUNDER PURSUANT TO EXCHANGE ACT SECTION 36(a)

I. Introduction

Pursuant to Section 36(a) of the Securities Exchange Act of 1934 (“Exchange Act”), the Securities and Exchange Commission (“Commission”) is granting the proposed Distribution Plan in SEC v. Advanced Technologies Group, Ltd., Alexander Stelmak and Abelis Raskas, 10 Civ. 4868 (RJS), if approved by the United States District Court for the Southern District of New York as described herein, an exemption from the requirements of Exchange Act Sections 13(e) and 14(e) and Rule 13e-4¹ and Regulation 14E promulgated thereunder, to the extent that, subsequent to the entry of this order, the proposed Distribution Plan effects any issuer tender offer, as defined in Rule 13e-4 under the Exchange Act, in connection with the administration of the proposed Distribution Plan.

II. Background

Defendants Advanced Technologies Group, Ltd. (“ATG”) and Alexander Stelmak (“Stelmak”) have agreed to consent to the entry of a Final Judgment in a civil action in the United States District Court for the Southern District of New York, without admitting or denying the allegations of the Complaint, in which the Commission alleged that they violated Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”). The Complaint alleges that, between 1997 and 2006, ATG and Stelmak offered and sold, by means of general solicitation, securities of ATG, Oxford Global Network, Ltd. (“Oxford Global”) and Luxury Lounge, Inc. (“Luxury”); together, the “Offerings”) in unregistered offerings in the absence of an available exemption. In the same action, Defendant Abelis Raskas (“Raskas”) has agreed to consent to the entry of a Final Judgment, without admitting or denying the allegations of the Complaint, in which the Commission alleged that he violated Sections 5(a) and 5(c) of the Securities Act in connection with the Luxury offering.

The Final Judgment requires the Defendants, among other things, to pay disgorgement of \$19,186,536.32. To distribute the disgorged amounts to investors, the staff will propose a Distribution Plan for approval by the District Court after circulating the proposed Distribution Plan to investors and providing them with an opportunity to object. As part of that proposed Distribution Plan, and as a condition to the settlement, investors who purchased stock in the Offerings and still hold the stock will be permitted to recover the consideration paid, with

¹17 CFR 240.13e-4.

interest, upon tender of the stock for cancellation. Investors who purchased stock in the Offerings but sold the stock at a loss will be permitted to recover damages measured by the difference between the amounts they received when they sold their shares and the amounts they would be entitled to under the proposed Distribution Plan if they had held their shares.

III. Discussion

ATG is an issuer that has a class of equity securities registered under Section 12 of the Exchange Act, and therefore meets the definition of an issuer in Rule 13e-4(a)(1). To the extent that the proposed Distribution Plan, if approved, will effect an offer of cash in connection with the cancellation of ATG, Oxford Global and Luxury shares, it may be viewed as an issuer tender offer as specified in Rule 13e-4(a)(2), and if so, ATG would be obligated to make a filing and required disclosures in compliance with the tender offer regulatory provisions.

The Commission has determined to grant the proposed Distribution Plan, if approved by the District Court, an exemption from the requirements of Sections 13(e) and 14(e) of the Exchange Act and Rule 13e-4 and Regulation 14E thereunder pursuant to the Commission's general exemptive authority contained in Section 36(a), and finds that an exemption from the tender offer regulatory provisions is consistent with the public interest and the protection of investors. The Commission believes that granting an exemption is warranted because: (1) the investors will receive notice of the proposed Distribution Plan and an opportunity to object to it; (2) the District Court will consider and rule on objections to the proposed Distribution Plan; (3) the District Court will approve and supervise the administration of the Distribution Plan; and (4) Defendants will only play a cooperative role in administering the plan, such as providing investor contact information. Moreover, the exemption will safeguard investors who have been harmed by protecting ATG's assets from dissipation through the administrative costs of compliance with the tender offer regulatory provisions. Under these circumstances, the Commission believes that it is not necessary to require Defendants to comply with the obligations of those provisions.

The Commission therefore finds that the proposed Distribution Plan, if approved, does not constitute a fraudulent, deceptive or manipulative act or practice contemplated by Rule 13e-4 and exempts the proposed Distribution Plan, if approved, from Sections 13(e) and 14(e) of the Exchange Act and the tender offer regulatory provisions promulgated thereunder. This exemption is subject to modification or revocation at any time the Commission determines that such modification or revocation is consistent with the public interest or the protection of investors.

Accordingly, IT IS ORDERED, that pursuant to Exchange Act Section 36(a), an exemption for the proposed Distribution Plan, if approved, from Exchange Act Sections 13(e) and 14(e) and Rule 13e-4 and Regulation 14E promulgated thereunder to the extent the proposed Distribution Plan would constitute an issuer tender offer of securities, hereby is granted; and

IT IS FURTHER ORDERED, that the exemptions granted herein for the proposed Distribution Plan, if approved, pursuant to Sections 13(e) and 14(e) of the Exchange Act, and Rule 13e-4 and Regulation 14E promulgated thereunder, shall become effective upon the date that the United States District Court for the Southern District of New York approves the proposed Distribution Plan as provided herein.

By the Commission.

Elizabeth M. Murphy
Secretary