

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10376 / June 29, 2017

SECURITIES EXCHANGE ACT OF 1934
Release No. 81045 / June 29, 2017

ADMINISTRATIVE PROCEEDING
File No. 3- 18049

In the Matter of

CHRISTOPHER A. CONLEY

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
AND CEASE-AND-DESIST PROCEEDINGS,
PURSUANT TO SECTION 8A OF THE
SECURITIES ACT OF 1933 AND SECTIONS
15(b) AND 21C OF THE SECURITIES
EXCHANGE ACT OF 1934, MAKING
FINDINGS, AND IMPOSING REMEDIAL
SANCTIONS AND A CEASE-AND-DESIST
ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) and Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against Christopher A. Conley (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 8A of the Securities Act of 1933 and Sections 15(b) and 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds¹ that:

Summary

1. Respondent was the sole officer, director, and majority shareholder of Universal Technology Systems Corp. ("Universal Technology"), a Florida corporation, until approximately September 24, 2013. Respondent, 54 years old, is a resident of Sarasota, Florida. Respondent participated in an offering of the stock of Universal Technology, which was a penny stock.

Other Relevant Entities and Persons

2. Universal Technology, incorporated in Florida on January 28, 2013, registered an offering of 3,000,000 shares of common stock pursuant to a registration statement effective as of June 12, 2013. Universal Technology's stated principal place of business was in Sarasota, Florida. On September 24, 2013, Universal Technology underwent a change of control pursuant to a stock purchase agreement. Prior to that change of control, Universal Technology had at least two undisclosed parents, promoters, and control persons ("undisclosed control persons").

Background

3. One of the undisclosed control persons approached Respondent to be the sole officer and director of a company whose sole purpose was to be sold as a public vehicle. This undisclosed control person told Respondent that Respondent would be the sole officer and director of the company in name only, and would be paid a flat fee upon the sale of the company. That company was soon incorporated as Universal Technology on January 28, 2013.

4. On March 15, 2013, Universal Technology filed a Form S-1 registration statement seeking to register the offer and sale of 3,000,000 common shares in a \$33,000 public offering, and amended its statement on April 24, 2013, April 25, 2013 and May 23, 2013 (together, the "Registration Statement"). The Registration Statement became effective as of June 12, 2013.

5. According to the Registration Statement and Universal Technology's other filings with the Commission, Respondent was the President, Secretary, Treasurer, Sole Director, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, majority shareholder, and sole member of management of Universal Technology.

6. The Registration Statement and Universal Technology's other filings with the Commission materially misrepresented that Respondent had capitalized Universal Technology and controlled, and would continue to control, Universal Technology. Respondent knew at all material

¹ The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

times that, to the contrary, Universal Technology was capitalized, operated and otherwise controlled by at least one of the undisclosed control persons, none of whom was disclosed in any of Universal Technology's filings with the Commission.

7. The Registration Statement and Universal Technology's other filings with the Commission materially misrepresented that Universal Technology's business plan was to "develop a dedicated platform for buyers and sellers of waste engine and cooking oil." Respondent took no actions toward any such business plan for Universal Technology. Respondent knew at all material times that Universal Technology had no purpose other than to engage in a merger or acquisition with an unidentified entity. Therefore, Universal Technology was an undisclosed "blank check company" as defined in Rule 419 under the Securities Act.

8. Respondent signed documents in furtherance of Universal Technology's sole purpose as a public vehicle for merger or acquisition, including board resolutions, an affidavit, management representation letters to auditors, and a securities purchase agreement. These documents contained false statements related to the issuance and sale of Universal Technology's shares, the accuracy of Universal Technology's disclosures, the nature and pursuit of Universal Technology's purported business plan, and the existence and nature of Universal Technology's disclosure controls and procedures.

9. Respondent took these various actions at the direction of one of the undisclosed control persons. Respondent received \$10,000 upon the sale of Universal Technology as the flat fee agreed upon with this undisclosed control person that had no correlation to Respondent's purported ownership of Universal Technology shares or the terms of the securities purchase agreement effectuating the change of control.

10. As a result of the conduct described above, Respondent willfully violated Section 13(b)(5) of the Exchange Act, which prohibits a person from knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record or account described in Section 13(b)(2) of the Exchange Act.

11. As a result of the conduct described above, Respondent willfully violated Rule 13b2-1 under the Exchange Act, which prohibits a person from directly or indirectly falsifying or causing to be falsified any book, record, or account subject to Section 13(b)(2)(A) of the Exchange Act.

12. As a result of the conduct described above, Respondent willfully violated Rule 13b2-2 under the Exchange Act, which prohibits an officer or director of an issuer to make or cause to be made, or omit or cause another person to omit to state, a materially false or misleading statement to an accountant in connection with the preparation or filing of any document or report required to be filed with the Commission.

13. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by the undisclosed control persons of Section 17(a) of the Securities Act, which prohibits fraudulent conduct in the offer or sale of securities.

14. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by the undisclosed control persons of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, which prohibit fraudulent conduct in connection with the purchase or sale of securities.

15. As a result of the conduct described above, Respondent willfully aided and abetted and caused violations by Universal Technology of Section 13(b)(2)(A) of the Exchange Act, which requires that an issuer which is required to file reports pursuant to Section 15(d) of the Exchange Act make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer.

Disgorgement and Civil Penalties

16. Respondent has submitted a sworn Statement of Financial Condition dated December 22, 2016 and other evidence, and has asserted his inability to pay a civil penalty. The Commission considered Respondent's sworn Statement of Financial Condition in setting the amount of civil penalties.

Undertaking

17. Respondent has undertaken not to act 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. In determining whether to accept the Offer, the Commission has considered this undertaking.

IV.

In view of the foregoing, the Commission deems it appropriate, and in the public interest, to impose the sanctions agreed to in Respondent Conley's Offer.

Accordingly, pursuant to Section 8A of the Securities Act and Sections 15(b) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent Conley cease and desist from committing or causing any violations and any future violations of Section 17(a) of the Securities Act and Sections 10(b), 13(b)(2)(A) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13b2-1, and 13b2-2 thereunder.

B. Respondent Conley be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

C. Respondent shall pay disgorgement of \$10,000.00, prejudgment interest of \$1,075.09, and, based upon Respondent's sworn representations in his Statement of Financial

Condition dated December 22, 2016 and other documents submitted to the Commission, civil penalties of \$2,500.00, to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). Payment shall be made in the following installments: \$11,075.09 within 5 days of the date of this Order, \$312.50 within 95 days of the date of this Order, \$312.50 within 185 days of the date of this Order, \$312.50 within 275 days of the date of this Order, \$312.50 within 365 days of the date of this Order, \$312.50 within 455 days of the date of this Order, \$312.50 within 545 days of the date of this Order, \$312.50 within 635 days of the date of this Order, and \$312.50 within 725 days of the date of this Order. If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of disgorgement, prejudgment interest, and civil penalties, plus any additional interest accrued pursuant to SEC Rule of Practice 600 and pursuant to 31 U.S.C. 3717, shall be due and payable immediately, without further application.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Christopher A. Conley as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Glenn S. Gordon, Division of Enforcement, Securities and Exchange Commission, Miami Regional Office, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131.

D. The Division of Enforcement ("Division") may, at any time following the entry of this Order, petition the Commission to: (1) reopen this matter to consider whether Respondent provided accurate and complete financial information at the time such representations were made; and (2) seek an order directing payment of the maximum civil penalty allowable under the law. No other issue shall be considered in connection with this petition other than whether the financial information provided by Respondent was fraudulent, misleading, inaccurate, or incomplete in any material respect. Respondent may not, by way of defense to any such petition: (1) contest the findings in this Order; (2) assert that payment of a penalty should not be ordered; (3) contest the

imposition of the maximum penalty allowable under the law; or (4) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

E. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Brent J. Fields
Secretary