



In the Matter of
The Securities Act, 1988, S.S. 1988, c. S-42.2

and

In the Matter of

**Ocean International Ltd,
Manhattan Capital Corp,
Green World Financial Inc.,
James Lee,
Jamie Lyons,
Jamie Marsh, and
Roger White**

(Collectively referred to as the Respondents)

AMENDED STATEMENT OF ALLEGATIONS
OF STAFF OF THE FINANCIAL AND CONSUMER AFFAIRS
AUTHORITY OF SASKATCHEWAN

To: **Ocean International Ltd
Manhattan Capital Corp
Green World Financial Inc.
James Lee
Jamie Lyons
Jamie Marsh
Roger White**

Staff of the Financial and Consumer Affairs Authority of Saskatchewan (Staff of the FCAA) make the following allegations:

The Respondents:

1. The Respondent, Ocean International Ltd (Ocean International), holds itself out as a full service brokerage located in Hong Kong. It purports to be located at Tesbury Centre, 24 – 32 Queen's Road East, Wanchai, Hong Kong, though no corporate records have been located.
2. The Respondent, Manhattan Capital Corp (Manhattan Capital) holds itself out as a

full service brokerage located in Hong Kong. It purports to be located at Tesbury Centre, 24 – 32 Queen’s Road East, Wanchai, Hong Kong, though no corporate records have been located.

3. The Respondent, Green World Financial Inc. (Green World) holds itself out as a fully integrated investor relations services and consulting firm, with corporate headquarters in Cheyenne, Wyoming, United States of America. ~~No corporate records have been located for Green World.~~
4. The Respondent, James Lee (Lee) is an individual of unknown residence or whereabouts. At all material times, Lee held himself out as a Senior Trading Advisor with Ocean International, and acted as agent for Ocean International and Manhattan Capital. The email address used by Lee to communicate with an investor is info@oceaninternationalltd.com.
5. The Respondent, Jamie Lyons (Lyons), is an individual of unknown residence or whereabouts. At all material times, Lyons held himself out as being with the Administration Department with Ocean International and acted as agent for Ocean International. The email address used by Lyons to communicate with an investor is info@oceaninternationalltd.com.
6. The Respondent, James Marsh (Marsh), is an individual of unknown residence or whereabouts. At all material times, Marsh acted as agent for Ocean International.
7. The Respondent, Roger White (White), is an individual of unknown residence or whereabouts. At all material times, White held himself out as a SR Advisor with Manhattan Capital and acted as agent for Manhattan Capital. The email address used by White to communicate with an investor is info@manhattancapitalcorp.com.

Contraventions of sections 27(2) and 44(2) of *The Securities Act, 1988* (the Act)

Ocean International:

8. In August, 2012, Ocean International, through its agents, Lee, Lyons and Marsh, contacted Investor 1, a resident of Saskatchewan, via telephone and advised him as to the buying of some of Ocean International’s call (buy) options for gold.
9. In communications with Lee, Investor 1 was advised that he could purchase ten options for \$950 each (plus fees, for a total of \$12,050). The options had a strike price of \$1,605 per ounce, and expired on or about November 27, 2012. Investor 1 was told that that gold was already trading at \$1,623 per ounce, and therefore, if he purchased these options, he would already be “in the money”. Investor 1 was further advised that he could make an even greater profit, as the price of gold was “going through the roof”.
10. Investor 1 verbally agreed to purchase ten options.

11. On or about August 15, 2012, Ocean International, through its agent, Lee, sent Investor 1 an email with instructions for Investor 1 to set up a trading account with Ocean International.
12. On or about August 17, 2012, Ocean International, through its agent, Lyons, sent Investor 1 an email with instructions for Investor 1 to transfer US \$12,050.00 to an account for Enterprise Ltd for the purchase of the ten call (buy) options.
13. On or about August 20, 2012, Ocean International, through its agent, Marsh, contacted Investor 1 on the telephone in an attempt to get Investor 1 to wire the US \$12,050.00.
14. Investor 1 contacted Staff of the FCAA prior to transferring any funds. Staff of the FCAA informed Investor 1 that none of Ocean International, Lee, Lyons or Marsh was registered to sell investments in Saskatchewan, and there appeared to be a number of 'red flags' with regard to the above-mentioned activities.
15. Investor 1 did not wire any funds to Ocean International or Enterprise Ltd.
16. In carrying out the acts indicated in paragraphs 8 – 13, above, Ocean International, Lee, Lyons and Marsh engaged in the business of trading in securities.
17. In carrying out the acts indicated in paragraphs 8 – 13, above, Ocean International, Lee, Lyons and Marsh engaged in the business of advising Investor 1 as to the investing in or buying of securities.
18. None of Ocean International, Lee, Lyons or Marsh has ever been registered as a dealer or an advisor, pursuant to the Act, and therefore, Ocean International, Lee, Lyons and Marsh have contravened subsections 27(2)(a) and 27(2)(b) of the Act.
19. In carrying out the acts indicated in paragraphs 8 – 9, above, Ocean International and Lee, with the intention of affecting a trade in a security, gave an oral undertaking relating to the future value of that security, thereby contravening subsection 44(2) of the Act.

Manhattan Capital:

20. In or around August, 2012, Manhattan Capital, through its agents, Lee and White, contacted Investor 2 and Investor 3, residents of Saskatchewan, via telephone and advised them as to the buying of shares in a company referred to as Green Automotive Company (GAC).
21. Over the course of several telephone conversations, Lee and White offered to sell Investor 2 and Investor 3 shares in GAC. Investor 2 and Investor 3 were advised that the shares were then trading on the OTC for about \$0.37 - \$0.40 but in three to four

months' time, they should be at \$0.80 - \$0.90. Investor 2 and Investor 3 were told that they should send funds to Green World to be held in escrow.

22. On or about August 21, 2012, Manhattan Capital, through its agent, White, sent Investor 2 and Investor 3 an email with a link for Investor 2 to set up a trading account with Manhattan Capital.
23. On or about August 24, 2012, through an individual identified as Anna Maire Brown, Green World sent Investor 2 and Investor 3 an email attaching a Draft Stock Purchase Agreement and instructions for Investor 2 to transfer \$6,150.00 to an account for the Law Offices of Alan M Rothman Trust. The attached Stock Purchase Agreement purported to affect the sale of fifteen thousand shares at a price of \$0.40 per share (for a total price of \$6000,00 [sic]) in GREEN AUTOMOTIVE COMPANY CORP from Green World to Investor 2.
24. Investor 2 and Investor 3 never executed the Stock Purchase Agreement, and never wired any funds to Manhattan Capital, Green World or the Law Offices of Alan M Rothman Trust.
25. In carrying out the acts indicated in paragraph 23, above, Green World engaged in the business of trading in securities.
- ~~25-26.~~ In carrying out the acts indicated in paragraphs 20 – 23, above, Manhattan Capital, Lee and White engaged in the business of trading in securities.
- ~~26-27.~~ In carrying out the acts indicated in paragraphs 20 – 23, above, Manhattan Capital, Lee and White engaged in the business of advising Investor 2 and Investor 3 as to the investing in or buying of securities.
- ~~27-28.~~ None of Green World, Manhattan Capital, Lee or White has ever been registered as a dealer or an advisor, pursuant to the Act, and therefore, Manhattan Capital, Lee and White have contravened subsections 27(2)(a) and 27(2)(b) of the Act.
- ~~28-29.~~ In carrying out the acts indicated in paragraphs 20 – 21, above, Manhattan Capital, Lee and White, with the intention of affecting a trade in a security, gave an oral undertaking relating to the future value of that security, thereby contravening subsection 44(2) of the Act.
- ~~29-30.~~ Based on the above, Staff of the FCAA ask the hearing panel to consider whether it is in the public interest to make the following orders:
 - a. Pursuant to subsection 134(1)(a) of the Act, all of the exemptions in Saskatchewan securities laws do not apply to the Respondents;
 - b. Pursuant to subsection 134(1)(d) of the Act, the Respondents shall cease trading in any securities or exchange contracts in Saskatchewan;

- c. Pursuant to subsection 134(1)(d.1) of the Act, the Respondents shall cease acquiring securities for and on behalf of residents of Saskatchewan ;
- d. Pursuant to subsection 134(1)(e) of the Act, the Respondents shall cease giving advice respecting securities, trades or exchange contracts in Saskatchewan;
- e. Pursuant to section 135.1 of the Act, the Respondents shall pay an administrative penalty to the Financial and Consumer Affairs Authority of Saskatchewan, in the amount of \$10,000.00; and
- f. Pursuant to section 161 of the Act, the Respondents shall pay the costs of or relating to the hearing in this matter.

DATED at Regina, Saskatchewan, this "17" day of May, 2013.

"Dean Murrison"

Dean Murrison
Director,
Securities Division

Amended at Regina, Saskatchewan, this 12 day of June, 2013.



Dean Murrison
Director,
Securities Division