

STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES

IN THE MATTER OF:

TERRY D. MANN;
JOHN M. HOLM;
LORIANNE N. RAWSON;
MANUEL ANELON; and
CHARLENE ROEHL,

Respondents.

ORDER NO. 16-6784-S

**NOTICE OF FINAL CEASE
AND DESIST ORDER
ASSESSING CIVIL PENALTIES**

The Director of the Department of Commerce, Community, and Economic Development, Division of Banking and Securities (“Administrator”), has conducted an investigation into certain activities of Terry D. Mann, John M. Holm, Lorianne N. Rawson, Manuel Anelon, and Charlene Roehl (collectively, the “Respondents”), and has determined that Respondents violated certain provisions of the Alaska Securities Act, Alaska Statute (AS) 45.55 *et seq.*

I. BACKGROUND

On February 4, 2016, the Administrator sent a Temporary Cease and Desist Order Effective Immediately, Voiding Proxies, Assessing Civil Penalties, with Notice of Hearing Rights and Notice of Final Cease and Desist Order by certified mail, return receipt requested, to all of the Respondents.

On March 7, 2016, the Administrator received a check for \$2,500 from Respondent Lorianne Rawson.

II. FINDINGS OF FACT

1. Respondents are shareholders of Alaska Peninsula Corporation (“APC”).
2. APC is organized pursuant to the Alaska Native Claims Settlement Act

1 (“ANCSA”), 43 U.S.C. 1601 *et seq.*

2 3. APC has certified to the Administrator that it has more than 500 shareholders and
3 total assets exceeding \$1,000,000.

4 4. On January 14, 2016, Respondents filed a proxy (attached as exhibit 1) with the
5 Administrator for the APC annual meeting scheduled for February 6, 2016. The proxy stated:
6 “This proxy is solicited by independent candidates for the board of directors of Alaska
7 Peninsula [*sic*].” It further stated: “This proxy also removes the current seated [APC] Board
8 members per AS 10.06.410: [T.A.], [C.Z.], [G.N.], [T.W.] and [S.N.] as [APC] Board
9 Members. This proxy also appoints [R.A.] and [N.F.] to the [APC] Board as Board Members.”

10 5. Respondents’ proxy did not provide APC shareholders an ability to award or
11 withhold their share of votes to R.A. and N.F.

12 III. CONCLUSIONS OF LAW

13 1. Respondents are subject to the filing requirements of AS 45.55.139.

14 2. Respondents violated 3 AAC 08.335(e) by failing to provide APC shareholders the
15 ability to award or withhold their share of votes for R.A. and N.F on the proxy.

16 3. Respondents violated AS 45.55.160 and 3 AAC 08.315(a) by materially
17 misrepresenting that the proxy would remove current seated board members pursuant to AS
18 10.06.410.

19 4. Respondents violated AS 45.55.160 and 3 AAC 08.315(a) by materially
20 misrepresenting that the proxy would “appoint” R.A. and N.F. to the APC board.

21 5. Respondents’ proxies are subject to be voided pursuant to AS 45.55.920(a)(1)(C)
22 because they violated AS 45.55.160.6. Respondents are subject to a civil penalty pursuant to
23 AS 45.55.920(c) because they violated AS 45.55.160, 3 AAC 08.315(a), and 3 AAC 08.335.

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1 **IV. ORDER and NOTICE**

2 Pursuant to AS 45.55.920, and on the basis of the Findings of Fact, Conclusions of Law,
3 the Administrator ORDERS:

4 1. Respondents CEASE AND DESIST from further violations of the Alaska Securities
5 Act.

6 2. The proxies obtained by Respondents for the APC annual meeting held on February
7 6, 2016 are void, but may be counted for quorum purposes.

8 3. Respondents pay a civil penalty in the amount of two thousand five hundred
9 dollars (\$2,500).¹

10 Pursuant to AS 45.55.940(a), Respondents may obtain review of this Final Order in the
11 Superior Court by filing a notice of appeal pursuant to the Alaska Rules of Appellate
12 Procedure. Pursuant to Appellate Rule 602(a)(2), the notice of appeal must be filed within 30
13 days from the date this Final Order is mailed or otherwise distributed to Respondents.

14 This Order is a publicly disclosable document.

15 **IT IS SO ORDERED.**

16
17 Chris Hladick, Commissioner
18 Department of Commerce, Community and
19 Economic Development

20 DATED: March 13, 2016

21 /S/ Kevin Anselm
22 BY: Kevin Anselm, Director
23 Division of Banking and Securities
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¹The Administrator received a check for \$2,500 from Respondent Lorianne Rawson on March 7, 2016, constituting payment in full and satisfaction of the civil penalty.