

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**  
**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**

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. FINDINGS OF FACT**

1. Respondents are shareholders of Alaska Peninsula Corporation (“APC”).
2. APC is organized pursuant to the Alaska Native Claims Settlement Act (“ANCSA”), 43 U.S.C. 1601 *et seq.*
3. APC has certified to the Administrator that it has more than 500 shareholders and total assets exceeding \$1,000,000.
4. On January 14, 2016, Respondents filed a proxy (attached as Exhibit 1) with the Administrator for the APC annual meeting scheduled for February 6, 2016. The proxy states: “This proxy is solicited by independent candidates for the board of directors of Alaska Peninsula [*sic*].” It further states: “This proxy also removes the current seated Alaska Peninsula

1 Corporation Board Members per AS 10.06.410: [T.A.], [C.Z.], [G.N.], [T.W.] and [S.N.] as  
2 Alaska Peninsula Corporation Board Members. This proxy also appoints [R.A.] and [N.F.] to  
3 the Alaska Peninsula Corporation Board as Board Members.”

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

### 6 CONCLUSIONS OF LAW

- 7 1. Respondents are subject to the filing requirements of AS 45.55.139.
- 8 2. Respondents violated 3 AAC 08.335(e) by failing to provide APC shareholders the  
9 ability to award or withhold their share of votes for R.A. and N.F. on the proxy.
- 10 3. Respondents violated AS 45.55.160 and 3 AAC 08.315(a) by materially  
11 misrepresenting that the proxy would remove current seated board members pursuant to AS  
12 10.06.410.
- 13 4. Respondents violated AS 45.55.160 and 3 AAC 08.315(a) by materially  
14 misrepresenting that the proxy would “appoint” R.A. and N.F. to the APC board.
- 15 5. Respondents’ proxies are subject to be voided pursuant to AS 45.55.920(a)(1)(C)  
16 because they violated AS 45.55.160.
- 17 6. Respondents are subject to a civil penalty pursuant to AS 45.55.920(c) because they  
18 violated AS 45.55.160, 3 AAC 08.315(a), and 3 AAC 08.335.

### 19 III. ORDER and NOTICE

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

- 22 1. Respondents CEASE AND DESIST from continuing to solicit proxies for  
23 the APC annual meeting scheduled for February 6, 2016.
- 24 2. The proxies obtained by Respondents for the APC annual meeting scheduled for  
February 6, 2016 are void, but may be counted for quorum purposes.



