



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)	
)	
SURGIOSCOPY, LLC and)	Case No. AP-19-04
STONEY DAVIN SHAW;)	
)	
<i>Respondents.</i>)	
)	
Serve: Surgioscopy, LLC)	
4727 Crosshaven Drive)	
St. Louis, MO 63304)	
)	
Stoney Davin Shaw)	
17626 Lisa Valley Court)	
Chesterfield, MO 63005)	

**ORDER TO CEASE AND DESIST AND ORDER TO SHOW CAUSE WHY
RESTITUTION, CIVIL PENALTIES, AND COSTS SHOULD NOT BE IMPOSED**

On March 12, 2019, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“the Enforcement Section”), through Director of Enforcement Steven C. Reed, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, and Costs Should Not Be Imposed (“the Petition”). After reviewing the Petition, the Commissioner issues the following order:

I. ALLEGATIONS OF FACT

The Petition alleges the following facts:

A. Introduction

From approximately 2015 to present, Stoney Davin Shaw (“Shaw”) solicited over 40 investors from at least four different states to invest over \$2.6 million dollars in the development and distribution of a medical product by his company, Surgioscopy, LLC (“Surgioscopy”). Eighteen of the investors were elderly at the time of the investments. Shaw and Surgioscopy represented that investors would earn interest at 12% per quarter or have an ownership interest in the LLC. Shaw and Surgioscopy were not registered to offer or sell securities and the securities offered were never registered. Shaw and Surgioscopy paid minimal returns on the investments and a review of

bank records shows Shaw used the funds for personal expenses, comingled funds with another business account, and made numerous cash withdrawals.

B. Respondents and Related Parties

1. Surgioscopy is a limited liability company organized in the State of Missouri on February 10, 2009. Its registered agent is Shaw with an address of 4727 Crosshaven Drive, Saint Louis, Missouri 63304. A check of the records maintained by the Missouri Securities Division indicates that at all times relevant, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any securities issued by Surgioscopy.
2. Shaw is a 52-year-old Chesterfield, Missouri resident with a last known address of 17626 Lisa Valley Court, Chesterfield, Missouri 63005. A check of the Central Registration Depository (“CRD”) indicates that Shaw has never been registered as a broker-dealer, broker-dealer agent, investment advisor, investment advisor representative, and/or issuer agent.

Enforcement Section’s Investigation

3. On or about October 19, 2017, the Enforcement Section opened an investigation on Surgioscopy and Shaw after obtaining, among other things, the following information:
 - a. Surgioscopy operated as a medical device distribution and sales company with a website of <http://www.surgioscopy.com>;
 - b. Shaw represented to investors that he was the president and founder of Surgioscopy, which operated since 2009;
 - c. In an on-the-record presentation Shaw stated that Surgioscopy has a board of directors and members but he is uncertain who they are or how many;
 - d. Surgioscopy had other employees in the past but Shaw refused to share financial and other company records with other officers;
 - e. The investigation revealed that Surgioscopy offered and sold securities in the form of promissory notes and stock to at least 47 investors, eighteen of whom were elderly; and
 - f. Since 2015, Shaw and Surgioscopy raised at least \$2.6 million from investors to support the production and distribution of a new medical product.

Enforcement Section Letter to Shaw/Surgioscopy

4. On November 17, 2017, the Enforcement Section requested information from Surgioscopy and Shaw, including, among other things:

- a. a list of all investors in Surgioscopy;
- b. copies of all documents provided to or signed by investors in Surgioscopy; and
- c. copies of all marketing materials utilized by Shaw and Surgioscopy.

Shaw's Response to the Enforcement Section's Requests

5. Shaw provided a list of 27 investors, but a review of bank records by the Enforcement Section investigator shows at least 47 investors.
6. Shaw provided a Business Plan to his investors stating among other things:
 - a. "Surgioscopy is specifically focused on the sales of proprietary, laparoscopic, endoscopic, and arthroscopic products.";
 - b. "Surgioscopy's customer profile is surgeons within the general, gynecological, urological, and orthopedic environment.";
 - c. "The market place that Surgioscopy will be selling into is a \$200 billion dollar year industry."; and
 - d. "Because of the uniqueness of Surgioscopy's products and that there is limited competition, Surgioscopy will be defining their own marketplace. Surgioscopy will be setting prices and standard moving forward."

Surgioscopy Operating Agreement

7. Shaw provided an Operating Agreement that was provided to all investors. The Operating agreement stated among other things:
 - a. "All funds received by the Company shall be utilized for Company purposes as determined by the Managing Members in the best interests of the Company. Until required for the Company's business, all Company funds shall be deposited and maintained in such accounts in such banks or other financial institutions as shall be selected by the Managing Members or shall be invested in securities of the United States government, certificates of deposit or money market funds designated by the Members. The Managing Members or their designs shall have the right to draw checks payable in such funds and make, deliver, accept and endorse negotiable instruments in connection with the Company's business. All such transactions will require one signature. The signatory for the Company is Stoney Davin Shaw. Company funds shall not be commingled with the funds of any other person.";
 - b. "Accurate books, records and reports shall be maintained by the Company showing its assets, liabilities, operations, transactions and financial condition, as well as the names and addresses of the Members. The Company books and records may be

kept under such permissible method of accounting as the Managing Members may determine. The Company books shall be maintained at the principal office of the Company, and each Member shall have the right upon reasonable notice given to the Company to inspect, extract and copy such books during regular business hours of the Company.”;

- c. “The Managing Members shall cause income tax returns for the Company to be prepared and filed with appropriate authorities. Within ninety (100) days after the close of each fiscal year of the Company, the Members shall send to each person who was a Member at any time during such fiscal year such information as will be sufficient to prepare documents which may be required to be filed under relevant federal, state and local income tax laws.”; and
- d. “Within ninety (100) days after the close of the Company’s fiscal year, the Members shall use their best efforts to cause each Member to receive financial statements of the Company for the fiscal year then ended (including a balance sheet and statement of income).”

Surgioscopy Subscription Agreement

- 8. Surgioscopy, through Shaw, executed Subscription Agreements with investors that included, among other things, the following information:
 - a. the date and amount of the investment, executed and accepted, including the subscription price per unit;
 - b. “The subscription price may be invested in an interest-bearing account for the account of the undersigned acceptance or rejection of this subscription, and in such event any interest earned thereon shall be distributed to the undersigned upon acceptance or rejection of this subscription.”;
 - c. “Sale or transfer of the undersigned’s Equity Units (other than certain transfers to family members and certain estate planning vehicles for their benefit), is subject to various restrictions, including notice obligations and rights of first refusal in favor of the Company.”; and
 - d. “Purchase for Investment. The undersigned is subscribing for the undersigned’s own account, for investment purposes only, and intending to make a profit there from, and not with a view to distribution, sale, subdivision or for the account of any other individual, corporation, firm or person.”

Surgioscopy Promissory Notes and Fund Agreement

- 9. Surgioscopy, through Shaw, executed Promissory Notes and Fund Agreements with investors that included, among other things, the following information:

- a. The investor was labeled as the “Borrower”;
- b. “The “Holder” shall so designate to Borrower in writing the principal sum of \$\$\$ plus 12% interest (12% interest for the life of the loan on or before the “Maturity Date.”); and
- c. “Interest on the Promissory Note shall be (12%) of the total principal amount of the loan for the life of the loan. The final payment of all outstanding principal and accrued interest, if any, shall be due by Borrower on or before the Maturity Date. Borrower shall have the right at any time and from time to time to prepay, without premium or penalty, in whole or in part, the principal balance of this Promissory Note. Partial prepayments will not excuse any scheduled payments due hereunder. Late fees in the amount of twenty percent (15%) per month shall be assessed for each payment that is late by ten (10) days or more.”

Surgioscopy Security Agreements

10. Surgioscopy, through Shaw, executed Security Agreements to investors that included, among other things, the following:
 - a. the amount of Principal, Loan Date, Maturity Date, Grantor, and Lender;
 - b. Surgioscopy, LLC is referred to as the ‘Grantor’ and the investor is referred to as “Lender”;
 - c. “Perfection of Security Interest. Grantor agrees to take whatever actions are requested by Lender to perfect and continue Lender's security interest in the Collateral. Upon request of Lender, Grantor will deliver to Lender any and all of the documents evidencing or constituting the Collateral, and Grantor will note Lender's interest upon any and all chattel paper and instruments if not delivered to Lender for possession by Lender. This is a continuing Security Agreement and will continue in effect even though all or any part of the Indebtedness is paid in full and even though for a period of time Grantor may not be indebted to Lender.”; and
 - d. a list of equipment to secure the loans made by investors that was the same for every investor.

Surgioscopy Statements

11. If purchasing shares or stock, the investor would receive a certificate stating the number of shares the investor purchased and the total amount of investment.
12. Investors were to receive quarterly statements from Surgioscopy stating the following:
 - a. investor name;

- b. original investment;
- c. note;
- d. interest rate annualized;
- e. number of units in Surgioscopy and price;
- f. Surgioscopy interest in PP+;
- g. interest accrued; and
- h. total values.

Surgioscopy OTR

13. On June 6, 2018, the Enforcement Section conducted an on the record interview with Shaw. Shaw stated, among other things:
- a. Shaw started Surgioscopy in 2009;
 - b. there are many members of Surgioscopy but Shaw doesn't recall how many;
 - c. he did not recall the last time there was a Board of Directors meeting or election of officers;
 - d. Surgioscopy was established to sell medical devices to hospitals, surgery centers, and doctors;
 - e. sometime in 2015, Surgioscopy determined that it would "ramp up" to get ready to be master distributor for a product called "Prevent-Plus", a liquid skin polymer he calls "Liquid Skin";
 - f. Shaw raised money from investors to pay \$250,000 to the inventors of the liquid skin for the rights to sell the product;
 - g. investors were recruited by word of mouth, starting as friends and family, and people he knew;
 - h. Shaw personally spoke to people, made presentations, and recruited investors for Surgioscopy;
 - i. there were two kinds of investors: some invested in units of ownership of Surgioscopy and they have not received a return or dividend; others made loans to Surgioscopy in the form of lending notes or factoring notes and some have received interest;

- j. Shaw described the Surgioscopy Subscription Agreement as a purchase of membership in Surgioscopy;
- k. the Subscription Agreement stated that this is not a registered offering and is not registered with the SEC or with any state and is being offered as a private offering exemption under Regulation D but Shaw did not know if this statement is true;
- l. Shaw stated he has given these documents to countless numbers of potential investors and not a single person told him there was an issue with it;
- m. an investment into Surgioscopy is a long-term investment. Shaw would like to have some returns and we would like to have some dividends, but that has not taken place yet;
- n. there are some note-holders who lent money to Surgioscopy but they are not investors, they are lenders with the expectation of a return of 12 percent interest every 90 days;
- o. some note-holders have received some interest;
- p. all the note-holders were given a security interest in the same list of medical equipment allegedly owned by Surgioscopy;
- q. Surgioscopy was raising money for all the people they had on staff, paying huge salaries, to build infrastructure for worldwide distribution to be the master distributor of Prevent-Plus, and to pay a \$1.5 million note that was coming due; and
- r. Freedom III, LLC, is a “personal LLC” not related to Surgioscopy.

Review of Bank Records

- 14. The Enforcement section reviewed multiple Surgioscopy bank accounts from January 2013 through May 2018 held at the following banks:
 - a. BMO Harris Account XXX7940;
 - b. BMO Harris Account XXX1212;
 - c. Fifth Third Bank Account XXX1332;
 - d. Regions Bank Accounts XXX6382; XXX6757; XXX8639; and
 - e. Sterling Bank Account XXX3990.
- 15. In review of Surgioscopy’s bank accounts referenced above, it appeared:

- a. approximately \$2.6 million was deposited from approximately 40 investors in which many invested multiple times;
- b. approximately \$889,000 was deposited from medical affiliations;
- c. \$70,000 was deposited as a vendor payment;
- d. approximately \$67,000 was deposited from various on-line business loans;
- e. approximately \$200,000 was deposited as NSF Returned Checks or ACH payments;
- f. approximately \$300,000 was returned to investors with \$27,694 returned as NSF;
- g. approximately \$60,000 transferred to Freedom III LLC account;
- h. approximately \$200,000 transferred to Shaw's personal accounts;
- i. approximately \$1.2 million in various ATM, cash, and personal withdrawals;
- j. approximately \$54,000 in payments to on-line business loans;
- k. approximately \$790,000 in what appeared to be business expenses which include: rentals; law firms; accounting firms; FedEx; Medical Affiliations; phone bills; etc.;
- l. approximately \$246,000 in what appeared to be personal expenses which included: doctor visits; purchases at golf clubs; hockey tickets; gun stores; car care; loan payments; restaurants; convenience stores; airline tickets; debt recovery services; etc; and
- m. approximately \$1.2 million in checks to unknown individuals for commissions; payroll; interest bonus; lawn care; etc.

II. COMMISSIONER'S DETERMINATIONS AND FINDINGS

Multiple Violations of Offering and Selling Unregistered, Non-Exempt Securities

16. **THE COMMISSIONER DETERMINES** that Respondents offered and/or sold unregistered, nonexempt securities in the State of Missouri by, among other things:
 - a. soliciting dozens of people to purchase shares or ownership in Surgioscopy;
 - b. soliciting multiple investors to lend money to Surgioscopy with the promise of a 12 percent return every 90 days ;

- c. receiving funds to invest in Surgioscopy and the common enterprise involving the sale and distribution of a medical product called “Prevent-Plus”; and
 - d. promising a return on the investments that was dependent upon the efforts of others and not on the efforts of the investors.
17. These activities constitute an offer and/or sale as those terms are defined in Section 409.1-102(26).¹
 18. The investments that Respondents offered and/or sold constitute securities as that term is defined in Sections 409.1-102(28).
 19. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for the securities offered and sold by Respondents.
 20. Respondents offered and/or sold securities in Missouri without these securities being (1) a federal covered security, (2) exempt from registration under Sections 409.2-201 or 409.2-203, or (3) registered under the Missouri Securities Act of 2003.
 21. At the time Respondents engaged in the conduct set forth above, at least one investor was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).
 22. Respondents offered and sold unregistered securities in violation of Section 409.3-301 and engaged in an illegal act, practice, or course of business and such conduct is, therefore, subject to the Commissioner’s authority under Section 409.6-604.

Multiple Violations of Transacting Business as an Unregistered Broker-Dealer

23. **THE COMMISSIONER DETERMINES** that Surgioscopy transacted business as an unregistered, non-exempt broker-dealer in the State of Missouri by engaging in the business of effecting transactions in securities of the account of others.
24. At all times relevant, records maintained by the Missouri Securities Division contained no registration or granted exemption for Surgioscopy to transact business as a broker-dealer in the State of Missouri.
25. Surgioscopy transacted business in Missouri without being registered or exempt from registration as a broker-dealer in violation of Section 409.4-401(a).
26. At the time Surgioscopy engaged in the conduct set forth above, at least one investor was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).

¹ Unless otherwise specified all statutory references are to the 2016 Revised Statutes of Missouri.

27. Surgioscopy offered and/or sold securities to investors in and/or from Missouri without being registered or exempt from registration as a broker-dealer in violation of Section 409.4-401(a), and engaged in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

Multiple Violations of Transacting Business as an Unregistered Agent

28. **THE COMMISSIONER DETERMINES** that Shaw offered and sold securities to investors in and from Missouri as a representative of Surgioscopy.
29. Shaw transacted business as an unregistered agent in the State of Missouri on behalf of Surgioscopy.
30. This activity constitutes transacting business in the State of Missouri under Section 409.1-102(1).
31. At all times relevant to this matter Shaw was not registered as an agent in the State of Missouri.
32. Shaw transacted business in Missouri by offering and/or selling securities without being registered or exempt from registration as an agent in violation of Section 409.4-402(a).
33. At the time Shaw engaged in the conduct set forth above, at least one investor was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).
34. Shaw offered and/or sold securities to investors in and from Missouri without being registered or exempt from registration as an agent in violation of 409.4-402(a), and engaged in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

Multiple Violations of Employing an Unregistered Agent

35. **THE COMMISSIONER DETERMINES** that Surgioscopy employed and/or associated with Shaw who offered and/or sold securities in the State of Missouri on behalf of Surgioscopy.
36. Surgioscopy's activities constitute employing and/or associating with an agent in the State of Missouri under Section 409.4-402(d).
37. At all times relevant to this matter Surgioscopy had no registration or granted exemption for any agents of Surgioscopy to transact business in the State of Missouri.

38. Surgioscopy employed and/or associated with Shaw who transacted business in Missouri as an agent without being registered or exempt from registration as an agent, in violation of Section 409.4-402(d).
39. At the time Surgioscopy engaged in the conduct set forth above, at least one investor was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).
40. Surgioscopy employed unregistered agents who transacted business in and/or from the State of Missouri in violation of Section 409.4-402(d), and engaged in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.

Multiple Violations of Making an Untrue Statement, Omitting to State Material Facts or Engaging in an Act, Practice, or Course of Business that Would Operate as a Fraud or Deceit Upon Another Person in Connection with the Offer or Sale of Securities

41. **THE COMMISSIONER DETERMINES** that in connection with the offer, sale or purchase of a security, Respondents, made untrue statements of material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, telling MR1 that:
 - a. promising a guaranteed return of principal through company assets and thereby inducing multiple investors to acquire ownership interests in their common enterprise;
 - b. promising a 12 percent return every 90 days and thereby inducing multiple investors to invest in their common enterprise;
 - c. failing to disclose to note-holders that the security interests granted in Surgioscopy equipment was the same equipment for every note-holder;
 - d. failing to disclose that the same company assets that guaranteed a return of principal to every owner-member was the same assets securing the notes;
 - e. failing to provide specific information to support the purported investment returns;
 - f. failing to explain specific risks associated with the investment;
 - g. representing in the Operating Agreement that invested funds would be used for company purposes:

- h. stating that invested funds would be deposited and maintained in company accounts and not comingled with the funds of other persons;
 - i. promising that they would maintain accurate books, records and reports showing assets, liabilities, operations, transactions and financial condition;
 - j. omitting to disclose that Shaw would withdraw investment funds for personal expenses;
 - k. omitting the fact that investment funds would be comingled with other companies owned or controlled by Shaw;
 - l. omitting to disclose that Respondents were not registered to offer and/or sell securities in the State of Missouri; and
 - m. omitting to disclose that the securities offered by Surgioscopy and Shaw were not registered or exempt from registration.
42. Respondents thereby defrauded investors out of \$2.6 million.
43. Respondents made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in violation of Section 409.5-501, and engaged in an illegal act, practice, or course of business, and such conduct is, therefore, subject to the Commissioner's authority under Section 409.6-604.
44. At the time Respondents engaged in the conduct set forth above, at least one investor was more than 60-years-old and was an elderly person as that term is defined under Section 409.6-604(d)(3)(B).
45. An order is in the public interest and is consistent with the purposes of the Missouri Securities Act of 2003. *See* Section 409.6-605(b).

III. ORDER

NOW, THEREFORE, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order be prohibited from violating or materially aiding in any violation of:

- A. Section 409.3-301, by selling or offering to sell unregistered, non-exempt securities as defined by Section 409.1-102(28), in the State of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-301;

- B. Section 409.4-401(a), by transacting business as an unregistered broker-dealer firm;
- C. Section 409.4-402(a), by transacting business as an unregistered agent;
- D. Section 409.4-402(d), by employing an unregistered agent; and
- E. Section 409.5-501, by, in connection with the offer or sale of securities, making an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

IV. STATEMENT

Pursuant to Section 409.6-604, the Commissioner hereby states that he will determine whether to grant the Enforcement Section's request for civil penalties in the amount of:

- A. \$15,000 against each Respondent for violations of Section 409.3-301 when at least one of these violations was committed against an elderly person, in a final order, unless the Respondents request a hearing and show cause why the penalties should not be imposed;
- B. \$15,000 against Respondent Surgioscopy for violations of Section 409.4-401(a) when at least one of these violations was committed against an elderly person, in final order, unless Respondent Surgioscopy requests a hearing and show cause why the penalties should not be imposed;
- C. \$15,000 against Respondents Shaw for more than one violation of Section 409.4-402(a) when at least one of these violations was committed against an elderly person, in a final order, unless Respondent Shaw requests a hearing and show cause why the penalties should not be imposed.
- D. \$15,000 against Respondent Surgioscopy for more than one violation of Section 409.4-402(d) when at least one of these violations was committed against an elderly person, in a final order, unless Respondent Surgioscopy requests a hearing and show cause why the penalties should not be imposed; and
- E. \$15,000 against each Respondent for more than one violation of Section 409.5-501 when at least one of these violations was committed against an elderly person, in a final order, unless Respondents request a hearing and show cause why the penalties should not be imposed.
- F. an order against Respondents to pay, jointly and severally, restitution for any loss, including any actual damages that may have been caused by the conduct, and interest at the rate of 8% per year from the date of the violation causing the loss or disgorge any profits arising from the violations of Section 409.3-301, 409.4-401, 409.4-402, and 409.5-501, in

the final order, unless Respondents request a hearing and show cause why this restitution or disgorgement should not be imposed; and


- G. an order against Respondents to pay, jointly and severally, the costs of the investigation in this proceeding, after a review of evidence of the amount submitted by the Enforcement Section.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 19th DAY OF MARCH, 2019.



JOHN R. ASHCROFT
SECRETARY OF STATE


DAVID M. MINNICK
COMMISSIONER OF SECURITIES



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
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SURGIOSCOPY, LLC and) Case No. AP-19-04
STONEY DAVIN SHAW;)
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Respondents.)
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Serve: Surgioscopy, LLC)
4727 Crosshaven Drive)
St. Louis, MO 63304)
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Stoney Davin Shaw)
17626 Lisa Valley Court)
Chesterfield, MO 63005)

NOTICE

TO: Respondents and any unnamed representatives aggrieved by this Order:

You may request a hearing in this matter within thirty (30) days of the receipt of this Order pursuant to Section 409.6-604(b), RSMo 2016, and 15 CSR 30-55.020. Any request for a hearing before the Commissioner must contain:

- a. a brief statement of the facts;
- b. a summary of the factual and legal issues involved;
- c. a request for relief;
- d. suggestions in support of the relief sought, including the relevant statutes;
- e. the name of the party requesting the hearing; and
- f. the name of the attorney representing the party, if any.

Within fifteen (15) days after receipt of a request in a record from a person or persons subject to this order, the Commissioner will schedule this matter for a hearing.

A request for a hearing must be mailed or delivered, in writing, to:

David M. Minnick, Commissioner of Securities
Office of the Secretary of State, Missouri
600 West Main Street, Room 229
Jefferson City, Missouri, 65102

CERTIFICATE OF SERVICE

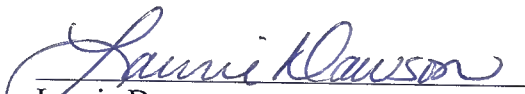
I hereby certify that on this 19th day of March, 2019, a copy of the foregoing Petition for Order to Cease and Desist in the above styled case was **mailed by certified U.S. mail to:**

Surgioscopy, LLC
4727 Crosshaven Drive
St. Louis, MO 63304

Stoney Davin Shaw
17626 Lisa Valley Court
Chesterfield, MO 63005

And hand delivered to:

Steven C. Reed, Director of Enforcement
Securities Division
Missouri Secretary of State's Office
600 West Main Street, Room 229
Jefferson City, Missouri 65101


Laurie Dawson
Securities Office Manager