



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
Unity Management Group, Inc., f/k/a Unity Auto Parts;) Case No. AP-15-08
Michael Oliver;)
Eddie Schlib;)
Kenneth Clyde Wiedrich; and)
Lindsey Vinson,)
)
Respondents.)
Serve:)
)
Unity Management Group, Inc.)
Michael Oliver)
Eric Schlib)
Kenneth Clyde Wiedrich)
2520 Harwood Road, Suite 200)
Bedford, Texas 76021)

STOP ORDER PURSUANT TO §409.3-302(d), RSMo.

On March 16, 2015, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“Enforcement Section”), through Director of Enforcement John Phillips, submitted a Petition for Stop Order pursuant to §409.3-302(d), RSMo. After reviewing the petition, the Commissioner issues the following order:

I. FACTUAL BACKGROUND

The factual background surrounding this controversy is as follows:

1. Unity Management Group, Inc. (“Unity”), f/k/a Unity Auto Parts, Inc. (“UAPI”), purports to be a Nevada registered corporation with a last known mailing address of 2520 Harwood Road, Suite 200, Bedford, Texas 76021. A search of the Nevada Secretary of State’s Office revealed no such corporate registration for Unity or UAPI.

2. United Healthcare Solutions, Inc. (“United”) was a Nevada registered corporation whose registered agent was Incorp Services, Inc. with a mailing address of 2360 Corporate Circle, Suite 400, Henderson, Nevada 89074. United’s business license registration expired on June 30, 2010.
3. Michael Oliver (“Oliver”) purports to be the director of Unity with a last known mailing address of 2520 Harwood Road, Suite 200, Bedford, Texas 76021. A search of the business filings for United also revealed that Oliver is listed as the treasurer and secretary of United with a last known mailing address of 1438 E. Hillsboro Boulevard, Deerfield Beach, Florida 33441.
4. Eddie Schlib (“Schlib”) purports to be the president and chief executive officer of Unity with a last known mailing address of 2520 Harwood Road, Suite 200, Bedford, Texas 76021.
5. Kenneth Clyde Wiedrich (“Wiedrich”) purports to be the chief financial officer of Unity with a last known mailing address of 2520 Harwood Road, Suite 200, Bedford, Texas 76021.
6. On January 25, 2010, UAPI filed a form 8-K with the United States Securities and Exchange Commission (“SEC”) under Central Index Key (CIK) number 0001064624 (“2010 8-K”).
7. The 2010 8-K, among other things, stated the following:
 - a. on November 2, 2009, UAPI and United entered into an agreement whereby UAPI would acquire United;
 - b. on November 2, 2009, UAPI’s name was changed to Unity; and
 - c. as of the 2010 8-K, Unity had outstanding shares trading on the “Pinksheets Electronic OTC Markets” under the symbol “UYMG.”
8. Between the 2010 8-K and May 31, 2013, there were no additional public filings made by Unity with the SEC.
9. On May 31, 2013, Unity filed a Form D notice of exempt offering of securities with the SEC (“Unity Form D”) signed by Oliver as the director of Unity.
10. The Unity Form D, among other things, stated that:
 - a. Unity was offering securities pursuant to Rule 506 of Regulation D;
 - b. the Unity offering was for \$10,000,000; and

- c. the offering had not yet commenced.
11. On July 10, 2014, the Missouri Securities Division received a “notice filing” of the Unity Form D (“Unity Notice”). The Unity Notice, among other things, stated that the date of the first sale in Missouri was June 28, 2014.
 12. The Unity Notice was filed on behalf of Unity by Lindsey Vinson (“Vinson”), Attorney at Law. On the Unity Notice, Vinson lists an address of 3712 West Biddison Street, Fort Worth, Texas 76109.
 13. Included in the Unity Notice was a check from Vinson made payable to the “Missouri Secretary of State” for the “Unity Management Form D Rule 50 filing fee” dated July 7, 2014 for \$100.00.
 14. On or about July 22, 2014, the Securities Division was notified that Vinson’s check had been returned due to non-sufficient funds.
 15. The Securities Division attempted to make the following contact with Vinson regarding the failure to pay the filing fee for the Unity Notice:
 - a. in July and August 2014, a member of the Registration Section called Vinson and left at least two messages regarding the bounced check;
 - b. on February 19, 2015, an investigator with the Enforcement Section called Vinson at the telephone number listed on the Unity Notice and left a voicemail;
 - c. on February 19, 2015, an investigator with the Enforcement Section sent an e-mail to Vinson’s e-mail address listed on the Unity Notice;
 - d. on February 20, 2015, an investigator with the Enforcement Section called Vinson at the telephone number listed on the Unity Notice and left a voicemail; and
 - e. on March 4, 2015, an investigator with the Enforcement Section attempted to call potential telephone numbers associated with Vinson and left at least 1 voicemail.
 16. As of March 13, 2015, the Enforcement Section has been unable to locate accurate contact information for Vinson, Oliver, Schlib, or Wiedrich.
 17. As of March 13, 2015, there was no valid, paid-for registration, exemption, or notice filing indicating status as a “federal covered security” for the securities offered or sold by Unity or Vinson.

II. COMMISSIONER'S FINDINGS

18. Section 18(c)(3) of the Securities Act of 1933 states:

Nothing in this section shall prohibit the securities commission (or any agency or office performing like functions) of any State from suspending the offer or sale of securities within such State as a result of the failure to submit any filing or fee required under law and permitted under this section.

15 U.S.C. § 77r(c)(3)

19. Form D requires an issuer to:

file an amendment to a previously filed notice for an offering:

- to correct a material mistake of fact or error in the previously filed notice, as soon as practicable after discovery of the mistake or error;
- to reflect a change in the information provided in the previously filed notice . . . as soon as practicable after the change

Form D, General Instructions.

20. Section 409.3-302(a)(1) allows the Commissioner, by rule or by order, to require, before the initial offer of a federal-covered security in this state, that the issuer file with the Securities Division “all records that are part of a federal registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933 and a consent to service of process complying with section 409.6-611 signed by the issuer [as well as] the payment of a fee of one hundred dollars.”
21. The Commissioner has implemented this section and requires that issuers offering exempt securities pursuant to Rule 506
- a. file with the Securities Division the Form D filed with the SEC (*see* 15 CSR 30-54.210(3)(A)); and
 - b. pay a one hundred dollar (\$100) fee (*see* 15 CSR 30-54.210(3)(B)).
22. When the Commissioner finds that an issuer fails to comply with these requirements, Section 409.3-302(d) states that “the commissioner may issue a stop order suspending the offer and sale of a federal covered security in this state. . . .”
23. Further, “[d]uring the period of the offering, the issuer shall take steps necessary to insure that all material information contained in the notice filing remains current and accurate.” 15 CSR 30-54.210(5).

24. Accordingly, the Commissioner **FINDS** that since the check accompanying the Unity Notice was returned for insufficient funds, Respondents have failed to pay the \$100 fee and have, therefore, failed to comply with 15 CSR 30-54.210(3)(B).
25. Moreover, given that Securities Division personnel have been unable to reach the issuer or the issuer's counsel with the contact information provided on the Form D, the Commissioner further **FINDS** that the Form D filed with the Securities Division was materially incomplete or inaccurate and therefore failed to comply with 15 CSR 30-54.210(3)(A).

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 offering and/or selling the security described in the Unity Notice until such time as Respondents file a revised Form D with accurate contact information with the Securities Division and pay the \$100 fee.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS TWENTIETH DAY OF MARCH, 2015.



JASON KANDER
SECRETARY OF STATE

Andrew M. Hartnett

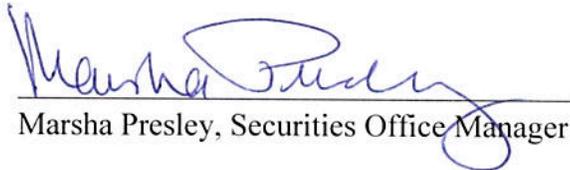
ANDREW M. HARTNETT
COMMISSIONER OF SECURITIES

CERTIFICATE OF SERVICE

I hereby certify that on this 20th day of March, 2015, a copy of the foregoing ORDER, issued in the above-styled case, was sent **by certified U.S. mail to:**

Unity Management Group, Inc.
Michael Oliver
Eric Schlib
Kenneth Clyde Wiedrich
2520 Harwood Road, Suite 200
Bedford, Texas 76021

Lindsey Vinson
3712 West Biddison Street
Fort Worth, Texas 76109


Marsha Presley, Securities Office Manager