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BEFORE THE ARIZONA CORPORATION COMMISSION

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2012 MAY -3 P 12: 51

CORP COMMISSION
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Arizona Corporation Commission

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In the matter of:)
SEED Corporation, an Arizona Corporation)
Dissolved by administrative action;)
Randall Duane Simonson and Marilyn J.)
Simonson, husband and wife;)
Karl Henry Rehberg a/k/a Shawn Pierce and)
Helen Rehberg a/k/a Lisa Pierce, husband)
and wife;)
Respondents.)

) DOCKET NO. S-20844A-12-0122
) NOTICE OF OPPORTUNITY FOR HEARING
) REGARDING PROPOSED ORDER FOR
) RESTITUTION AND ORDER FOR OTHER
) AFFIRMATIVE ACTION
)
)
)

Comes now Karl H. Rehberg, ("Rehberg") Pro Se in response to "Notice of opportunity for hearing regarding proposed order for restitution and order for other affirmative action." The Securities Division ("Division") alleging that respondent along with SEED Corporation, Randall Duane Simonson engaged in acts, practices, and transactions that constitute violations of the Securities Act of Arizona. A.R.S § 44-1801 et seq. ("Securities Act").

Paragraph 2: "At all relevant times Rehberg was not and never did offer or sell securities in the form of common stock in SEED Corporation.

Paragraph 10: Helen Rehberg a/k/a Lisa Pierce was not at all relevant times party to Simonson's offering of stock in SEED Corporation.

Paragraph 13: At all relevant times Respondents Rehberg and Spouse were not acting for their own behalf.

Paragraph 27: At no time from early May of 2007 until August 17, 2007 did Rehberg ever solicit an investor, nor did Rehberg speak to or solicit any investment clubs. Rehberg didn't know any investor types. Rehberg had to keep a very low profile due to an investigation in Florida. Randall Duane Simonson solicited all of the investors during the time between May 2007 and August 2007 as above. During this same time Rehberg was aware of less than 10 or 15 investors (not 44 investors) in SEED and all of them represented themselves as accredited investors. Simonson was relying on the federal Regulation D 504 exemption. After that time Rehberg had no communication or idea of what the Simonsons did with regards to investors.

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Paragraph 28: At no time as above mentioned did Rehberg invite any investor or prospective investor to the SEED facility, nor did Rehberg conduct any guided tours.

Paragraph 29: Rehberg at no time arranged for or have anything remotely to do with any internet-based live video seminars ("webinars"). If this did take place it was long after Rehberg was gone.

Paragraph 36: Rehberg was never introduced as any kind of authorized representative of SEED or having any expertise in securities fundraising. Rehberg was only a consultant who gave opinions to Simonson and never was an officer or director and had no authority with regard to SEED Corporation .

Paragraph 37: Rehberg was not the one to develop the concept of SEED. It was Simonson 's idea to get into the storage business long before ever meeting Rehberg. At no time did Rehberg act as the liaison between SEED and associated companies. Simonson had prior knowledge of and knew of the affiliates and their owners. The principal ideas behind the document storage business came from a man in Texas who Simonson met at an expo meeting for the storage business in Las Vegas, NV. Early in 2007. The Simonsons were the only officers and directors of SEED Inc. They were in charge of the bank account and funds. Simonson used the bank account as his own private piggybank. Randall Simonson gave large sums of money to his friends who were in real estate deals that were going bad. He gave them money to save the deals. In early August 2007, I observed him on one occasion giving one of his friends a check for \$15,000 to save his real estate. There was no note or collateral with regard to the \$15,000.

Paragraph 58: Rehberg never made any offer or sold any securities in the form of stock shares and/or notes within or from Arizona.

With the exception of the paragraphs noted herein I have virtually no knowledge of what the Simonsons did with regard to fund raising or operating SEED Corporation.

After our arrest August 22, 2007 we lost everything we had. At this point now we are subsisting on Social Security and food stamps. We are each paying \$100.00 per month restitution on approximately \$20,000,000 at that rate it will take 8,333 years to pay off, since we have no other assets (not even a car). I am currently undergoing 44 radiation treatments for cancer. I take 9 different prescriptions a day. I am in the 4th stage of kidney failure further aggravated by high blood pressure. About the only thing we do is go from doctor to doctor five days a week.

Respectively submitted,


Karl Rehberg