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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

Arizona Corporation Commission

DOCKETED

APR 28 2010

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In the matter of
LARRY WAYNE ZIEGLER (a/k/a Zig
Ziegler), a single man,
TROY DEE TRUVILLION and JENIA
DIMITROVA, husband and wife,
and
MOTION DNA, INC., a Nevada corporation

Respondents.

DOCKET NO. S-20708A-09-0499

DECISION NO. 71684

**ORDER TO CEASE AND DESIST, ORDER
FOR RESTITUTION AND ORDER FOR
ADMINISTRATIVE PENALTIES**

**RE: LARRY WAYNE ZIEGLER AND
MOTION DNA, INC.**

On October 20, 2009, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Notice of Opportunity Regarding a Proposed Order to Cease and Desist, Order for Restitution, For Administrative Penalties, and For Other Affirmative Action ("Notice") against Larry Wayne Ziegler (a/k/a Zig Ziegler), Troy Dee Truvillion (Truvillion") and Jenia Demitrova, husband and wife, and Motion DNA, Inc. ("MDNA").

A copy of the Notice was personally served on Respondent Zig Ziegler ("Ziegler"), individually and on behalf of MDNA, on December 7, 2009. Ziegler and MDNA have failed to request an administrative hearing within 10 days after receipt of the Notice, pursuant to A.R.S. § 44-1972 and A.A.C. Rule R14-4-306. Ziegler and MDNA failed to file an Answer within 30 days of service of the Notice, pursuant to A.A.C. Rule R14-4-305.

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I.

FINDINGS OF FACT

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3 1. MDNA is a Nevada corporation which was incorporated on January 9, 2004.
4 MDNA's principal place of business is Scottsdale, Arizona.

5 2. Pursuant to the records of the Nevada Secretary of State, Ziegler is and has been at
6 all relevant times, the President of MDNA.

7 3. Ziegler is a single man who resided in Scottsdale, Arizona before relocating to San
8 Diego, California in June 2008.

9 4. Ziegler and MDNA may be referred to collectively as "Respondents."

10 5. From about April 2008 until August 2008, Ziegler offered and sold company stock
11 in MDNA, within or from Arizona.

12 6. Ziegler told investors that the funds raised would be used as capital by MDNA to
13 register as a publicly traded company.

14 7. Ziegler represented to offerees and investors that MDNA's technology was used to
15 evaluate and analyze human movement.

16 8. Ziegler told investors that the information collected by MDNA's technology could
17 be used by amateur, collegiate and professional athletes as well as their coaches and trainers to
18 improve athletic performance.

19 9. In addition, Ziegler represented to investors that MDNA's technology would
20 prevent and detect sports related injuries.

21 10. In at least one instance, Ziegler told an offeree and investor that an investment in
22 MDNA would be profitable.

23 11. MDNA was not registered as a publicly traded company within the relevant period.

24 12. Respondents raised at least \$470,000 from approximately 5 investors who believed
25 they were purchasing stock in MDNA.
26

1 13. Ziegler and Truvillion instructed investors to make their investments in MDNA
2 payable to other entities, although the investors believed they were investing in MDNA. Neither
3 Ziegler nor Truvillion informed investors why this was necessary.

4 14. Truvillion instructed at least one offeree and investor to make her investment in
5 MDNA payable to TTZZ Partnership 7 (a/k/a TTZZ Partnership) ("TTZZ"), a general partnership.
6 Upon information and belief, Ziegler and Truvillion are the sole partners of TTZZ.

7 15. In another instance, Ziegler instructed at least one offeree and investor to make his
8 investment in MDNA payable to Phoenix Performance Enhancement Group, LLC (a/k/a Phoenix
9 Performance Enhancement or "PPEG"), an Arizona limited liability company.

10 16. Pursuant to a search of Commission records, at all relevant times, Ziegler was a
11 manager and sole member of PPEG.

12 17. ZIEGLER was the sole signor for the PPEG bank account in which certain investor
13 funds were deposited.

14 18. On another occasion, Truvillion instructed an offeree and investor to make her
15 investment in MDNA payable to Virsys Performance Group, Inc. ("Virsys Group"). Virsys Group
16 is a Nevada corporation which was administratively dissolved on July 1, 2009 for failing to file an
17 annual list of officers.

18 19. Pursuant to a search of Commission records, Virsys Group is not an entity registered
19 with the Commission. In addition, Virsys Group is not a registered trade name with the Arizona
20 Secretary of State.

21 20. Ziegler was an authorized signor for the Virsys Group bank account in which
22 investor funds were deposited.

23 21. Ziegler and Truvillion represented to investors that their investments were for the
24 purchase of company stock in MDNA. However, in all instances, MDNA investors received
25 company stock in either Future Films, Inc., a Nevada corporation, or TruSeven, Inc., a Delaware
26 corporation.

1 22. None of the investors in MDNA received their stock in MDNA. MDNA did not issue
2 company stock certificates to investors.

3 23. Neither Ziegler nor Truvillion informed investors prior to investing that they would
4 receive stock in any company other than MDNA.

5 24. Ziegler used funds raised from MDNA investors to pay his own personal expenses,
6 including making mortgage payments and withdrawing cash.

7 **II.**
8 **CONCLUSIONS OF LAW**

9 1. The Commission has jurisdiction over this matter pursuant to Article XV of the
10 Arizona Constitution and the Securities Act.

11 2. Respondents offered or sold securities within or from Arizona, within the meaning
12 of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

13 3. Respondents violated A.R.S. § 44-1841 by offering or selling securities that were
14 neither registered nor exempt from registration.

15 4. Respondents violated A.R.S. § 44-1842 by offering or selling securities while
16 neither registered as dealers or salesmen nor exempt from registration.

17 5. Respondents violated A.R.S. § 44-1991 by (a) employing a device, scheme, or
18 artifice to defraud, (b) making untrue statements or misleading omissions of material facts, or (c)
19 engaging in transactions, practices, or courses of business that operate or would operate as a fraud
20 or deceit. The conduct includes, but is not limited to, the following:

21 a) Represented to offerees and investors that their investments in MDNA
22 would be used to take the company public, when in fact MDNA is not, nor has been, registered as
23 a publicly traded company;

24 b) Failed to disclose to investors that the companies to which they were
25 directed to make their payments were owned or controlled by Ziegler and that the funds would
26 not be used by MDNA for the purpose the investors intended; and

1 c) Failed to disclose to investors that Ziegler used funds raised from MDNA
2 investors to pay his own personal expenses, including making mortgage payments and withdrawing
3 cash.

4 6. Respondents' conduct is grounds for a cease and desist order pursuant to A.R.S.
5 § 44-2032.

6 7. Respondents' conduct is grounds for an order of restitution pursuant to A.R.S. § 44-
7 2032.

8 8. Respondents' conduct is grounds for administrative penalties under A.R.S. § 44-
9 2036.

10 III.

11 ORDER

12 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, the Commission
13 finds that the following relief is appropriate, in the public interest, and necessary for the protection
14 of investors:

15 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that Respondents, and any of
16 Respondents' agents, employees, successors and assigns, permanently cease and desist from
17 violating the Securities Act.

18 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that Respondents shall, jointly
19 and severally, pay restitution to the Commission in the principal amount of \$470,000. Any
20 principal amount outstanding shall accrue interest at the rate of 10 percent per annum from the date
21 of purchase until paid in full. Interest in the amount of \$80,712 has accrued from the date of
22 purchase to the date of this Order. Payment shall be made to the "State of Arizona" to be placed in
23 an interest-bearing account controlled by the Commission.

24 The Commission shall disburse the funds on a pro-rata basis to investors shown on the
25 records of the Commission. Any restitution funds that the Commission cannot disburse because an
26 investor refuses to accept such payment, or any restitution funds that cannot be disbursed to an

1 investor because the investor is deceased and the Commission cannot reasonably identify and
2 locate the deceased investor's spouse or natural children surviving at the time of the distribution,
3 shall be disbursed on a pro-rata basis to the remaining investors shown on the records of the
4 Commission. Any funds that the Commission determines it is unable to or cannot feasibly
5 disburse shall be transferred to the general fund of the state of Arizona.

6 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that Respondents shall, jointly
7 and severally, pay an administrative penalty in the amount of \$100,000. Payment shall be made to
8 the "State of Arizona." Any amount outstanding shall accrue interest as allowed by law.

9 IT IS FURTHER ORDERED, that no finding of fact or conclusion of law contained in this
10 Order shall be deemed binding against any Respondent under this Docket Number, other than Larry
11 Wayne Ziegler (a/k/a Zig Ziegler) and Motion DNA, Inc.

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IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION



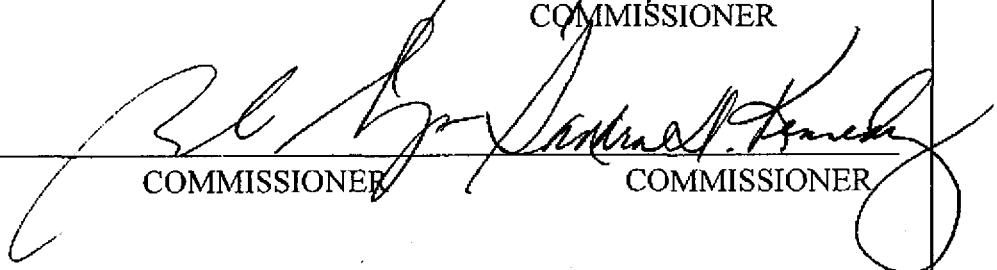
CHAIRMAN



COMMISSIONER



COMMISSIONER



COMMISSIONER

COMMISSIONER

IN WITNESS WHEREOF, I, ERNEST G. JOHNSON, Executive Director of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 27th day of April, 2010.



ERNEST G. JOHNSON
EXECUTIVE DIRECTOR

DISSENT

DISSENT

This document is available in alternative formats by contacting Shaylin A. Bernal, ADA Coordinator, voice phone number 602-542-3931, e-mail sabernal@azcc.gov.

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SERVICE LIST FOR: ORDER TO CEASE AND DESIST, ORDER FOR RESTITUTION,
ORDER FOR ADMINISTRATIVE PENALTIES
RE: LARRY WAYNE ZIEGLER AND MOTION DNA, INC.

LARRY WAYNE "ZIG" ZIEGLER
9085 E. Judicial Drive, #2535
San Diego, California 92122

MOTION DNA, INC.
c/o State Agent and Transfer Agent Syndicate, Inc.
112 N. Curry Street
Carson City, Nevada 89703