

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION,**

Plaintiff,

v.

**U.S. WIND FARMING, INC., WILLIAM L.
TELANDER, MAD WORLD CAPITAL
GROUP, LLC, TEMPLAR FINANCIAL, LLC,
TIME LIMIT CAPITAL, LLC, RAYMOND J.
MCNAMEE, 20TH CENTURY JACKSON
EQUITIES, INC., ANTHONY M. NECOECHEA,
ASHLIN CAPITAL, LLC, KYOTO CAPITAL
GROUP, LLC, CHARLES S. FLEMMING,
ORONEX, LLC, and MICHAEL D. SPADACCINI,**

Defendants.

CIVIL ACTION NO.

COMPLAINT

Plaintiff, the United States Securities and Exchange Commission (“Commission”), alleges as follows:

1. The Commission brings this action to halt a fraudulent “hype and dump” scheme in connection with sales of securities of U.S. Wind Farming, Inc. (“Wind Farming”), a shell company formed by William L. Telander (“Telander”) in March 2004 for the purpose of evading the registration provisions of the Securities Act of 1933 (“Securities Act”). From April 2004 through March of 2005, Telander, Wind Farming’s president and chief executive officer, caused Wind Farming to issue tens of millions of its unregistered shares to nominees whom Telander recruited to act as purported Pennsylvania accredited investors: defendants Raymond J.

McNamee (“McNamee”), Anthony M. Necoechea (“Necoechea”), Charles S. Flemming (“Flemming”), Michael D. Spadaccini (“Spadaccini”), and entities that they controlled. Shortly after receipt of their Wind Farming shares, in coordination with Telander, these nominees and their entities sold their Wind Farming stock to the investing public, without registering the transactions with the Commission, for the purpose of returning part of the proceeds to Telander and Wind Farming. To assist in the public sale of the stock, Telander created artificial demand through the issuance of false and misleading press releases and false and misleading statements on Wind Farming’s website. The press releases misrepresented Wind Farming’s business operations, financial condition, and business relationships. Wind Farming’s website touted Telander’s business background but did not disclose that he had been previously enjoined and criminally convicted for securities fraud. As a result of this scheme, at least Flemming and Necoechea, and the entities they controlled, paid Telander and Wind Farming at least \$490,000 from the proceeds of the sale of unregistered securities to public investors.

2. By the above conduct, Wind Farming, Telander, McNamee, Templar Financial, LLC (“Templar Financial”), Mad World Capital Group, LLC (“Mad World Capital”), Time Limit Capital, LLC (“Time Limit Capital”), Flemming, Ashlin Capital, LLC (“Ashlin Capital”), Kyoto Capital Group, LLC (“Kyoto Capital”), Necoechea, 20th Century Jackson Equities, Inc. (“20th Century Jackson”), Spadaccini, and Oronex, LLC (“Oronex”), have violated Sections 5(a) and 5(c) of the Securities Act. Wind Farming and Telander have also violated Section 17(a) of the Securities Act and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder.

3. As a result of the conduct described above, the Commission suspended trading in Wind Farming’s securities for a period of ten business days beginning on June 9, 2005. Since

the expiration of the trading suspension on June 22, 2005, trading has resumed in Wind Farming's stock.

4. Unless restrained and enjoined by this Court, there is a reasonable likelihood that Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson will continue to engage in transactions, acts, practices and courses of business that violate the federal securities laws. McNamee, Flemming, and Necoechea still have access to millions of shares of Wind Farming stock through entities that they control that they can sell into the market now that Wind Farming securities are trading once again. As a result, emergency action is required to stop this scheme and preserve the defendants' ill-gotten gains for possible distribution to investors.

5. The Commission therefore requests that the Court issue a temporary restraining order and preliminary injunction against Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson, enjoining them from further violations of the federal securities laws. The Commission further requests an order that the Court grant other emergency equitable relief against these defendants, including: (1) an order imposing a temporary penny stock bar against Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson; (2) an order requiring Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea and 20th Century Jackson to provide an accounting of all monies or property obtained as a result of their sales of Wind Farming unregistered shares, as well as their current financial resources or assets; and (3)

an order freezing the assets of Telander and Wind Farming. In addition to this emergency relief, the Commission requests permanent injunctive relief, disgorgement and civil penalties against Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea and 20th Century Jackson based on their conduct in this scheme. The Commission also requests permanent injunctive relief, disgorgement and civil penalties against Spadaccini and Oronex. The Commission also requests an order prohibiting all defendants from destroying or concealing documents and ordering expedited discovery.

JURISDICTION AND VENUE

6. This Court has jurisdiction pursuant to Sections 20 and 22(a) of the Securities Act [15 U.S.C. § 77t and § 77v(a)], and Sections 21(d) and 27 of the Exchange Act [15 U.S.C. § 78u(d) and § 78aa].

7. The defendants have, directly and indirectly, made, and are making, use of the means and instrumentalities of interstate commerce and of the mails in connection with the transactions, acts, practices and courses of business alleged herein.

8. There is a reasonable likelihood that the defendants will, unless enjoined, continue to engage in the transactions, acts, practices, and courses of business set forth in this Complaint and transactions, acts, practices, and courses of business of similar purport and object.

9. Venue is proper in this Court pursuant to Section 22(a) of the Securities Act [15 U.S.C. §77v(a)] and Section 27 of the Exchange Act [15 U.S.C. §78aa]. Certain of the sales, transactions, acts, practices and courses of business alleged herein occurred in the Northern District of Illinois, and Telander can be found in, transacts business in, and is an inhabitant of the Northern District of Illinois.

DEFENDANTS

10. Telander, age 55, is a resident of Orland Park, Illinois. He is president and chief executive officer of Wind Farming. In April 1994, Telander was permanently enjoined from violating the antifraud provisions of the federal securities laws in connection with a scheme involving fraud in the offer and sale of securities. In a parallel criminal case, in February 1994, Telander pled guilty to four counts of securities fraud, among other charges. Based on the same conduct, in December 1994, he was sentenced to 37 months in prison and ordered to pay \$6.7 million in restitution. Telander is not registered with the Commission in any capacity.

11. Wind Farming is a Nevada corporation with its principal place of business in Orland Park, Illinois. Wind Farming purports to establish wind turbine agricultural renewable energy cooperatives with farmers (“wind farm cooperatives”), sell energy from windmills placed on farmers’ land to local utility companies, and pay farmers a fee from the revenue stream while retaining the remaining revenues. The company represents itself to be the only publicly traded wind energy company and is quoted on the Pink Sheets under the ticker symbol USWF. No registration statement has been filed with the Commission or is in effect under the Securities Act with respect to any securities of Wind Farming.

12. McNamee, age 50, is a resident of Newport Beach, California. McNamee controlled Mad World Capital, Templar Financial, and Time Limit Capital from April 2004 through the present. McNamee is not registered with the Commission in any capacity. He did not register any of the Wind Farming shares that he controlled before selling them into the public market.

13. Mad World Capital purports to be a Pennsylvania entity that was organized by Spadaccini in March 2004. Its address is 106 Cranberry Circle, Perkasio, Pennsylvania. Mad

World Capital is not registered with the Commission in any capacity. It did not register its Wind Farming shares with the Commission before selling them into the public market.

14. Templar Financial purports to be a Pennsylvania entity also with an address of 106 Cranberry Circle, Perkasio, Pennsylvania. Templar Financial is not registered with the Commission in any capacity. It did not register its Wind Farming shares with the Commission before selling them into the public market.

15. Time Limit Capital purports to be a Pennsylvania entity with an address of 209 Green Valley Road, Exton, Pennsylvania. Time Limit Capital is not registered with the Commission in any capacity. It did not register its Wind Farming shares with the Commission before selling them into the public market.

16. Flemming, age 56, is a resident of New York, New York and is president and chief executive officer of Ashlin Capital. Flemming purchased Kyoto Capital from Spadaccini, through which Ashlin Capital obtained unregistered Wind Farming shares. Flemming is not registered with the Commission in any capacity. He did not register any Wind Farming shares that he controlled with the Commission before selling them into the public market.

17. Kyoto Capital purports to be a Pennsylvania entity that was organized by Spadaccini in May 2004. It was organized with the address 209 Green Valley Road, Exton, Pennsylvania. Spadaccini transferred control of this entity to Flemming in September 2004. Kyoto Capital is not registered with the Commission in any capacity. It did not register its Wind Farming shares with the Commission before they were transferred to Ashlin Capital.

18. Ashlin Capital holds itself out as an investment banking firm with offices in New York, New York. Ashlin Capital obtained unregistered Wind Farming shares from Kyoto

Capital. Ashlin Capital is not registered with the Commission in any capacity. It did not register its Wind Farming shares with the Commission before selling them into the public market.

19. Necoechea, age 39, is a resident of San Diego, California. He controlled 20th Century Jackson from April 2004 through the present. Necoechea is not registered with the Commission in any capacity. He did not register any Wind Farming shares that he controlled before selling them into the public market.

20. 20th Century Jackson purports to be a Pennsylvania entity whose address is 600 North 2nd Street, Harrisburg, Pennsylvania. 20th Century Jackson is not registered with the Commission in any capacity. It did not register its Wind Farming shares with the Commission before selling them into the public market.

21. Spadaccini, age 40, is an attorney who resides in San Diego, California and is licensed in California. He organized Mad World Capital and Kyoto Capital for purposes of Wind Farming's unregistered offerings. He also organized and controlled Oronex from March 2004 through the present. Spadaccini distributed Wind Farming shares issued to purported Pennsylvania accredited investors to individuals and entities with non-Pennsylvania addresses. Spadaccini is not registered with the Commission in any capacity. He did not register any Wind Farming shares that he controlled with the Commission before selling them into the public market.

22. Oronex purports to be a Pennsylvania entity that was organized by Spadaccini in March 2004 with an address of 209 Green Valley Road, Exton, Pennsylvania. Oronex is not registered with the Commission in any capacity. It did not register any Wind Farming shares in its possession before selling them into the public market.

FACTUAL BACKGROUND

23. Wind Farming was formed in March 2004 as a result of mergers with a shell company, Applied Research Corporation, and a private company controlled by Telander, U.S. Agricultural Wind Farming Association. The resulting company became known as Wind Farming.

24. Wind Farming purports to earn revenue by selling energy to utility companies derived from wind farm cooperatives.

25. To minimize the number of publicly available shares of Wind Farming, Telander caused Wind Farming to execute a 1/200 reverse common stock split. On March 23, Wind Farming reduced the number of its shares outstanding from 6,811,083 to approximately 34,000.

26. Once Wind Farming's existing shares were reduced, Telander started conducting unregistered offerings of the securities of Wind Farming. From April 2004 through March 2005, Wind Farming issued over 150 million shares of unregistered stock to McNamee, Necoechea, Spadaccini, Flemming, and the entities they control.

27. Wind Farming issued these purported unregistered shares to these alleged Pennsylvania accredited investors in a veiled attempt to appear to be in compliance with Rule 504 of Regulation D of the Securities Act and §203(t) of the Pennsylvania Securities Act.

28. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex purported to be Pennsylvania accredited investors for Telander and Wind Farming's offerings of unregistered securities.

29. Time Limit Capital, Oronex, and Kyoto Capital shared the same address in Exton, Pennsylvania.

30. Templar Financial and Mad World Capital shared the same address in Perkasio, Pennsylvania.

31. 20th Century Jackson shared its Harrisburg, Pennsylvania address with three other entities that were also issued Wind Farming unregistered shares.

32. Telander and Spadaccini directed that all of the Wind Farming unregistered shares issued to Mad World Capital, Mad World Capital, Templar Financial, Time Limit Capital, Kyoto Capital, 20th Century Jackson, and Oronex be delivered to addresses outside of the state of Pennsylvania.

33. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex were not Pennsylvania accredited investors. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, and Kyoto Capital served as mere conduits for Telander and Wind Farming to offer and sell unregistered shares to the public market. Oronex served as a mere conduit for Spadaccini to sell his shares to the public market ostensibly as payment for his legal services. Telander caused Wind Farming to issue these defendants unregistered Wind Farming shares. Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, Kyoto Capital, and Oronex then began reselling these unregistered shares into the public market shortly after receiving them.

34. Telander expected McNamee and his entities to make a public market in Wind Farming securities. At the time that Telander directed Wind Farming to issue unregistered shares to the entities that McNamee controlled, he expected that McNamee would sell these unregistered shares into the public market and provide Wind Farming with a portion of the proceeds of these sales.

35. Telander directed Wind Farming to issue McNamee, through the entities he controlled, 25.1 million Wind Farming unregistered shares. Through entities McNamee

controlled, he sold over 13 million Wind Farming unregistered shares to the public for over \$330,000.

36. Telander directed Wind Farming to issue Mad World Capital 10 million unregistered Wind Farming shares purportedly for \$10,000. Neither Mad World Capital nor McNamee ever paid for these shares. McNamee sold over 7 million Wind Farming unregistered shares to the public through Mad World Capital for over \$163,000.

37. Telander directed Wind Farming to issue Templar Financial 15 million unregistered Wind Farming shares purportedly for \$15,000. Neither Templar Financial nor McNamee ever paid for these shares. McNamee sold approximately 6 million Wind Farming unregistered shares to the public through Templar Financial for approximately \$165,000.

38. Telander directed Wind Farming to issue Time Limit Capital 100,000 unregistered Wind Farming shares purportedly for \$1,000. Neither Time Limit Capital nor McNamee ever paid for these shares. McNamee sold 100,000 unregistered Wind Farming shares to the public through Time Limit Capital for approximately \$10,000.

39. Telander expected Necoechea and 20th Century Jackson to make a public market in Wind Farming securities. At the time that Telander directed Wind Farming to issue unregistered shares to Necoechea and 20th Century Jackson, he expected that Necoechea would sell these unregistered shares into the public market and provide Wind Farming with a portion of the proceeds of these sales.

40. Telander directed Wind Farming to issue 20th Century Jackson over 10 million unregistered Wind Farming shares purportedly for \$10,000. Neither 20th Century Jackson nor Necoechea ever paid for these shares. Necoechea, through 20th Century Jackson, also obtained over 10 million additional Wind Farming shares through another source. Necoechea sold over

22 million Wind Farming unregistered shares to the public through 20th Century Jackson for over \$440,000.

41. Telander asked Flemming and Ashlin Capital to make a public market in Wind Farming securities. At the time that Telander directed Wind Farming to issue unregistered shares to Flemming and Ashlin Capital, via Kyoto Capital, he expected that Flemming would sell these unregistered shares into the public market and provide Wind Farming with a portion of the proceeds of these sales.

42. Telander directed Wind Farming to issue Kyoto Capital a total of 102 million unregistered Wind Farming shares purportedly for \$.0048 per share. Telander and Wind Farming then distributed these shares to Ashlin Capital and Flemming. Flemming sold over 32 million unregistered Wind Farming shares to the public through Ashlin Capital for over \$600,000.

43. Telander directed Wind Farming to issue Oronex 500,000 unregistered Wind Farming shares purportedly for \$5,000. Spadaccini and Oronex did not pay for these shares. Telander caused Wind Farming to issue these shares to Spadaccini, via Oronex, to purportedly pay for Spadaccini's legal services. Spadaccini considered these shares currency to be sold for him to obtain the cash for his legal services.

A. Telander Starts his Scheme by Issuing Unregistered Shares and Hying the Market for Wind Farming Stock Through Misrepresentations and Omission of Material Facts.

44. In April and May 2004, Telander caused Wind Farming to issue Mad World Capital, Templar Financial, Time Limit Capital, 20th Century Jackson, and Oronex a total of 35.6 million unregistered Wind Farming shares.

45. Prior to June 2004, daily trading activity for Wind Farming's stock was minimal.

46. To hype the market for Wind Farming stock and support the prices at which Wind Farming unregistered shares would be sold to the public, Telander caused Wind Farming to issue fraudulent and misleading press releases during the summer of 2004, including one such press release on June 28, 2004.

47. On June 28, 2004, Telander caused Wind Farming to issue a press release that stated that Wind Farming expected each wind farming cooperative that it established to generate over \$800,000 in annual net revenue for the company, or over \$24 million in net revenue for the 30-year life of each cooperative. This press release was also posted on Wind Farming's website.

48. Telander and Wind Farming did not establish any wind farming cooperatives during the summer of 2004. Wind Farming did not have any operations that would generate the type of revenues and profits discussed in this June 28, 2004 press release during that time.

49. In the summer of 2004, Wind Farming's website contained statements about Telander lauding his business background. The website failed to disclose any reference to Telander's permanent injunction and criminal conviction for securities fraud.

50. As a result of false and misleading statements contained in Telander and Wind Farming's press releases and on Wind Farming's website, the trading volume of Wind Farming stock increased during the summer of 2004 from minimal in June 2004 to over one million shares per day for several days in August 2004.

51. From June 2004 to August 2004 Wind Farming's stock price increased from virtually nothing to \$0.0525.

52. Through the summer of 2004, McNamee, Necoechea, and Spadaccini, through the entities they controlled, sold their Wind Farming shares into the public market at prices that were buoyed by statements in Wind Farming's press releases and on its website during that time.

53. Through July 31, 2004, McNamee sold over 800,000 shares for approximately \$38,000. Necoechea sold approximately 2 million shares for approximately \$42,000.

Spadaccini sold 235,000 shares for approximately \$11,000.

B. Telander and Wind Farming Issue Additional Unregistered Shares to Defendants Fleming, Kyoto Capital and Ashlin Capital and Continue to Hype the Market.

54. In August 2004, Telander sought additional sources of capital. He recruited Fleming and Ashlin Capital to act as a conduit for Wind Farming to access the public market.

55. In September 2004, Telander arranged for Fleming and Ashlin Capital to work with Necoechea and 20th Century Jackson to promote and sell unregistered Wind Farming shares to the public.

56. To facilitate the issuance of unregistered Wind Farming shares to Ashlin Capital, Spadaccini sold Kyoto Capital to Fleming in September 2004.

57. In October 2004, Wind Farming purported to issue 52 million shares at \$0.0048 per share to Kyoto Capital. Telander then distributed these unregistered shares to Ashlin Capital.

58. Telander continued his efforts to artificially create demand for unregistered Wind Farming shares in the public market. He directed Wind Farming to issue more false and misleading press releases in the fall of 2004, including press releases on November 24 and December 1, 2004.

59. On November 24, 2004, Telander caused Wind Farming to issue a press release that stated that Wind Farming signed an agreement to develop and own a wind farming cooperative in the Baltic Coast area in Poland. This press release also stated that the Polish government would provide a \$10 million grant for this project and that Wind Farming would realize \$10 million in annual profits from this one wind farming cooperative. This press release was also posted on Wind Farming's website.

60. In the fall of 2004, Wind Farming did not have any agreement with the Polish government. Wind Farming also did not have any business operations at that time that supported the financial projections in the November 24, 2004 press release.

61. On December 1, 2004, Telander caused Wind Farming to issue another press release that announced an agreement with Ashlin Capital for Wind Farming to receive long-term financing from Ashlin Capital. This press release failed to disclose that Ashlin Capital was recruited by Telander to provide financing by selling Wind Farming unregistered shares to the public and to then return part of the proceeds to Wind Farming.

62. Daily trading volume for Wind Farming stock in September and October 2004 only exceeded one million shares on one day. On many days during that time, volume remained below one hundred thousand shares. After Telander and Wind Farming resumed issuing press releases, by late November and December 2004, the daily trading volume increased to between one and two million shares.

63. In late November and December 2004, despite the high volume of Wind Farming shares being sold into the market, Wind Farming's stock price fluctuated little. It remained between \$0.02 and \$0.028 per share during that time.

64. Throughout the fall and winter of 2004-2005, Flemming and Necochea, through the entities they controlled, sold their Wind Farming shares into the public market at prices that were buoyed by statements in Wind Farming's press releases during that time.

65. From December 2004 through February 2005, Ashlin Capital sold almost 26 million shares of Wind Farming to the public for approximately \$487,000. 20th Century Jackson also sold over 14 million shares of Wind Farming to the public during that time for over \$224,000.

66. From December 2004 through February 2005, Ashlin Capital and 20th Century Jackson used the proceeds of these sales to deposit approximately \$12,500 per week into Wind Farming's bank account. Flemming and Necochea, through Ashlin and 20th Century, paid Wind Farming a total of approximately \$422,513 from their sales of Wind Farming unregistered shares to the public.

C. Wind Farming's Second Issuance of Unregistered Shares to Flemming and Ashlin Capital, Via Kyoto Capital, and Telander and Wind Farming's Continued Hying of the Market.

67. In March 2005, Wind Farming used Kyoto Capital to issue another 50 million unregistered shares to Ashlin Capital at \$0.0048 per share.

68. Telander continued his efforts to buoy Wind Farming's stock price through the spring of 2005 by causing Wind Farming to issue more false and misleading press releases, including one such press release on April 29, 2005.

69. On April 29, 2005, Telander caused Wind Farming to issue a press release that stated that Wind Farming had agreed to partner with Zeller International and Ashman Technologies in the development of new wind turbines. This press release was also posted on the company's website.

70. The purported business partnerships between Wind Farming and Zeller International and Ashman Technologies discussed in the April 29, 2005 press release did not exist at that time.

71. During April and May 2005, the daily volume for Wind Farming's stock regularly exceeded one million shares. The day before the April 29, 2005 press release Wind Farming's trading volume increased 117%.

72. On April 28, 2005, despite the high volume of Wind Farming shares being sold into the market the price only declined from \$0.024 to \$0.022. The stock price continued to trade in that approximate range until the middle of May 2005.

73. Throughout the spring of 2005, Flemming, through Ashlin Capital, sold Wind Farming shares into the public market at prices that were buoyed by statements in Wind Farming's press releases during that time.

74. From March 29, 2005 through May 25, 2005, Ashlin Capital sold over 8 million unregistered shares for over \$170,000.

75. Ashlin Capital continued to pay Wind Farming from the sale of unregistered Wind Farming stock to the public, including a \$40,000 payment on May 27, 2005.

76. In late May 2005, Telander instructed Flemming to stop selling additional Wind Farming stock to the public because Wind Farming had received sufficient financing for the time being. Telander also told Flemming at that time that they would “get going again” once the stock price again increased to a more adequate level.

77. Telander kept Wind Farming’s false and misleading press releases posted on its website until late June 2005, after the issuance of the Commission’s trading suspension order on June 9, 2005.

COUNT I

Violations of Section 5(a) and 5(c) of the Securities Act

78. Paragraphs 1 through 77 are hereby realleged and incorporated by reference herein.

79. From April 2004 to the present, Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini and Oronex, directly or indirectly: (i) made use of means or instruments of transportation or communication in interstate commerce or of the mails to sell, through the use or medium of a prospectus or otherwise, securities as to which no registration statement was in effect; (ii) for the purpose of sale or delivery after sale, carried or caused to be carried through the mails or in interstate commerce, by means or instruments of transportation, securities as to which no registration statement was in effect; and (iii) made use of any means or instruments of transportation or communication in interstate commerce or of the

mails to offer to sell or offer to buy, through the use or medium of a prospectus or otherwise, securities as to which no registration statements had been filed.

80. No registration statements were filed with the Commission or in effect in connection with sales of, and offers to sell, securities of Wind Farming by Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini and Oronex.

81. By reason of the foregoing, Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea and 20th Century Jackson have violated or are violating Sections 5(a) and (c) of the Securities Act [15 U.S.C. §77e(a) and (c)], and Spadaccini and Oronex have violated Sections 5(a) and (c) of the Securities Act [15 U.S.C. §77e(a) and (c)].

COUNT II

Violations of Section 17(a)(1) of the Securities Act

82. Paragraphs 1 through 77 are realleged and incorporated by reference as though fully set forth herein.

83. By engaging in the conduct described above, Wind Farming and Telander, in the offer and sale of securities, by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, have employed devices, schemes or artifices to defraud.

84. Wind Farming and Telander knew, or were reckless in not knowing, the facts and circumstances described in this Complaint.

85. By reason of the foregoing, Wind Farming and Telander have violated and, unless enjoined, will continue to violate Section 17(a)(1) of the Securities Act [15 U.S.C. §77q(a)(1)].

COUNT III

Violations of Sections 17(a)(2) and (3) of the Securities Act

86. Paragraphs 1 through 77 are realleged and incorporated by reference as though fully set forth herein.

87. By engaging in the conduct described above, Wind Farming and Telander, in the offer or sale of securities, by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, have:

- a. obtained money or property by means of untrue statements of material fact or by omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and
- b. engaged in transactions, practices, or courses of business which have been or are operating as fraud or deceit upon the purchasers of such securities.

88. By reason of the foregoing, Wind Farming and Telander have violated and, unless enjoined, will continue to violate Sections 17(a)(2) and (3) of the Securities Act [15 U.S.C. §77q(a)(2), (3)].

COUNT IV

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder

89. Paragraphs 1 through 77 are realleged and incorporated by reference as though fully set forth herein.

90. By engaging in the conduct described above, Wind Farming and Telander, in connection with the purchase or sale of securities, by the use of any means or instrumentalities of interstate commerce or of the mails, directly or indirectly, have:

- a. employed devices, schemes, or artifices to defraud;
- b. made untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and
- c. engaged in acts, practices or courses of business which have been or are operating as a fraud or deceit upon the purchasers and sellers of such securities.

91. Wind Farming and Telander knew, or were reckless in not knowing, the facts and circumstances described in this Complaint.

92. By reason of the foregoing, Wind Farming and Telander violated and, unless enjoined, will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5].

RELIEF REQUESTED

WHEREFORE, the Commission requests that the Court:

I.

Find that defendants Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini and Oronex committed the violations charged and alleged herein.

II.

Grant a Temporary Restraining Order, and Orders of Preliminary and Permanent Injunction, in forms consistent with Rule 65(d) of the Federal Rules of Civil Procedure, restraining and enjoining defendants Wind Farming and Telander and their officers, agents, servants, employees and attorneys, and those persons in active concert or participation with any of the foregoing who receive actual notice of such Order, by personal service or otherwise, and each of them, from directly or indirectly, engaging in the transactions, acts, practices or courses of business described above, or in conduct of similar purport and object, in violation of Sections 5(a), 5(c), and 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §77(e)(a), (c); 15 U.S.C. § 77q(a)(1), (a)(2), (a)(3)], Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)], and Rule 10b-5 promulgated thereunder [17 C.F.R. 240.10b-5].

III.

Grant a Temporary Restraining Order, and Orders of Preliminary and Permanent Injunction, in forms consistent with Rule 65(d) of the Federal Rules of Civil Procedure, restraining and enjoining defendants McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson and their officers, agents, servants, employees and attorneys, and those persons in active concert

or participation with any of the foregoing who receive actual notice of such Order, by personal service or otherwise, and each of them, from directly or indirectly, engaging in the transactions, acts, practices or courses of business described above, or in conduct of similar purport and object, in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §77(e)(a), (c)].

IV.

Grant an Order of Permanent Injunction, in forms consistent with Rule 65(d) of the Federal Rules of Civil Procedure, restraining and enjoining Spadaccini, Oronex and their officers, agents, servants, employees and attorneys, and those persons in active concert or participation with any of the foregoing who receive actual notice of such Order, by personal service or otherwise, and each of them, from directly or indirectly engaging in acts practices or courses of business described above, or in conduct of a similar purport and object, in violation of Sections 5(a) and (c) of the Securities Act [15 U.S.C. §77(e)(a), (c)].

V.

Order Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, 20th Century Jackson, Spadaccini and Oronex to disgorge any and all ill-gotten gains that they received as a result of their wrongful conduct, plus prejudgment interest.

VI.

Enter an Order imposing upon all defendants appropriate civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

VII.

Issue an Order temporarily, preliminarily, and permanently prohibiting Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson from participating in any offering of penny stock pursuant to Section 20 of the Securities Act [15 U.S.C. §77t] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

VIII.

Issue an Order requiring Wind Farming, Telander, McNamee, Templar Financial, Mad World Capital, Time Limit Capital, Flemming, Ashlin Capital, Kyoto Capital, Necoechea, and 20th Century Jackson to identify assets and to provide an accounting of all monies or property obtained as a result of their sales of Wind Farming unregistered shares, as well as their current financial resources or assets

IX.

Issue an Order prohibiting all of the defendants from destroying, mutilating, concealing, altering, or disposing of documents.

X.

Issue an Order granting expedited discovery.

XI.

Retain jurisdiction of this action in accordance with the principals of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

XII.

Grant orders for such further relief as the Court deems appropriate.

Respectfully submitted,

Paul N. Mensheha, Illinois Bar No. 6280613
James G. Lundy, Illinois Bar No. 6231095
Attorneys for Plaintiff
Securities and Exchange Commission
175 W. Jackson Boulevard
Suite 900
Chicago, Illinois 60604-2615
(312) 353-7390

Dated: July 25, 2005