

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 52461 / September 16, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-12047

In the Matter of

SCOTT L. KELLY,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Scott L. Kelly (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Kelly, formerly of San Bruno, California, was, during 1999 and 2000, President and Chief Executive Officer of M&A West, Inc. ("M&A West"), a Colorado corporation with its principal place of business in San Bruno, California. Kelly was also a substantial shareholder, officer, or director of M&A West and entities affiliated with M&A West. M&A West issued common stock that was registered with the Commission pursuant to Section 12(g) of the Exchange Act, and during 1999 and 2000 was quoted on the Over-The-Counter Bulletin Board Service ("OTCBB"), but not on any registered or approved national securities exchange or on an automated quotation system established prior to January 1, 1990.

2. On June 20, 2005, a partial final judgment was entered by consent against Kelly, permanently enjoining him from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act"), Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13b2-1 and 13b2-2 thereunder, and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder, in Securities and Exchange Commission v. M&A West, Inc., et al., Civil Action No. C-01-03376 VRW, in the United States District Court for the Northern District of California.

3. The Commission's complaint alleged that Kelly participated in the offering of securities of four companies to the public, without registration, including securities issued by M&A West, VirtualLender.Com, Inc. ("Virtual Lender"), Workfire.Com, Inc. ("Workfire") and Digital Bridge, Inc. ("Digital Bridge"). The complaint further alleged that the public offerings of those securities followed "reverse merger" transactions by which Kelly, and others working with him, gained control of the newly-public companies, and that each of the issuers' securities were quoted on the OTCBB shortly after the reverse mergers. The complaint further alleged that Kelly, and others, structured the reverse mergers to conceal their control over the resulting entities. The complaint alleged that Kelly used proceeds of the stock sales to fund M&A West, while misrepresenting the sources of those funds, in order to make M&A West appear successful.

4. The securities of at least one of the issuers offered after the reverse merger, Workfire, were alleged to have been penny stocks, in that trading in the stock opened at approximately \$4.50 per share shortly after the reverse merger. In addition, during the three years prior to the reverse merger, Workfire had not reported average revenue of \$6 million or more.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Kelly's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Kelly be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

For the Commission, by its Secretary, pursuant to delegated authority.

Jonathan G. Katz
Secretary