

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	Civil Action No.
vs.	:	
	:	
CITY CAPITAL CORPORATION, EPHREN W. TAYLOR, II and WENDY JEAN CONNOR,	:	
	:	
Defendants,	:	
	:	
	:	

COMPLAINT

Plaintiff United States Securities and Exchange Commission (“Commission”) alleges:

SUMMARY

1. Self-proclaimed “Social Capitalist” and former CEO of City Capital Corporation (“City Capital”), Ephren W. Taylor, II (“Taylor”), operated a Ponzi scheme to swindle over \$11 million, primarily from African-American churchgoers. Taylor promoted two distinct, fraudulent offerings. First, he sold promissory notes issued by City Capital and various affiliates, bearing annual

interest rates of 12% to 20%, telling investors their funds would be used to purchase and support various small businesses – such as a laundry, juice bar or gas station – that City Capital had identified as good opportunities for the investors. For the second offering, Taylor sought the assistance of City Capital’s Chief Operating Officer, Defendant Wendy Jean Connor (“Connor”), in selling “sweepstakes machines,” basically computers loaded with various games, many of which resembled those found at casinos. Taylor claimed the sweepstakes machines would generate investor returns of as much as 300% or more in the first year. To tap into the investors’ largest source of available funds, Taylor encouraged investors to roll-over retirement portfolios to self-directed IRA custodial accounts, which he facilitated, and then invest those funds with Taylor and City Capital.

2. In reality, City Capital never generated significant – if any – revenue from actual business operations, but instead was wholly dependent upon a continuous stream of new investor funds just to stay open. Investor funds supposedly targeted for specific investments were used to pay unrelated expenses, including “returns” to other City Capital investors, salaries and commissions to City Capital executives and employees, and payroll, rent and other basic operating expenses at City Capital’s various affiliates. When new investor funds dried up

during the latter half of 2010, the entire operation ground to a halt, leaving hundreds of swindled investors.

JURISDICTION AND VENUE

3. This Court has jurisdiction over this action under Section 22(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 78u(a)] and Section 27 of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78aa].

4. Defendants have, directly or indirectly, made use of the means or instruments of transportation and communication, and the means or instrumentalities of interstate commerce, or of the mails, in connection with the transactions, acts, practices, and courses of business alleged herein.

5. Venue is proper here because certain of the acts, practices, transactions and courses of business alleged herein occurred within the Northern District of Georgia.

DEFENDANTS

6. City Capital Corporation is a Nevada corporation with its last-known headquarters in Cypress, California. City Capital is an OTC-link quoted company. It does not have a class of securities registered under Section 12 of the Exchange Act, but it is subject to Exchange Act Section 15(d) reporting requirements. City Capital’s last-filed periodic report was its delinquent 2009 Form 10-K, filed June

15, 2010. The company now purports to be in the roofing and solar panel business, through a recently acquired subsidiary called ERX Energy.

7. Ephren W. Taylor, II is 29 years old. His last known residence was in New York City. He failed to respond to a number of Commission investigative subpoenas, including a subpoena requiring his appearance for testimony. His current whereabouts are unknown. He served as City Capital's CEO and Chairman until October 22, 2010, when he abruptly resigned.

8. Wendy Jean Connor, age 43, resides near Raleigh, North Carolina. She was City Capital's COO from mid-2009 until approximately November 2010, when she left the company.

FACTS

I. Background

9. Taylor strenuously cultivated an image of a highly successful and socially conscious entrepreneur. Marketing himself as "The Social Capitalist," he touted equally his status as the youngest black CEO of a public company and the son of a Christian minister who understands the importance of "giving back." Taylor has authored three books and made public appearances on such television programs as *The Montel Williams Show* and *The Donnie Deutsch Show*. Taylor became City Capital's CEO in May 2006 and served in that role until October

2010. In early 2009, he asked Connor to run City Capital's daily operations, including the company's new focus on sweepstakes machines.

II. Taylor's Promotional Activities

10. Taylor promoted his investment opportunities through three principal media: live presentations, internet advertisements, and radio advertisements.

A. Live presentations at churches and 'wealth' seminars

11. Taylor conducted a multi-city "Building Wealth Tour," on which he spoke to church congregations – including Atlanta's New Birth Church – or at wealth management seminars featuring other speakers. Taylor promoted the Building Wealth Tour on his personal website, through City Capital press releases, and in conjunction with the churches and civic groups that hosted him. Taylor heavily emphasized his Christian background (his father is a minister) and, indeed, was at times referred to as "Minister Taylor." He also touted his "socially conscious" investment focus and successful entrepreneurial history. Taylor devoted considerable time to denigrating traditional investment vehicles, such as CDs, mutual funds and the stock market, labeling them as "foolish" and "money losers." He told audiences they could make far greater returns using self-directed IRAs with investments in small businesses and sweepstakes machines.

12. After the presentations, interested investors met with Taylor or other City Capital employees, learned about current investment opportunities, and received paperwork, including forms to establish self-directed IRAs at certain custodians City Capital used. Investors subsequently established and funded these accounts, usually liquidating other investments to do so. City Capital employees then confirmed with those investors which particular programs they wanted to pursue. Once investments were chosen, funds would be wired from the self-directed IRA custodian to City Capital or its affiliates.

B. Internet and radio ads

13. Taylor also offered investments through internet presentations called “webinars,” which were essentially videotaped versions of his live presentations. He also set up numerous websites describing his background, success and socially conscious approach to investing. The webinars and websites provided email addresses and toll-free numbers for interested investors to contact City Capital. Once investors made contact, they typically were directed to establish self-directed IRAs and given the same information as investors who attended the live meetings.

14. After starting the sweepstakes machine offering in late 2009, Taylor and City Capital launched websites specifically promoting these investments. One of these websites, sweepstakesincome.com, described the investments as “the

brainchild of self-made millionaire Ephren Taylor” and featured Taylor’s lengthy dissertation about “How You Can Create a Zero-Maintenance, Residual Income Using the Sweepstakes Empire!”

15. Taylor also touted the sweepstakes machines on radio stations across the country. He purchased air time – typically in weekly blocks – from over 30 stations. These stations collectively played Taylor’s one-minute advertisement several thousand times. The ads repeated many of the same false claims about the sweepstakes machines, detailed below.

III. Investments offered

A. Promissory notes

16. From 2008 until summer 2010, Taylor, City Capital and their affiliates raised at least \$7 million from the issuance of promissory notes to over one hundred investors around the country, including investors from Atlanta’s New Birth Church. The notes were offered either directly by City Capital, or through various City Capital affiliates Taylor controlled throughout the relevant periods. These notes normally had a one-year term and bore interest rates of 12-20%. Though Taylor and his staff collected information about income and net worth, no effort was made to limit the offering to accredited or sophisticated investors.

17. Taylor and other City Capital employees advised investors, either in person or on the phone, that note proceeds would be used to acquire and operate the particular City Capital affiliate that issued the notes. Investors sometimes were provided offering documents describing the business that was issuing the notes, including financial reports on past and expected future operations. These documents were drafted by Taylor, or by others at his direction.

18. While some of the funds raised were used as promised, the majority of funds were spent on unrelated items, such as promotion for Taylor's book, consultants for Taylor's speaking engagements and public relations, studio time for his wife's music career, credit card bills, car payments, and rent for Taylor's New York apartment. The businesses typically floundered – or outright failed, as in the case of City Juice – as soon as City Capital acquired them. In fact, City Capital sold one laundry back to the original owner just one month after selling City Laundry promissory notes to a Houston investor. These details were not disclosed to investors.

19. Payments on the notes were sporadic at best, and City Capital rarely repaid any notes in full. Most commonly, City Capital pressed investors to roll their notes over for another year (or longer) by promising to increase the rate of return. The roll-over solicitations typically touted the supposed “great things” –

usually of a socially conscious nature – City Capital was doing with the investor’s money, which were all untrue. Investors who renewed were issued new promissory notes with the new term and interest rate. Any investor who resisted was subjected to an endless cycle of unreturned phone calls and emails, empty promises of imminent action, and claims that the investor had in fact already agreed to roll over his note. To the extent investors survived this gauntlet to still insist on repayment, any funds they received invariably came from new investor money.

20. By early 2010, City Capital’s bookkeeper regularly emailed Taylor and Connor with updates on the company’s cash flow struggles. Put simply, City Capital could not pay its bills, and Taylor sought to generate new revenue by offering the sweepstakes machines. Meanwhile, Taylor established a settlement trust to force note investors to accept equity – in either City Capital or its affiliates – in satisfaction of the notes. Yet when City Capital and its affiliates thereafter sold new notes, or issued new notes as part of roll-over transactions, investors were not told of this plan. Not surprisingly, the settlement plan did not comply with applicable securities laws.

B. Sweepstakes machines

21. Offering materials stressed that the sweepstakes machines did not involve gambling, comparing them to McDonald's "Monopoly" prize game. Investors were not told about the risks of illegality of the machines, or that several law enforcement agencies had taken action against City Capital's and other parlors. City Capital claimed to have purchased and established several "internet cafes" featuring the machines. Investors paid up to \$4,997 per machine to invest. City Capital paid 10% commissions to employees who sold the sweepstakes investment, and paid Taylor and Connor overriding commissions of 10% per machine. City Capital raised at least \$4 million from the sale of sweepstakes machines to over 250 investors in multiple states. Like the promissory notes, Taylor, Connor and their staff collected information about income and net worth, but made no effort to limit the sale of the sweepstakes machines to accredited or sophisticated investors.

22. Taylor drafted the sweepstakes' offering materials – indeed, the front page identifies the author as "Ephren Taylor, City Capital Corporation, CEO" and includes his picture -- and Connor reviewed them before they were disseminated to investors. The sweepstakes' materials emphasized the wholly passive nature of the investment, stating in bold letters, "We do EVERYTHING including but not limited to" placing the machines where City Capital "ensure[d]" they would be

“used around the clock”; managing, marketing and providing security for the locations; maintaining and servicing the machines; and collecting and distributing the revenues. These materials repeatedly stressed the “easy” and “risk-free” profits of the investment, in which “top-earning machines” generated 2400% returns per year, “average” machines returned 300% per year, and even “bottom 10%” machines generated returns of 72% per year. These alleged returns supposedly were based on City Capital’s “years” of experience with “over 3,000 machines.” To bolster these claims, Taylor inserted into the offering materials an actual “receipt” claiming that a “single sweepstakes machine” generated \$2,149.30 “net” over a “MERE 10-DAY PERIOD.” Investors even received a “100% risk-free, money-back” guarantee, under which City Capital would return to investors the purchase price, less any returns received, if the sweepstakes machines failed to make “a substantial return ... in the first year.” This guarantee was void if the investor placed his own machine. The materials also claimed that City Capital would donate a percentage of revenues to charity, which dovetailed with Taylor’s overarching sales pitch of “socially conscious” investing.

23. The offering materials were fraudulent. Among many falsehoods, the “actual receipt” featured in the materials was bogus; it actually reflected the gross proceeds from all 26 machines in a particular location, not the net proceeds from a

single machine. In truth, City Capital's track record with sweepstakes machines was abysmal, and this operation stayed alive only by conning new investors into the scheme. Investor funds were pooled into the operating account of a now defunct City Capital subsidiary, Clean Sweeps Holding Group LLC, and then used for a variety of purposes unrelated to buying, placing, maintaining or servicing sweepstakes machines or locations. For instance, sizable sums were transferred to City Capital's general operating account to fund its expenses, as well Taylor's personal credit card expenses. Plus, in most instances, Defendants never purchased new machines for investors, but instead simply assigned existing machines from sweepstakes parlors they had purchased. Moreover, Defendants failed to send any portion of the proceeds to charity, as promised.

24. To the extent machines were placed for (or assigned to) customers, they uniformly lost money. To conceal this from investors, Taylor and Connor authorized payment of phantom monthly returns to investors starting at least as early as April 2010. That month, City Capital's bookkeeper alerted Taylor and Connor to the weak performance of the company's recently acquired North Carolina and Texas parlors, explaining that the locations each suffered a loss after deducting operating expenses. Rather than tell investors assigned to machines in those locations that they would get no distributions – perhaps to avoid an investor

backlash – Taylor and Connor instructed the bookkeeper to pay simulated returns essentially pulled from thin air. The bookkeeper had to divert funds received from new sweepstakes machine investors – and from investors’ funds in other City Capital ventures – to make these payments. As the parlors continued to lose money over the ensuing months, Taylor and Connor instructed the bookkeeper to continue making these simulated payments, telling her simply to make the same payment “as last month.” These payments ended after August 2010, when City Capital ran out of money.

FIRST CLAIM

**Violations of Securities Act Section 17(a)(1), (2), and (3)
(Against Defendants City Capital, Taylor and Connor)**

25. Paragraphs 1 through 24 are realleged and incorporated by reference.
26. Defendants, in the offer or sale of securities, 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 light of the circumstances under which they were made, not misleading; and (c) engaged in acts, practices and courses of business which operate as a fraud or deceit upon purchasers, prospective purchasers, and other persons.
27. As part of and in furtherance of the scheme, Defendants, directly and indirectly, prepared, disseminated or used contracts, written offering documents,

promotional materials, investor or other correspondence, and oral presentations, which contained untrue statements of material facts and misrepresentations of material facts, and which omitted to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, those set forth above.

28. Defendants engaged in the conduct described in this claim knowingly or with severe recklessness. In addition, Defendants were negligent as they engaged in the conduct described in this claim.

29. By reason of the foregoing, Defendants violated, and unless enjoined, will continue to violate Section 17(a) of the Securities Act [15 U.S.C. § 77q].

SECOND CLAIM

Violations of Exchange Act Section 10(b) and Rule 10b-5 Thereunder (Against Defendants City Capital, Taylor and Connor)

30. Paragraphs 1 through 24 are realleged and incorporated by reference.

31. Defendants, in connection with the purchase or sale of securities, 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 light of the circumstances under which they were made, not misleading; and (c) engaged in acts, practices and courses of business

which operate as a fraud or deceit upon purchasers, prospective purchasers, and other persons.

32. As part of and in furtherance of the scheme, Defendants, directly and indirectly, prepared, disseminated or used contracts, written offering documents, promotional materials, investor or other correspondence, and oral presentations, which contained untrue statements of material facts and misrepresentations of material facts, and which omitted to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, those set forth above.

33. Defendants made these misrepresentations and omissions knowingly or with severe recklessness.

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

THIRD CLAIM

Aiding and Abetting City Capital's and Taylor's Violations of Exchange Act Section 10(b) and Rules 10b-5 (Against Taylor and Connor)

35. Paragraphs 1 through 24 are realleged and incorporated by reference.

36. Based on the conduct alleged herein, City Capital and Taylor violated Exchange Act Section 10(b) and Rule 10b-5 thereunder by making public

misrepresentations and omissions directly to investors, and in the documents accompanying the promissory notes describing the various City Capital affiliates and the sweepstakes machines offering materials.

37. Defendants Taylor and Connor, in the manner set forth above, knowingly or with severe recklessness provided substantial assistance to City Capital in its violations of Exchange Act Section 10(b) and Rule 10b-5 thereunder. In addition, Connor provided substantial assistance to Taylor in his violations of Exchange Act Section 10(b) and Rule 10b-5.

38. By reason of the foregoing, Defendants Taylor and Connor aided and abetted City Capital's violations of, and unless enjoined, will aid and abet further violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Moreover, Connor aided and abetted Taylor's violations of, and unless enjoined, will aid and abet further violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder.

FOURTH CLAIM
Violations of Sections 5(a) and 5(c) of the Securities Act
(Against Defendants City Capital, Taylor and Connor)

39. Paragraphs 1 through 24 are realleged and incorporated by reference.

40. Defendants, directly or indirectly, singly and in concert with others, have been offering to sell, selling and delivering after sale, certain securities, and

have been, directly and indirectly: (a) making use of the means and instruments of transportation and communication in interstate commerce and of the mails to sell securities, through the use of written contracts, offering documents and otherwise; (b) carrying and causing to be carried through the mails and in interstate commerce by the means and instruments of transportation, such securities for the purpose of sale and for delivery after sale; and (c) making use of the means or instruments of transportation and communication in interstate commerce and of the mails to offer to sell such securities.

41. As described herein, Defendants City Capital and Taylor offered and sold promissory notes allegedly to fund various small businesses, and all Defendants offered and sold sweepstakes machines to the public through a general solicitation of investors. No registration statement has been filed with the Commission or is otherwise in effect with these securities.

42. By reason of the foregoing, Defendants violated, and unless enjoined, will continue to violate Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77(e)(c)].

FIFTH CLAIM
Violation of Section 15(a)(1) of the Exchange Act
(Against Defendants Taylor and Connor)

43. Paragraphs 1 through 24 are realleged and incorporated by reference.

44. Defendants Taylor and Connor, directly or indirectly, singly and in concert with others, made use of the emails or means or instrumentalities of interstate commerce to effect transactions in, or to induce or attempt to induce, the purchase or sale of securities, without being registered as a broker or dealer, or being associated with a registered broker or dealer.

45. By reason of the foregoing, Defendants Taylor and Connor, directly or indirectly, have violated, and unless enjoined, will continue to violate Section 15(a)(1) of the Exchange Act [15 U.S.C. § 78o-5].

RELIEF REQUESTED

For these reasons, the Commission respectfully requests that the Court enter a judgment:

- (a) permanently enjoining City Capital Corporation from violating, directly or indirectly, Securities Act Sections 5(a), 5(c), and 17(a) and Exchange Act Section 10(b) and Rule 10b-5 thereunder;
- (b) permanently enjoining Ephren Taylor from violating, directly or indirectly, Securities Act Sections 5(a), 5(c), and 17(a) and Exchange Act Sections 10(b) and 15(a)(1), and Rule 10b-5 thereunder, and from aiding and abetting further violations of Exchange Act Section 10(b) and Rule 10b-5 thereunder;

- (c) permanently enjoining Wendy Connor from violating, directly or indirectly, Securities Act Sections 5(a), 5(c), and 17(a) and Exchange Act Sections 10(b) and 15(a)(1), and Rule 10b-5 thereunder, and from aiding and abetting further violations of Exchange Act Section 10(b) and Rule 10b-5 thereunder;
- (d) prohibiting Taylor and Connor under Section 20(e) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78l], from acting as an officer or director of any issuer that has a class of securities registered under Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports under Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)];
- (e) ordering Defendants City Capital, Taylor and Connor to disgorge an amount equal to the funds and benefits they obtained illegally, or to which they are otherwise not entitled, as a result of the violations alleged, plus prejudgment interest on that amount;
- (f) ordering Defendants City Capital, Taylor and Connor to pay monetary penalties under Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Sections 21(d)(3) and 21A of the Exchange Act [15 U.S.C. §§ 78u(d)(3) and 78uA]; and

(g) granting such other and further relief as the Court deems just and proper.

Dated: April 12, 2012

Respectfully submitted,

/s/ Jennifer D. Brandt

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