

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801)530-6980

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

**NUTORQUE ENGINE CORPORATION,
AMOS R. MANSFIELD,**

Respondents.

ORDER TO SHOW CAUSE

Docket No. 10-10-0052

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It appears to the Director of the Utah Division of Securities (Director) that NuTorque Engine Corporation and Amos R. Mansfield have engaged in acts and practices that violate the Utah Uniform Securities Act, Utah Code Ann. § 61-1-1, et seq. (the Act). Those acts are more fully described herein. Based upon information discovered in the course of the Utah Division of Securities' (Division) investigation of this matter, the Director issues this Order to Show Cause in accordance with the provisions of § 61-1-20(1) of the Act.

STATEMENT OF JURISDICTION

1. Jurisdiction over Respondents and the subject matter is appropriate because the Division alleges that they violated § 61-1-1 (securities fraud) of the Act while engaged in the offer and sale of securities in or from Utah.

STATEMENT OF FACTS

THE RESPONDENTS

2. NuTorque Engine Corporation (NuTorque) is a Wyoming corporation, formed on August 10, 2007, and domesticated in Utah on August 17, 2007. Amos R. Mansfield is listed as the Officer and Registered Agent in the Utah filing, but not in the Wyoming filing. NuTorque's status as a business entity is expired in Utah. NuTorque has never been licensed as a broker-dealer, agent, investment advisor, or investment advisor representative in Utah.
3. Amos R. Mansfield (Mansfield) was, at all relevant times, a resident of the State of Virginia. Mansfield has never been licensed as a broker-dealer, agent, investment advisor, or investment advisor representative in Utah.

GENERAL ALLEGATIONS

4. From approximately September 2007 to October 2007, Respondents offered and sold securities to investors, in or from Utah, and collected a total of \$73,550.
5. Mansfield came in contact with multiple Utah investors through a business associate.
6. Mansfield used templates of offering memorandums and subscription agreements to provide to the potential investors in Utah.
7. The offering memorandum disclosed the background of NuTorque's principals, including

Mansfield and Gene Hawkes, but failed to disclose past legal proceedings against them.¹

8. Mansfield made material omissions in connection with the offer and sale of securities to the investors as set forth below.
9. The investors lost \$73,550 in principal.

CAUSES OF ACTION

COUNT I

Securities Fraud under § 61-1-1 of the Act

10. The Division incorporates and realleges paragraphs 1 through 9.
11. The investments offered and sold by Respondents are securities under § 61-1-13 of the Act.
12. In connection with the offer and sale of securities to the investor, Respondents, directly or indirectly, failed to disclose material information, which was necessary in order to make representations made not misleading, including, but not limited to the following:
 - a. That Mansfield had an outstanding judgment from 2007 for \$27,000 and from 1999 for \$41,681.33 against him;
 - b. That Gene Hawkes had an outstanding judgment from 2005 for \$92,534.50 against him; and

¹A \$92,534.50 judgment entered against Gene Hawkes in *State of Utah v. Hawkes*, case No. 090700647, Second District Court of Utah (2006); a \$41,681.33 judgment entered against Mansfield in *Mesler v. Mansfield*, Case No. 990403375, Fourth District Court of Provo (2001); and a \$27,000 judgment entered against Mansfield in *Mt. Nebo Aviation LLC v. Mansfield*, Case No. 070401851, Fourth District Court of Provo (2007).

- c. That Mansfield entered into a stipulation with the Division in 1989, which resulted in a \$5,000 fine paid to the Division.

ORDER

The Director, pursuant to § 61-1-20 of the Act, hereby orders Respondents to appear at a formal hearing to be conducted in accordance with Utah Code Ann. §§ 63G-4-202, -204 through -208, and held before the Utah Division of Securities. The hearing will occur on Tuesday, September 7, 2010, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah. The purpose of the hearing is to establish a scheduling order and address any preliminary matters. If Respondents fail to file an answer and appear at the hearing, the Division of Securities may hold Respondents in default and impose a fine in accordance with Utah Code Ann. § 63G-4-209. In lieu of default, the Division may decide to proceed with the hearing under § 63G-4-208. At the hearing, Respondents may show cause, if any they have:

- a. Why Respondents should not be found to have engaged in the violations alleged by the Division in this Order to Show Cause;
- b. Why Respondents should not be ordered to cease and desist from engaging in any further conduct in violation of Utah Code Ann. § 61-1-1, or any other section of the Act; and
- c. Why Respondents should not be ordered to pay to the Division a fine amount to be determined by stipulation or by the presiding officer after a hearing in

accordance with the provisions of Utah Admin. Rule R164-31-1, which may be reduced by restitution paid to the investor.

DATED this 29th day of July, 2010.


KEITH WOODWELL
Director, Utah Division of Securities



Approved:


JEFF BUEKNER
Assistant Attorney General
J.N.

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
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NOTICE OF AGENCY ACTION

Docket No.

Docket No.

11-11-0052
11-11-0053

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

You are hereby notified that agency action in the form of an adjudicative proceeding has been commenced against you by the Utah Division of Securities (Division). The adjudicative proceeding is to be formal and will be conducted according to statute and rule. See Utah Code Ann. §§ 63G-4-201 and 63G-4-204 through 209; see also Utah Admin. Code R151-46b-1, *et seq.* The legal authority under which this formal adjudicative proceeding is to be maintained is Utah Code Ann. § 61-1-20. You may be represented by counsel or you may represent yourself in this proceeding. Utah Admin. Code R151-46b-6.

You must file a written response with the Division within thirty (30) days of the mailing date of this Notice. Your response must be in writing and signed by you or your representative. Your response must include the file number and name of the adjudicative proceeding, your version of the

facts, a statement of what relief you seek, and a statement summarizing why the relief you seek should be granted. Utah Code Ann. § 63G-4-204(1). In addition, pursuant to Utah Code Ann. § 63G-4-204(3), the presiding officer requires that your response:

- (a) admit or deny the allegations in each numbered paragraph of the Order to Show Cause, including a detailed explanation for any response other than an unqualified admission. Allegations in the Order to Show Cause not specifically denied are deemed admitted;
- (b) identify any additional facts or documents which you assert are relevant in light of the allegations made; and
- (c) state in short and plain terms your defenses to each allegation in the Order to Show Cause, including affirmative defenses, that were applicable at the time of the conduct (including exemptions or exceptions contained within the Utah Uniform Securities Act).

Your response, and any future pleadings or filings that should be part of the official files in this matter, should be sent to the following:

Signed originals to:

Administrative Court Clerk
c/o Julie Price
Utah Division of Securities
160 E. 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
(801) 530-6600

A copy to:

Jeff Buckner
Assistant Attorney General
160 East 300 South, 5th Floor
Salt Lake City, UT 84114-0872
(801) 366-0310

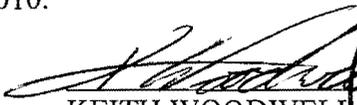
An initial hearing in this matter has been set for September 7, 2010 at the Division of Securities, 2nd Floor, 160 East 300 South, Salt Lake City, Utah, at 9:00 A.M.

If you fail to file a response, as described above, or fail to appear at any hearing that is set, the presiding officer may enter a default order against you without any further notice. Utah Code Ann. § 63G-4-209; Utah Admin. Code R151-46b-10(11). After issuing the default order, the presiding officer may grant the relief sought against you in the Order to Show Cause, and will conduct any further proceedings necessary to complete the adjudicative proceeding without your participation and will determine all issues in the proceeding. Utah Code Ann. § 63G-4-209(4); Utah Admin. Code R151-46b-10(11)(b). In the alternative, the Division may proceed with a hearing under § 63G-4-208.

The Administrative Law Judge will be J. Steven Eklund, Utah Department of Commerce, 160 East 300 South, P.O. Box 146701, Salt Lake City, UT 84114-6701, telephone (801) 530-6648. This adjudicative proceeding will be heard by Mr. Eklund and the Utah Securities Commission. You may appear and be heard and present evidence on your behalf at any such hearings.

You may attempt to negotiate a settlement of the matter without filing a response or proceeding to hearing. To do so, please contact the Utah Securities Division. Questions regarding the Order to Show Cause should be directed to the Division's attorney, Jeff Buckner, at (801) 366-0310.

Dated this 29th day of July, 2010.


KEITH WOODWELL
Director, Division of Securities



Certificate of Mailing

I certify that on the 2nd day of ~~July~~ ^{August}, 2010, I mailed, by certified mail, a true and correct copy of the Notice of Agency Action and Order to Show Cause to:

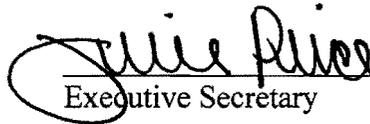
NuTorque Engine Corporation

Amos R. Manfield

4080 Devonshire Dr.

Provo, UT, 84604

Certified Mail # 7008 1140 0004 1042 2972


Executive Secretary