

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of

WAYLINKS, INC., WILLIAM J. MANIS,
WILLIAM C. LOBE, JAMES J. HEALEY,
and JERALD L. WOODS,

PETITION FOR ORDER

File No. S-08152(EX)

Respondents.

The staff of the Bureau of Enforcement of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("the Division"), has conducted an investigation in this matter pursuant to § 551.56, Wis. Stats.,¹ and as a result thereof alleges as follows:

1. Waylinks, Inc. ("Waylinks") is a Wyoming corporation with a last known business address of 300 W. Dixie Avenue, Second Floor, Elizabethtown, Kentucky 42701.
2. William J. Manis ("Manis") is an individual who at all times material hereto has been an owner, officer and controlling person of Waylinks, with a last known business address of Waylinks and upon information and belief a last known home address at 149 Pleasant Hill Road, Upton, Kentucky 42784.
3. William C. Lobe ("Lobe") is an individual who at all times material hereto has been an owner, officer and controlling person of Waylinks, with a last known business address at that of Waylinks and upon information and belief a last known home address at 72 Bobolink Lane, Brandenburg, Kentucky 40108.
4. James J. Healey ("Healey") is an individual who at all times material hereto has been an agent of Waylinks, Manis, and Lobe, with a last known home address at that of 2435 Coates Street, Dubuque, Iowa 52003.
5. Jerald L. Woods ("Woods") is an individual who at all times material hereto has been an agent of Waylinks, Manis and Lobe, with a last known business address of 106-B Cottage Circle, Elizabethtown, Kentucky 42701.
6. According to documents provided by Waylinks to Division staff, during 2006, Woods, on behalf of Waylinks, Manis and Lobe, offered and sold the stock of Waylinks to at least one person in Wisconsin.
7. According to documents provided by Waylinks to Division staff, during 2007, Healey, on behalf of Waylinks, Manis and Lobe, offered and sold the stock of Waylinks to at least two persons who reside in Wisconsin.

¹ Unless otherwise noted, the statutory references are to the Wisconsin Statutes (2005-06), which were in effect at the time of the violations alleged herein and apply pursuant to § 551.703, Wis. Stats. (2007-08).

8. One Wisconsin investor reported investing in the Waylinks stock after Healey had made the offer to him.

9. One of the investors reported receiving the offer to invest from Woods in Wisconsin, investing in the Waylinks stock while in Wisconsin, and received the Waylinks stock certificate from Waylinks at his home in Wisconsin.

10. Waylinks provided a copy of the "Agency Agreement" between it and each of its agents (including Healey and Woods) to the Division, which provided that Healy and Woods would be paid an agreed upon level of commissions by Waylinks as non-exclusive agents with a duty to raise capital funds for Waylinks.

11. At no time has Healey or Woods been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.

12. All Respondents have violated § 551.21(1), Wis. Stats., by offering and selling unregistered securities to persons in Wisconsin.

13. In connection with the offer and sale of the securities described above, Healey and Woods each transacted business in Wisconsin as an "agent" for Waylinks, Manis and Lobe as that term is defined by § 551.02(2), Wis. Stats.

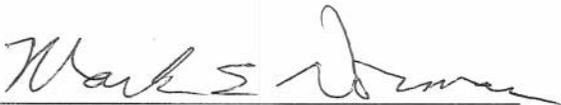
14. Neither Healey or Woods has ever been licensed as a securities agent pursuant to Ch. 551, Wis. Stats.

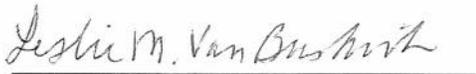
15. Healey and Woods have violated § 551.31(1), Wis. Stats., by transacting business in Wisconsin as securities agents without a license.

16. Waylinks, Manis and Lobe have violated § 551.31(2), Wis. Stats., by employing unlicensed agents to represent them in Wisconsin.

Therefore, the staff of the Bureau of Enforcement petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Dated this 27th day of SEPTEMBER, 2010.


Mark E. Dorman
Examiner


Leslie Van Buskirk
Attorney Supervisor