



and Solaris Management invested the Fund's assets in Positron through both private transactions and market purchases of Positron's common stock. Many of the private transactions were undocumented while other investments were loans to Positron at 0% interest. By November 2008, the Fund had all its assets invested in Positron. The Fund now owns over 1.1 billion shares of Positron -- over 60% of the company.

3. Rooney hid the Positron investment – and his affiliation with Positron – from Solaris Fund investors for four years, until March 2009. All the while, Rooney and Solaris Management misled investors into believing that they were invested in a diversified hedge fund which protected them from market movements and that the Fund's money was being invested by a disinterested investment adviser acting in their best interests.

4. Although Rooney eventually revealed to investors his relationship with Positron, he lied in telling them that he became Chairman to safeguard the Solaris Funds' investment.

5. In making the Positron investment, Rooney and Solaris Management radically changed the Fund's non-directional investment strategy, and saddled the Fund with a concentrated, undiversified, and illiquid position in a cash poor company with a lengthy track record of losses. Notwithstanding that radical change, Rooney and Solaris Management (a) continued to distribute offering materials to prospective and existing investors in the Solaris Fund – and in the Fund's offshore feeder fund – that misrepresented the funds' investment strategy, and (b) failed to disclose to prospective and existing investors the true nature of the Fund.

**JURISDICTION AND VENUE**

6. The Commission brings this action pursuant to the authority conferred on it by Section 20(b) of the Securities Act of 1933 (the “Securities Act”) [15 U.S.C. § 77t(b)], Sections 21(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. §§ 78u(d) and 78u(e)], and Section 209(d) of the Investment Advisers Act of 1940 (the “Advisers Act”) [15 U.S.C. § 80b-9(d)].

7. This Court has jurisdiction over this action pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v], Section 27 of the Exchange Act [15 U.S.C. § 78aa], and Section 214(a) of the Advisers Act [15 U.S.C. §§ 80b-9(d) and 80b-14] and 28 U.S.C. § 1331.

8. Venue is proper in this Court pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)], Section 27 of the Exchange Act [15 U.S.C. §78aa], and Section 214(a) of the Advisers Act [15 U.S.C. § 80b-14].

9. All of the Defendants reside in the Northern District of Illinois, and the acts, practices, and courses of business constituting the violations alleged herein occurred within the jurisdiction of the United States District Court for the Northern District of Illinois and elsewhere.

10. Rooney and Solaris Management, directly and indirectly, have made, and are making, use of the means and instrumentalities of interstate commerce and of the mails in connection with the acts, practices and courses of business alleged herein in the Northern District of Illinois and elsewhere.

**DEFENDANTS**

11. Patrick G. Rooney, age 48, a resident of Oakbrook, Illinois, is the founder, sole owner, and managing partner of Solaris Management. From July 2004 to the present, he has served as Chairman of the Board of Positron, and since February 2009 he has also been Positron's Chief Executive Officer.

12. Solaris Management, LLC is a Delaware limited liability company with its principal place of business in Oakbrook, Illinois. It is the general partner and investment adviser of the Solaris Fund and the Solaris Offshore Fund.

**RELATED ENTITIES**

13. The Solaris Opportunity Fund, LP is a Delaware limited partnership and a hedge fund that promotes itself as using a "non-directional" strategy (*i.e.* using long, short, and neutral positions to hedge risk, generate income, and maintain equity growth over the long term) to trade in equity, options, and futures. It has no officers, directors, or trustees.

14. The Solaris Offshore Fund is a Cayman Islands corporation and mutual fund company that feeds into the Solaris Fund and its sole investment is in the Solaris Fund. Rooney and Solaris Management generally treated the Solaris Offshore Fund and the Solaris Fund as one and the same, and investors in the Solaris Offshore Fund were generally treated as investors in the Solaris Fund.

15. Positron Corporation is a Texas corporation with its principal place of business in Fishers, Indiana. It is a molecular imaging company which manufactures and sells medical imaging devices and radiopharmaceuticals. Positron's stock is registered pursuant to Section 12(g) of the Exchange Act [U.S.C. § 78l(g)] and trades on the NASDAQ OTC Bulletin Board.

Its average daily volume in 2008 was 90,214 shares and its market capitalization was around \$8 million.

## FACTS

### Background: The Fund, Its Investment Strategy, and Operations

16. Rooney formed the Solaris Fund in mid-2003 and its offshore feeder fund -- the Solaris Offshore Fund -- in mid-2005. As of December 2008, the last time the Solaris Fund issued financial statements, it had approximately 30 investors and reported assets of \$16,277,780.

17. The Solaris Fund is a pooled investment vehicle. It was not registered as an investment company in reliance on Section 3(c)(1) of the Investment Company Act of 1940.

18. Solaris Management is the general partner of and investment adviser to the Fund. Rooney, as sole owner and managing partner of Solaris Management, was exclusively responsible for the business of Solaris Management. He handled the day-to-day management of the Solaris Fund and made all investment decisions for the Fund on behalf of Solaris Management.

19. As investment advisers to the Fund, Rooney and Solaris Management had an obligation to act in the best interests of the Solaris Fund, exercise the utmost good faith, and disclose all material facts.

20. Rooney and Solaris Management, by email, U.S. mail, and through listings on websites, offered and sold limited partnership interests in the Solaris Fund from at least August 2003 through July 2008 and in the Solaris Offshore Fund from at least June 2005 through September 2008. The limited partnership interests are securities within the definition of Section

2(a)(1) of the Securities Act [15 U.S.C. § 77b(a)(1)] and Section 3(a)(10) of the Exchange Act [15 U.S.C. §78c(a)(10)].

21. To market the Fund, Rooney created the Fund's Private Placement Memorandum ("PPM") and provided it to prospective investors in the Solaris Fund by email and U.S. mail. The first PPM Rooney prepared for the Fund was dated July 1, 2003. Rooney prepared three subsequent versions of the PPM: October 1, 2004, August 1, 2006, and June 1, 2007.

22. To market the Solaris Offshore Fund, Rooney created a PPM and provided it to prospective investors by email and U.S. mail. The first PPM was dated June 2005, which Rooney updated in August 2007.

23. According to the PPMs, the Solaris Fund (and the Solaris Offshore Fund that feeds into it) was "non-directional" – that is, its strategy was to "trade and establish long, short, and neutral positions in equities and indices. Through the use of options and futures, the fund is able to offset or hedge a significant amount of risk. . . [and] is able to capitalize on shorter timeframes thereby generating income on a month to month basis while maintaining equity growth over the mid to long-term."

24. Solaris Management provided Solaris Fund investors with periodic newsletters. The newsletters were drafted and controlled by Rooney, and went out over his signature block.

25. From the inception of the Solaris Fund through December 2008, Solaris Management, as the general partner of the Solaris Fund, charged and took a monthly management fee of 2% of the net asset value of the Solaris Fund and a yearly performance fee of 20% of any net new profits. In December 2008, Solaris Management stopped taking a management fee and increased its performance fee to 25%. The fees charged by Solaris

Management belonged to Rooney as sole owner of Solaris Management. Rooney has received over \$1.4 million in fees from the Fund over the lifetime of the Fund.

26. Between August 2003 and September 2008, 23 investors invested nearly \$30 million in the Solaris Fund. In 2008, the year in which the Solaris Fund made its largest investments in Positron, six investors put in over \$5.7 million into the Fund.

27. One of the investors in the Solaris Fund was the Solaris Offshore Fund which effectively served as a feeder fund for the Solaris Fund. Between June 2005 and September 2008, seven investors invested approximately \$15,783,000 in the Solaris Offshore Fund. All of those assets were subsequently invested in the Solaris Fund.

28. At first, Rooney and Solaris Management caused the Fund to trade in accordance with its stated strategy. However, as shown below, Rooney abandoned the Fund's non-directional strategy by investing all the Fund's assets in just one company – Positron.

#### **Positron and Rooney's Relationship with Positron**

29. Positron has never been profitable, and had an accumulated deficit of \$102.3 million as of December 31, 2010. During the time of the Solaris Fund's investments, Positron reported significant losses – a \$3.8 million net loss in 2005, a \$6.6 million net loss in 2006, a \$7.8 million net loss in 2007, and an \$8.9 million net loss in 2008.

30. Beginning with the audit for year end December 31, 2004, Positron's auditor has expressed substantial doubt as to Positron's ability to continue as a going concern, and opined that the company needed to increase its system sales or obtain additional capital in order to be profitable.

31. Rooney was appointed to the board of directors of Positron in 2004 and has been Chairman since June 26, 2004. Rooney's appointments were in connection with financing

provided to Positron by Imagin Diagnostic Centres, Inc. (“Imagin”). Rooney’s father, Patrick J. Rooney, was Director of Corporation Development of Imagin.

32. Beginning in at least September 2005, Rooney received a salary from Positron. Beginning in at least 2006, Rooney received options from Positron.

33. Rooney’s work for Positron went beyond the traditional duties of a chairman. He was involved in financing, strategic planning, road shows, sales meetings and sales calls, hiring and firing, and generally building the business. He worked more than 40 hours a week on behalf of Positron. He also had a role in raising funds for Positron, and decided how Positron was going to raise money. As Chairman of Positron, Rooney had an obligation to maximize shareholder value and obtain financing at the lowest possible cost.

**The Solaris Fund’s Undisclosed Investments in Positron**

34. The Solaris Fund made numerous, significant, and undisclosed investments in Positron while Rooney (a) was the company’s Chairman, (b) was receiving compensation from Positron, and (c) was involved in obtaining financing for Positron.

35. In February 2005 and May 2005, the Solaris Fund paid \$1 million and \$400,000 respectively to Positron for convertible secured promissory notes with a 10% annual interest rate.

36. Between October 2005 and March 2008, Rooney caused the Solaris Fund to invest \$670,000 in Positron in undocumented “investments.” Rooney cannot recall the terms of these investments, which were as follows:

<b><u>Date</u></b>	<b><u>Amount</u></b>
October 31, 2005	\$200,000
January 18, 2006	\$100,000
January 28, 2006	\$120,000

February 14, 2008	\$75,000 (two transfers of \$70,000 and \$5,000)
February 26, 2008	\$53,000
February 28, 2008	\$72,000
March 10, 2008	\$50,000

37. In addition, beginning in June 2008, Rooney caused the Solaris Fund to invest an additional \$625,000 in Positron, which was documented in three promissory notes: (a) a June 5, 2008 note for \$275,000; (b) a July 1, 2008 note for \$200,000, and (c) a July 22, 2008 note or \$150,000. All of these notes were due on December 31, 2008, carried an interest rate of 0%, and were unsecured. Positron never paid these notes back.

38. Rooney, as Positron's Chairman, together with Positron's chief financial officer, approved these transactions on behalf of Positron. Rooney selected an interest rate of 0% because it was best for Positron. Rooney, as the sole principal of Solaris Management, also approved these transactions on behalf of the Solaris Fund. As such, he was on both sides of these transactions.

39. Positron was almost always in need of cash. In 2008, Positron was in precarious financial condition and could not pay off its debts. At some point in 2008, Positron was unable to find a financial institution or investor to infuse capital.

40. Starting in August 2008, Rooney again caused the Solaris Fund to transfer money to Positron in a series of undocumented investments at 0% interest. Between August 5, 2008 and October 30, 2008, the Solaris Fund invested an additional \$480,000 in Positron as follows:

<u>Date</u>	<u>Amount</u>
August 5, 2008	\$25,000
August 12, 2008	\$50,000
August 22, 2008	\$75,000
September 9, 2008	\$50,000
September 29, 2008	\$30,000
October 2, 2008	\$70,000
October 13, 2008	\$30,000
October 24, 2008	\$20,000
October 30, 2008	\$130,000

41. In November 2008, the Solaris Fund made three more investments in Positron: \$14,200 on November 4, 2008, \$20,000 on November 13, 2008, and \$24,000 on November 14, 2008. These amounts were consolidated into a promissory note for \$58,200 dated November 15, 2008 at 0% interest. Rooney made these investments on behalf of the Solaris Fund because Positron needed the money. Positron paid off \$5,200 of the \$58,000 and the remainder of the debt was converted into preferred shares of Positron.

42. On November 18, 2008, the Solaris Fund, Positron, and another Rooney-related company, Imagin Molecular Corporation (“IMC”), entered into a securities exchange agreement (“SEA”) whereby the parties restructured their obligations to each other and the Solaris Fund gained a controlling interest in Positron. According to the SEA, the Solaris Fund held certain shares of IMC stock and IMC owed it money. Further, Positron owed money to the Solaris Fund pursuant to documented and undocumented loans. Positron owed IMC pursuant to two promissory notes. Pursuant to the SEA, IMC transferred its rights to payments on the notes to

the Solaris Fund, and the Solaris Fund returned IMC stock to IMC and canceled any payment due from Positron on the money the Solaris Fund had “invested” to that point in exchange for 100,000 shares of Positron convertible preferred stock.

43. In addition to directing \$3,233,200 in loans from the Fund to Positron, Rooney and Solaris Management also caused the Solaris Fund to purchase Positron stock on the open market. In 2007, the Fund spent \$138,537 to purchase Positron stock. Between January and November 2008, Rooney and Solaris Management caused the Solaris Fund to liquidate all of its remaining non-Positron investments and spent \$235,590 to purchase more Positron stock.

44. Through its private transactions and public market purchases, the Solaris Fund acquired a majority interest in Positron, and held 60% of Positron’s stock by November 2008.

45. The Solaris Fund currently owns over 1.1 billion shares of Positron stock.

**Rooney’s and Solaris Management’s Misuse of Fund Assets**

46. Rooney and Solaris Management misused the Fund’s assets for Rooney’s personal benefit by causing the Solaris Fund to provide capital to Positron when it was unable to otherwise obtain financing and at terms that disadvantaged the Solaris Fund.

47. As of the Solaris Fund’s first investment in Positron in February 2005, Rooney had a conflict of interest between his duties and responsibilities to Positron as its Chairman, and his fiduciary duties and responsibilities to the Solaris Fund and its investors as the investment adviser to the Solaris Fund. Rooney and Solaris Management engaged in self-dealing in violation of their fiduciary obligations to the Solaris Fund by misusing the Fund’s assets to make undisclosed investments in a financially distressed company to which Rooney had personal and economic ties.

48. In misusing the Fund's assets by making the Positron investments, Rooney and Solaris Management radically changed the Solaris Fund's strategy. Instead of the non-directional fund that was promoted, offered and sold to investors, the Solaris Fund became a single-stock fund with a concentrated, undiversified, and illiquid position in a cash-poor company with a history of net losses.

49. This change in strategy – resulting from the misuse of the Fund's assets – benefitted Rooney personally. As of July 2004, Rooney was Chairman of Positron, and had an interest in seeing Positron continue its operations. As of September 2005, Rooney had an economic interest in Positron, as he received a salary from Positron. His economic ties to Positron strengthened when he obtained options in 2006.

50. Rooney's and Solaris Management's misuse of the Solaris Fund's money and change in investment strategy were material. A reasonable investor would have found it important that the Fund's money was used contrary to its investment strategy, and that investments were based not on disinterested advice but on the Fund's investment advisers' personal and financial ties.

51. Rooney and Solaris Management knew they were misusing the Fund's assets and were improperly making investment decisions for the Fund based on their interest in Positron. All investment decisions were made by Rooney.

52. The Solaris Fund was required to file a Schedule 13D with the Commission after it acquired a direct or beneficial ownership of more than 5% of a class of Positron's stock. Rooney and Solaris Management caused the Fund to acquire a majority interest in Positron's stock in November 2008, but they never caused the Fund to file a Schedule 13 D with the Commission.

**Rooney's and Solaris Management's Misrepresentations  
and Omissions to the Fund and its Investors**

53. After four years, Rooney and Solaris Management finally disclosed the Solaris Fund's investment in Positron and his relationship with Positron in a March 24, 2009 newsletter to Solaris Fund investors. The newsletter closed with the typed words "Sincerely, Patrick Rooney, Solaris Opportunity Fund." Rooney made the statements that appear in the March 24, 2009 newsletter and controlled its dissemination to investors.

54. In the March 24, 2009 newsletter, Rooney stated: "Solaris trades stocks, options and futures. Since the Fund began in 2003, we have always had a mix of daily/weekly/monthly/yearly positions. Our trading has always been focused on generating income on a monthly basis and taking a longer term hold in individual stocks."

55. In the March 24, 2009 newsletter, Rooney disclosed that the Solaris Fund had acquired a significant investment in Positron over the years, and that at the end of 2008, the Solaris Fund acquired a 60% majority interest in Positron which represented 80% of the Solaris Fund's assets.

56. In the March 24, 2009 newsletter, Rooney represented that Positron "is a company that I have known and now serve as its Chairman," and claimed he "assumed this position to gain insight into the dynamics of the company for the benefit of the Fund's position."

57. The representations in paragraph 56 were false when made.

58. At the time Rooney drafted the March 24, 2009 newsletter, Rooney did not just "now" become Chairman; he had been Chairman of Positron since July 2004, prior to the Solaris Fund's investment in Positron.

59. Rooney did not become Chairman to benefit the Solaris Fund's investment in Positron. He became Chairman many months before the Fund's first investment in Positron, and

was appointed in connection not with any Fund investment, but rather in connection with an investment made by a company with which his father was associated.

60. The misrepresentations in the March 24, 2009 newsletter were material in that reasonable investors, in making their investment decisions, would find it important that Rooney had been Chairman of Positron since 2004, during the time he caused the Solaris Fund to become fully invested in Positron. Investors would find it material that Rooney was making investment decisions for the Solaris Fund based not on the best interests of the Solaris Fund or its investors, but rather on his relationship with Positron.

61. At the time Rooney drafted and sent out the March 24, 2009 newsletter, Rooney and Solaris Management knew, or recklessly disregarded, the facts set forth in paragraphs 56 to 60 above.

62. Prior to receiving the March 24, 2009 newsletter, investors in the Solaris Fund did not know of the Solaris Fund's investment in Positron, that it was the Fund's sole investment, or that Rooney was Chairman of Positron.

63. In the PPMs for the Solaris Fund and the Solaris Offshore Fund, Rooney and Solaris Management continued to represent to investors and prospective investors that the Solaris Fund (and its offshore feeder) were non-directional hedge funds that used options and futures to offset risk, generate monthly income, and maintain equity growth.

64. These representations were false. At the time Rooney and Solaris Management disseminated the PPMs to certain prospective investors for the Solaris Fund and the Solaris Offshore Fund, the Solaris Fund and its offshore feeder had radically shifted its strategy and no longer employed a non-directional strategy.

65. Rooney failed to revise the Solaris Fund's or the Solaris Offshore Fund's PPM to disclose to certain investors and prospective investors the fundamental and radical change in the Fund's investment strategy.

66. The misrepresentations and omissions in the PPMs were material in that reasonable investors, in making their investment decisions, would find it important that the fundamental nature of the fund in which they were investing was different than what they had been told and expected.

67. At the time Rooney and Solaris disseminated the PPMs to certain prospective investors, they knew, or recklessly disregarded, the facts set forth in paragraphs 63 to 66 above.

68. In light of their representations to investors regarding the Solaris Fund's non-directional strategy, Rooney and Solaris Management's failure to disclose to investors the fundamental change in the nature and strategy of the Solaris Fund was fraudulent, deceptive, and manipulative.

69. Rooney at no time sought the consent of the Solaris Fund or its investors to make the investments in Positron.

### **COUNT I**

#### **Violations of Sections 206(1) and 206(2) of the Advisers Act (Against Rooney and Solaris Management)**

70. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

71. Rooney and Solaris Management are investment advisers, as they were engaged in the business of making investment decisions for the Solaris Fund regarding its investments in securities in exchange for compensation.

72. As set forth in paragraphs 1-69, Rooney and Solaris Management, while acting as investment advisers, by the use of the means and instrumentalities of interstate commerce and of the mails, directly and indirectly have employed and are employing devices, schemes and artifices to defraud its clients and prospective clients; and have engaged and are engaging in transactions, practices and courses of business which operate as a fraud or deceit upon their clients and prospective clients.

73. Rooney and Solaris Management intentionally or recklessly employed and are employing devices, schemes and artifices to defraud its clients and prospective clients.

74. By reason of the foregoing, Rooney and Solaris Management have violated Sections 206(1) and (2) of the Advisers Act [15 U.S.C. § 80b-6(1) and 80b-6(2)].

## **COUNT II**

### **Violations of Section 206(4) of the Advisers Act and Rule 206(4)-8(a)(1) and 206(4)-8(a)(2) Thereunder (Against Rooney and Solaris Management)**

75. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

76. As set forth in paragraphs 1 to 69, Rooney and Solaris Management, while acting as investment advisers to a pooled investment vehicle, have made untrue statements of material fact or omitted to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, to an investor or prospective investor in the pooled investment vehicle or otherwise engaged in acts, practices, or courses of business that are fraudulent, deceptive or manipulative with respect to an investor or prospective investor in the pooled investment vehicle.

77. By reason of the foregoing, Rooney and Solaris Management have violated Section 206(4) of the Advisers Act [15 U.S.C. § 80b-6(4)] and Rule 206(4)-8(a)(1) and (a)(2) thereunder [17 C.F.R. § 275.206(4)-8(a)(1) and (a)(2)].

**COUNT III**

**Aiding and Abetting  
Violations of Section 206(4) of the Advisers Act  
and Rule 206(4)-8(a)(1) Thereunder  
(Against Rooney)**

78. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

79. As set forth in paragraphs 1 to 69, Rooney has knowingly provided substantial assistance to Solaris Management who, while acting as an investment adviser to a pooled investment vehicle, by the use of the means and instrumentalities of interstate commerce and of the mails, made untrue statements of material fact or omitted to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, to an investor or prospective investor in the pooled investment vehicle and otherwise engaged in acts, practices, or courses of business that are fraudulent, deceptive or manipulative with respect to an investor or prospective investor in the pooled investment vehicle.

80. By reason of the foregoing, Rooney aided and abetted Solaris Management's violations of Section 206(4) of the Advisers Act [15 U.S.C. § 80b-6(4)] and Rule 206(4)-8(a)(1) thereunder [17 C.F.R. § 275.206(4)-8(a)(1)].

**COUNT IV**

**Violations of Section 17(a)(1) of the Securities Act  
(Against Rooney and Solaris Management)**

81. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

82. Rooney and Solaris Management, in the offer and sale of securities, by the use of the means and instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, have employed and are employing devices, schemes and artifices to defraud.

83. As set forth in paragraphs 1 to 69 above, Rooney and Solaris Management intentionally or recklessly made the untrue statements and omissions and engaged in the fraudulent devices, schemes, artifices, transactions, acts, practices and courses of business.

84. By reason of the foregoing, Rooney and Solaris Management have violated Section 17(a)(1) of the Securities Act [15 U.S.C. § 77q(a)(1)].

**COUNT V**

**Violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act  
(Against Rooney and Solaris Management)**

85. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

86. As set forth in paragraphs 1 to 69 above, Rooney and Solaris Management, in the offer and sale of securities, by the use of the means and instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, have obtained money or property by means of untrue statements of material fact or 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.

87. As set forth in paragraphs 1 to 69, Rooney and Solaris Management, in the offer and sale of securities, by the use of the means and instruments of transportation and communication in interstate commerce and by the use of the mails, directly and indirectly, engaged in transactions, practices and courses of business which operated or would have operated as a fraud and deceit upon purchasers.

88. By reason of the foregoing, Rooney and Solaris Management have violated Sections 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. § 77q(a)(2) and § 77q(a)(3)].

#### **COUNT VI**

#### **Violations of Section 10(b) of the Exchange Act and Rule 10b-5(a), (b) and (c) Thereunder (Against Rooney and Solaris Management)**

89. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

90. As set forth in paragraphs 1 to 69, Rooney and Solaris Management, in connection with the purchase and sale of securities, by the use of the means and instrumentalities of interstate commerce and by use of the mails, directly and indirectly, have employed devices, schemes and artifices to defraud; have made untrue statements of material fact and have 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 have engaged in acts, practices and courses of business which operated and will operate as a fraud and deceit upon purchasers and sellers of such securities.

91. Rooney and Solaris Management knew or recklessly disregarded the facts and circumstances described above.

92. By reason of the foregoing, Rooney and Solaris Management have violated Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5(a), (b), and (c) thereunder [17 C.F. R. § 240.10b-5(a), (b), and (c)].

## **COUNT VII**

### **Aiding and Abetting Violations of Section 10(b) of the Exchange Act and Rule 10b-5(b) Thereunder (Against Rooney and Solaris Management)**

93. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

94. As set forth in paragraphs 1 to 69, Rooney and Solaris Management have knowingly provided substantial assistance to the Solaris Fund, who, in connection with the purchase and sale of securities, by the use of the means and instrumentalities of interstate commerce and by use of the mails, directly and indirectly, knowingly or recklessly, made untrue statements of material fact and have 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.

95. By reason of the foregoing, Rooney and Solaris aided and abetted the Solaris Fund's violations of Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder.

**COUNT VIII**

**Aiding and Abetting  
Violations of Section 13(d)(1) of the Exchange Act  
and Rule 13d-1 Thereunder  
(Against Rooney and Solaris Management)**

96. Paragraphs 1 through 69 are realleged and incorporated by reference as though fully set forth herein.

97. Rooney and Solaris Management have knowingly provided substantial assistance to the Solaris Fund who, after acquiring directly or indirectly a beneficial ownership interest of more than 5% of a class of securities of Positron, did not file within ten days after such acquisition, a Schedule 13D with the Commission.

98. By reason of the foregoing, Rooney and Solaris Management aided and abetted Solaris Fund's violation of Section 13(d)(1) of the Exchange Act [15 U.S.C. § 78m(d)(1)] and Rule 13d-1 thereunder [17 C.F.R. § 240.13d-1].

**RELIEF REQUESTED**

WHEREFORE, the Commission respectfully requests that this Court:

A. Find that Rooney and Solaris Management committed the violations charged and alleged above;

B. Enter an Order permanently restraining and enjoining Rooney and Solaris Management from violating Sections 206(1), 206(2), 206(4) of the Advisers Act [15 U.S.C. § 80b-6(1), 80b-6(2), and 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8], Section 17(a)(1), (a)(2), and (a)(3) of the Securities Act [15 U.S.C. § 77q(a)(1), (a)(2) and (a)(3)], and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5(a), (b), and (c) thereunder [17 C.F. R. § 240.10b-5(a), (b), and (c)];

C. Enter an Order permanently restraining and enjoining Rooney from aiding and abetting any violations of Section 206(4) of the Advisers Act [15 U.S.C. § 80b-6(4)] and Rule 206(4)-8(a)(1) thereunder [17 C.F.R. § 275.206(4)-8(a)(1)];

D. Enter an Order permanently restraining and enjoining Rooney and Solaris Management from aiding and abetting any violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5(b) thereunder [17 C.F. R. § 240.10b-5(b)], and Section 13(d)(1) of the Exchange Act [15 U.S.C. § 78m(d)(1)] and Rule 13d-1 thereunder [17 C.F.R. § 240.13d-1];

E. Enter an Order requiring Rooney and Solaris Management to disgorge all profits or proceeds that they have received as a result of the acts and courses of conduct complained of herein, with prejudgment interest;

F. Enter an Order, pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act [15 U.S.C. § 80b-9(e)], requiring Rooney and Solaris Management to pay a civil penalty;

G. Enter an Order, pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], barring Rooney from serving as an officer or director of a public company;

H. Retain jurisdiction over 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 that may be entered or to entertain any suitable application or motion for additional relief, within the jurisdiction of this Court; and

I. Grant such other relief as this Court deems just and proper.

Dated: November 18, 2011

Respectfully submitted,

**UNITED STATES SECURITIES &  
EXCHANGE COMMISSION**

By:           s/Timothy S. Leiman

Timothy S. Leiman (IL Bar No. 6270153)  
Linda T. Ieleja (IL Bar No. 6204335)  
Andrew Shoenthal (IL Bar No. 6279795)  
U.S. Securities & Exchange Commission  
Chicago Regional Office  
175 W. Jackson Blvd., Suite 900  
Chicago, IL 60604  
Telephone: (312) 353-7390  
Facsimile: (312) 353-7398