

"Three high-ranking members of the New Jersey mob family that purportedly inspired "The Sopranos""

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'SOPRANOS' MOB BIGS CONVICTED
Canary helps convict mobsters

By ROBERT GEARTY
DAILY NEWS STAFF WRITER

Bada-klink!

Thanks to mob turncoat Vincent (Vinnie Ocean) Palermo, prosecutors won convictions yesterday against a trio of DeCavalcante gangsters who likened themselves to "The Sopranos."

Mobsters Stefano Vitabile, Guiseppe (Pino) Schifilliti and Philip Abramo were found guilty by a Manhattan Federal Court jury of a sweeping racketeering conspiracy that included murder, extortion and stock fraud.

The verdicts capped a six-week trial that featured riveting testimony from Palermo, the one-time acting boss of the DeCavalcante clan.

The trial marked Palermo's debut as the FBI's newest star witness. Three other mob snitches also testified about crimes that could send Vitabile, Schifilliti and Abramo to prison for life.

Palermo, who got his nickname working at the Fulton Fish Market, testified for four days about his stint as a DeCavalcante mobster bent on murder and violence.

He flipped over to the feds shortly after he was busted in December 1999.

The New Jersey-based mob family claims to be the inspiration for HBO's "The Sopranos." Loose-lipped members were caught on FBI wiretaps comparing themselves to Tony Soprano's wiseguys.

One of the crimes Palermo, 57, testified to was the hit on DeCavalcante underboss John D'Amato, who became marked for death because he was gay, an apparent gangland taboo. Palermo told how he was shot in Brooklyn in the back of a car and his body driven upstate and dumped.

Prosecutors said the order to kill D'Amato came from Vitabile, 67, the DeCavalcante's consigliere for 30 years. Schifilliti and Abramo are longtime DeCavalcante capos.

Palermo proved a strong witness, even amid the midtrial revelation that he gave \$1.7 million in cash to his son before his 1999 arrest.

Originally published on June 5, 2003

'SOPRANOS' MOB BIGS CONVICTED

By **DAN MANGAN** and **TODD VENEZIA**

Singing "Soprano" Vincent Palermo (right) was instrumental in bringing down "Pino" Schifilliti (left) and two other DeCavalcante big shots when the gangster testified against his mob mates.

June 5, 2003 -- Three high-ranking members of the New Jersey mob family that purportedly inspired "The Sopranos" were found guilty yesterday of a slew of racketeering charges related to murder, extortion and loan-sharking. DeCavalcante family consigliere Stefano Vitabile and capos Philip Abramo and Giuseppe "Pino" Schifilliti face life in prison after a trial in Manhattan federal court that ripped open the embarrassing inner workings of La Cosa Nostra.

The trio of wiseguys were sunk by testimony from their former cohorts in the New Jersey-based family, who linked them to murders of former high-ranking gangsters and to a host of other gangland activities.

Jurors found Vitabile's racketeering endeavors included the killings of Louis "Fat Lou" LaRasso and former acting DeCavalcante boss John "Johnny Boy" D'Amato after he was outed as gay.

During the trial, LaRasso's widow testified that her husband, whose body was never found, was whacked two days before his birthday in 1991.

"He left right after dinner" and never came back, Stephanie LaRasso said of her "Fat Lou."

In other dramatic testimony, former soldier Anthony Capo - who like the other testifying turncoats spoke in return for a plea deal - described how the DeCavalcantes decided to bump off D'Amato after his girlfriend claimed he was gay.

"Nobody's gonna respect us if we have a gay homosexual boss sitting down discussing La Cosa Nostra business," Capo told jurors.

The gang's leaders decided that the only way to resolve the issue, and not let their image be tarnished in the super-macho Mafia world, was to rub out D'Amato, Capo said.

The hit went down in a gangster's car in Mill Basin, Brooklyn.

"We knew we'd have to sneak him - kill him without permission [from other Mafia bosses]."

Vitabile, the gang's counselor for some 30 years, also was convicted under federal RICO laws of conspiring to kill two other mobsters and commit extortion.

Schifilliti - a mob capo, or captain, and subordinate to Vitabile - was convicted under RICO statutes of participating in LaRasso's killing.

Abramo, another captain in the Jersey mob clan, was convicted of racketeering charges in LaRasso's killing and in the murders of businessman Fred Weiss and mob soldier Joseph Garofano.

Both Schifilliti and Abramo also were convicted of loan-sharking.

Yesterday's verdict came after less than two days of deliberations by jurors who heard the case before U.S. District Judge Michael Mukasey.

The three gangland heavies sat stoically as the jurist read the guilty verdicts. Several family members who watched from the rows behind them dabbed tears at the word of a conviction that could put them behind bars for the rest of their lives.

The men will be held until sentencing, which is scheduled for Oct. 17.

To: [DanZ](#) who wrote (4587)

From: [Clem Kadiddlehopper](#)

9/24/2003 11:54:40 PM

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"The analyst community has yet to weigh in on Gum Tech -- aside, that is, from GunnAllen Financial, a Tampa firm that recently reiterated its "strong speculative buy" rating. Speculative sounds right, but GunnAllen seems to think the company trades on the OTC Bulletin Board. Hard to blame 'em."

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Wednesday, May 21, 1997

Gum Tech International, Inc.
(Nasdaq: GUMM)

Phone: 602-252-1617 begin_of_the_skype_highlighting 602-252-1617 end_of_the_skype_highlighting

<http://www.gumtech.com>

Price (5/21/97): \$11 1/2

HOW DID IT DOUBLE?

Gum Tech manufactures, you guessed it, high-tech chewing gum. After trading for most of the past year around its April initial public offering (IPO) price of \$6 a share, this stock dipped to \$2 1/8 last November after reporting a huge third quarter loss. The recent advance follows new product announcements and manufacturing agreements.

Gum Tech hopes to take advantage of the latest health fads by cranking out new gums with zinc to treat colds, the anti-oxidant DHEA to keep people young, caffeine to boost energy levels, and so on.

On April 22 the firm announced a deal to produce Chew Bright, a new anti-plaque gum. The stock got another boost on May 7 when the firm won exclusive worldwide manufacturing and co-distribution rights for a new gum version of CigArrest, a lobeline sulphate smoking cessation product that has been used by three million customers and generated over \$100 million in sales over the past 13 years.

BUSINESS DESCRIPTION

The gum business is dominated by giants like Wrigley, but Phoenix-based Gum Tech works a specialty niche, making and marketing gums with vitamins and over-the-counter drugs. The company has its own name brands, but does much of its business as a contract manufacturer. A former Lifesavers taste-master mixes up the flavors.

The company distributes its products to 80% of the nation's leading drugstore chains, many mass market chains, major supermarket chains, and health food stores. It is also expanding its international distribution.

FINANCIAL FACTS

Income Statement

12-month sales: \$5.4 million
12-month income: (\$1.9 million)
12-month EPS: (\$0.42)
Profit Margin: N/A
Market Cap: \$79.0 million

Balance Sheet

Cash: \$2.6 million
Current Assets: \$5.7 million
Current Liabilities: \$0.6 million
Long-term Debt: \$3.97 million

Ratios

Price-to-earnings: N/A
Price-to-sales: 14.6

HOW COULD YOU HAVE FOUND THIS DOUBLE?

This double remains unfathomable. At its IPO price of \$6 a share, the stock traded around six times trailing sales, lofty even for a company then enjoying a 11% profit margin. Sales actually dropped last year, as two of Gum Tech's major customers cut their orders, leading to a 75% reduction in revenue in the third quarter versus the year-ago period. A loss of \$0.34 per share in that quarter contributed to a loss of \$0.60 per share for the full year. Operating expenses alone outstripped revenues.

Gum Tech did show 1997 first quarter profits of \$.08 per share on a 173% boost in sales to \$2.43 million. Problem is, \$1.7 million of these "sales" involved an exchange of discontinued or excess inventory for advertising and other barter credits from a firm called Active Media Services. Without this barter arrangement, the company would have lost money in the quarter. Gross margins of 52%, though, suggest Gum Tech ought to be able to make money if someone will buy its products.

WHERE TO FROM HERE?

The analyst community has yet to weigh in on Gum Tech -- aside, that is, from GunnAllen Financial, a Tampa firm that recently reiterated its "strong speculative buy" rating. Speculative sounds right, but GunnAllen seems to think the company trades on the OTC Bulletin Board. Hard to blame 'em.

As for CigArrest, over the first year of the contract the company will produce 1.5 million packets to sell at \$12.95 each. CFO Jeffrey Bouchy won't comment on the firm's profit margins on the deal, pointing instead to the lofty gross margins as a guide. In any case, many experts believe that CigArrest, one of the few anti-smoking products without nicotine, actually

isn't effective.

There's also at least one skeleton in the company's closet. Brett Bouchy, the CFO's brother, once owned a 49% stake in Gum Tech. But owing to a censure from the National Association of Securities Dealers (NASD), the SEC wouldn't let the company go public until Brett Bouchy sold his shares - which he did.

Investors interested in chewing on this stock might venture to the Fool message folder, where they'll find skeptical Fools mixing it up with Gum Tech's CEO Gerald Kern.

With a lofty price-to-sales ratio on what appear to be questionable sales, this stock looks like it could be one of those slow-motion bubbles that just quietly bursts all over your face.

-Louis Corrigan (RgeSeymour@aol.com)

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9/25/2003 9:04:45 PM

From: [Clem_Kadiddlehopper](#)

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hmmmm gumminvestors.com was blocked by its owner on the wayback machine. I tried to check who owned the domain name but found it to be available. I could have alot of fun with a web site with that url. lol I could make it a Mob On Wallstreet Public Awareness web site

Who owns it now Dan lol

Domain Name gumminvestors.com is available!

Please click here to register it.

Additionally, the following domains are available:

**gumminvestors.NET
gumminvestors.ORG**

Check Another Choice Here:

To: [DanZ](#) who wrote ([4587](#))

9/29/2003 3:22:15 PM

From: [Clem Kadiddlehopper](#)

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Beyond the SEC's Reach, Firms Sell Obscure Issues to Foreign Investors

**By JOHN R. EMSWILLER and CHRISTOPHER COOPER
Staff Reporters of THE WALL STREET JOURNAL
August 16, 2000**

The call couldn't have been timed better. Adrian Lawlor, a Dublin computer-systems salesman, and his wife had just received a \$17,000 settlement from a car accident his wife had been in when a broker from International Asset Management in Brussels rang him up. Speaking with an American accent, the broker told Mr. Lawlor he had just the ticket for entering the red-hot U.S. stock market.

"They said they had a wonderful investment opportunity for me," Mr. Lawlor says.

Although "absolutely green" when it came to stocks, Mr. Lawlor decided to sink most of the settlement into the broker's recommendations. That was in 1996, and he was happy for a time and unruffled when his broker moved from Brussels to Barcelona, Spain. But then he tried to sell some shares of a small-cap issue that had begun to stumble. The broker said he would make the sale only if Mr. Lawlor agreed to plow the proceeds -- and \$10,000 more -- into shares of a tiny California company called ZiaSun Technologies Inc.

A Matter for the Police

Mr. Lawlor refused and then complained to Spanish regulators. Though the brokerage was based in Barcelona, Spanish regulators said they had no jurisdiction because IAM apparently didn't sell to Spaniards. "If you consider this situation a matter of fraud," Spanish regulators wrote, "the

normal procedure is to get in touch with the police."

Instead of calling the police, Mr. Lawlor managed to sell some shares "by complaining bitterly to my broker." But still, he hasn't been able to unload his biggest holding, a stake in a troubled start-up that he bought for \$6,000 and that is now worth about \$90. He has lost contact with his IAM broker, who went by the name Steve Young.

"An Irish citizen buying U.S. stocks through a dealer based in Spain," Mr. Lawlor says. "The whole experience made me realize how alone I was."

Alone in a growing crowd, that is. Nurtured by economic liberalization and the steady rise in U.S. markets over the past decade, legions of Europeans and Asians have developed a strong appetite for stock investments. Much of the focus is on the U.S.; in just the 12 months ended March 31, foreigners bought \$2.8 trillion worth of U.S. shares, up 65% from the previous 12 months, the U.S. Treasury says. After accounting for stock sales, net foreign purchases totaled \$159.6 billion during the period. About 85% of that was from Europe.

Many Affiliates, Many Names

But as the global investor base broadens, a big problem has arisen: Investors are often venturing into a gray area that national regulators are either unable or unwilling to police. And that makes them particularly vulnerable to the likes of International Asset Management. This outfit and its many affiliates operating under many names throughout Europe and East Asia buy shares in small, obscure U.S. companies, some linked to IAM through equity or other ties, and then sell the stock to foreigners who often are ill-informed about the companies they are investing in, the difficulty of trading the stock and their own lack of regulatory protection.

IAM officials turned down repeated requests for interviews and have refused to identify the precise location of their Barcelona offices.

In recent years, investors from Athens to Australia have purchased millions of dollars of stock in U.S. companies from IAM and its affiliates. Many, like Mr. Lawlor, have found themselves unable to sell their shares or even get stock certificates, and nearly all are unable to get help from regulators.

Sudden Disappearance

Guy Fletchere-Davies, a 62-year-old carpet manufacturer in Melbourne, Australia, bought ZiaSun and other small U.S. stocks over several years from the Manila office of Oxford International Management, a brokerage firm with ties to IAM. Mr. Fletchere-Davies says his account was passed around

among several Oxford salespeople and then to a successor firm. Late last year, "suddenly, the phone calls stopped and paperwork dried up," he says.

The Australian has since embarked on a frantic telephone journey from Manila to Jakarta to Manhattan to the British Virgin Islands in hopes of learning the fate of the nearly \$150,000 that was to be his retirement nest egg. "We don't know who to talk to," he says. "We don't know where to go."

Nikolas Morokutti, a 26-year-old owner of a computer business in Innsbruck, Austria, thought he knew where to go when he had trouble getting his ZiaSun share certificates from IAM. He called the U.S. Securities and Exchange Commission. The agency, he says, told him that it couldn't help because the shares were issued under Regulation S.

These Regulation S stock sales are allowed under a 10-year-old provision of U.S. securities law that is intended to allow American public companies to raise capital from experienced foreign investors without the onerous registration process required to sell stock in the U.S. Once sold abroad, Regulation S shares cannot legally be resold to U.S. investors for at least a year; they can, however, be sold to other foreigners during that period.

While hundreds of perfectly legal and legitimate S-share transactions occur each year, unscrupulous operators have found a way to exploit Regulation S to their advantage. The way it often works, a promoter that is at least nominally based outside the U.S. buys large blocks of S shares from American issuers at deep discounts and then sells them at huge markups to neophyte investors abroad.

The SEC doesn't comment on specific cases and won't comment on the current state of Regulation S. Non-U.S. regulators aren't much help either, though they periodically warn citizens to avoid boiler-room brokers operating outside of their home country. British stock regulators recently noted a sharp rise in the number of boiler rooms in continental Europe that target English residents. "The firms are not registered here, so it's up to our counterparts in other nations to regulate them, which is very frustrating," says Sarah Modlock of Britain's Financial Services Authority.

A Lot in Common

Over the past few years, IAM and related brokerage firms have marketed shares in about a dozen small U.S. companies. Overseas customers of IAM's offices in Barcelona often receive a monthly publication called "The Capital Growth Report," which mixes glowing reviews of the small companies in IAM's stable with commentary about well-known companies such as Compaq Corp. Several of the small companies have held stock in each other, used the same investor-relations firm or employed Jones,

Jensen & Co., a Salt Lake City accounting firm, which is auditor of ZiaSun, a company that looms large in IAM's pitches.

In May, the SEC filed administrative charges against the accounting firm's two named partners, R. Gordon Jones and Mark F. Jensen, for "recklessly violating professional accounting and auditing standards" in an audit of a company unrelated to ZiaSun. Mr. Jensen denies wrongdoing. Mr. Jones didn't return phone calls.

The tale of IAM and its affiliates is deeply entwined with that of ZiaSun, based in Solana Beach, Calif., just north of San Diego, in a modest ground-floor office suite nestled between a freeway and the sea. An IAM affiliate has an address on the same floor of a Hong Kong office building as ZiaSun's office in that city, and ZiaSun maintains the Web sites of IAM and of some of its affiliates.

ZiaSun has operated under various names since it was founded and went public in 1996, and it has engaged in businesses ranging from motorcycles to soda dispensers. In news releases, it now bills itself as "a leading Internet technology holding company focused on international investor education and e-commerce." About 85% of ZiaSun's 1999 revenue came from a business that operates traveling seminars on Internet stock trading for \$2,995 a pop. "You Can Become a Millionaire on Regular Pay," says one seminar flier.

In an April 1999 news release, ZiaSun said its 1998 audited earnings totaled \$1.15 million, on \$3.5 million in revenue. When the company filed financial results with the SEC last September, the audited 1998 sales had dropped to \$2.3 million. In a later SEC filing, ZiaSun again revised downward its 1998 sales, to \$760,529, and cut net income to \$769,320. ZiaSun earnings included profits from securities transactions involving other public companies. Some of ZiaSun's securities holdings include companies that also issue large amounts of Regulation S stock and whose shares have been sold by IAM and affiliates.

ZiaSun officials decline to be interviewed, citing a pending lawsuit filed by ZiaSun in federal court in San Francisco against a group of Internet critics of the company for allegedly mounting a "cybersmear campaign" against ZiaSun. In a written statement in response to written questions, ZiaSun officials say they are "fully committed to preserving and developing the shareholders' equity."

More than half of ZiaSun's own 27 million shares outstanding have been sold to foreigners under Regulation S, according to the company's SEC filings. In two transactions in 1997, ZiaSun sold 15 million shares at 10 cents a share under Regulation S to foreign investors, whose identities

didn't have to be disclosed in public records. At about the same time, investors in Europe and Asia say they received calls from salesmen from IAM and related brokerages offering ZiaSun stock at \$4.50 or more a share. In the U.S. during the same period, ZiaSun, under previous corporate names, was trading on the Nasdaq Bulletin Board at between \$1.25 and \$5.50 a share on average daily volume of several thousand shares.

Vladimir Kaplan, a Zurich doctor, bought some of those ZiaSun S shares. His Barcelona-based IAM broker, Lynn Briggs, offered ZiaSun at \$4.50 a share on Oct. 7, 1998 -- when the stock was trading in the U.S. for between \$2.50 and \$4 a share. Unable at the time to independently determine ZiaSun's stock price, Dr. Kaplan bought nearly 8,000 shares to start, and more over the ensuing weeks. Dr. Kaplan knew his broker as a senior portfolio manager at IAM and trusted his judgment, especially after Mr. Briggs flew to Zurich to make a personal sales call. What he says he didn't know: According to SEC filings, Mr. Briggs also was one of ZiaSun's founders. Mr. Briggs couldn't be located for comment.

Tapping Overseas Buyers

Titan Motorcycle Co., a Phoenix, Ariz., motorcycle manufacturer, is another favorite of IAM brokers. Between 1996 and 1998, Titan issued about 5.3 million shares of Regulation S securities in chunks to unidentified overseas buyers for an average price of \$1.32 a share, even as clients such as Dr. Kaplan were purchasing stock in the company for far more. According to SEC filings, about a third of the company's total shares outstanding have been sold to foreigners.

Titan officials didn't return calls. In a brief written statement, Titan Chief Executive Frank Keery said that all company Regulation S sales "were conducted precisely as required by law." Titan's "knowledge of subsequent resale activities is essentially nil as these resales take place exclusively outside the U.S.A.," he added.

ZiaSun and Titan have something in common besides IAM. Bryant Cragun, a former president and chief executive of ZiaSun and now a consultant to the company, describes himself in court documents as "investment adviser and fund-raiser" for ZiaSun, Titan and other small companies whose shares are sold by IAM and related brokerages. He co-owns four Titan motorcycle dealerships.

Several investors say their brokers referred to Mr. Cragun as a senior official of IAM. Stefan Van Rooyen, a Swiss investor, says he was told by his Barcelona-based broker in June that Mr. Cragun was IAM's president. A recent SEC filing shows IAM has the same U.S. address as Mr. Cragun, at a gated condominium project in Solana Beach, not far from ZiaSun's

headquarters.

In a letter, Mr. Cragun says he was never an IAM officer. He says he leases the condominium in Solana Beach. He acknowledges that between 1991 and 1997, he was chairman of Oxford International, a Philippine brokerage firm that markets many of the stocks IAM touts and that, according to SEC filings, has bought Regulation S shares in two such companies.

Mr. Cragun says the SEC spent five years investigating his role in selling Regulation S shares overseas and "never filed anything against me." An SEC spokesman declines to comment. An offering statement for an overseas investment fund founded by Mr. Cragun says he has a U.S. securities broker's license. The National Association of Securities Dealers says its records show that Mr. Cragun hasn't held a license since 1988. Mr. Cragun, in a written response, says that putting his license status in the present tense was a "typographical error."

Mr. Cragun says he sold his interest in Oxford in 1997 to a company headed by William Strong, who shows up as an account representative on monthly statements received by several IAM customers. Mr. Strong, who says he was merely an IAM consultant, confirms that he bought Oxford. He says IAM and Oxford are "essentially the same company. They are two different entities in the same arena with the same people."

In an April filing, Titan said it issued 724,638 shares of Regulation S stock early this year to Oxford International in connection with a 1996 loan. As Oxford's owner, Mr. Strong says he never received any of the stock (doing so could violate Regulation S, since he's an American). Titan officials didn't respond to questions on this matter.

No Outward Signs

In Barcelona, IAM has in the past shared offices, telephones and personnel with at least three other brokerage firms -- including one owned for at least a time by Mr. Strong. But the exact location of IAM's current office is a mystery. A phone receptionist provides only a mailing address. That address leads to a small office building that has no identifying signs and that on three visits during business hours was locked and dark. Another location, often cited on IAM's correspondence, is an unmarked and rundown suite of offices in an unfashionable part of town staffed by a woman who appears to run a phone service for dozens of companies. A woman who answered the phone at the firm's Manila office said all sales operations had ceased.

Several investors say their brokers, though hard to locate, have recently been pushing them to exchange stock in ZiaSun and other companies for

shares in a British Virgin Islands-registered mutual fund called the Morgan Fund. Mr. Fletchere-Davies says he agreed to move his money into the Morgan Fund as an alternative to losing a large chunk of his investment in individual stocks, though he says he has been told he might not be able to cash out of the fund for at least several months.

A Morgan Fund brochure shows that Mr. Cragun, the former ZiaSun executive and former Oxford owner, is one of the fund's two directors. Mr. Cragun says he set up the fund because buying companies' shares directly "is way too much risk to individual investors."

Write to John R. Emswiller at john.emschwiller@wsj.com and Christopher Cooper at christopher.cooper@wsj.com

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<http://interactive.wsj.com/articles/SB966384521769375441.htm>

To: [DanZ](#) who wrote (4587)

9/29/2003 7:38:39 PM

From: [Clem Kadiddlehopper](#)

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Division of Corporation Finance: Sarbanes-Oxley Act of 2002 – Frequently Asked Questions

November 8, 2002 (revised November 14, 2002)

The answers to these frequently asked questions represent the views of the Division of Corporation Finance. They are not rules, regulations nor statements of the Securities and Exchange Commission. Further, the Commission has neither approved nor disapproved them.

Section 2

Question 1: Section 2(a)(7) of the Sarbanes-Oxley Act of 2002 (the "Act") defines an "issuer" as an "issuer (as defined in Section 3 of the Securities Exchange Act of 1934 (15 U.S.C. 78(c)), the securities of which are registered under Section 12 of that Act (15 U.S.C. 78l), or that is required to file reports under Section 15(d)...." A company has offered and sold debt securities pursuant to a registration statement filed under the Securities Act of 1933, thus subjecting it to the reporting requirements of Section 15(d). The company did not register the debt securities under Section 12 of the Exchange Act of 1934. Subsequently, the company's reporting obligations have been statutorily suspended under Section 15(d) because it had fewer than 300 security holders of record at the beginning of its fiscal year. The

company has not filed a Form 15 and has continued to file reports pursuant to its indenture. Is the company considered an "issuer" under the Act?

Answer: No. Because the issuer had fewer than 300 security holders of record at the beginning of its fiscal year, the suspension is granted by statute and is not contingent on filing a Form 15. The definition of issuer applies only to issuers required to file reports. However, see Question 9 regarding these kinds of filers under Section 302 of the Act.

Section 301

Question 2: Will the rules relating to Section 301 apply to issuers whose securities are traded on the over-the-counter bulletin board market?

Answer: No. Securities traded on the over-the-counter bulletin board market currently are not considered listed securities.

Section 302

Question 3: An issuer is filing a Form 10-K report after August 29, 2002, the date Rules 13a-14, 13a-15, 15d-14 and 15d-15 became effective, for a period ending prior to the effective date. Section V of Release No. 33-8124 provides that the certification required to be included with the report need contain only the statements set forth in paragraphs (b)(1), (2) and (3) of Exchange Act Rules 13a-14 and 15d-14. However, the instructions to Forms 10-Q, 10-QSB, 10-K, 10-KSB, 20-F and 40-F indicate that the required certification must be in the exact form set forth in the report. Must a certification filed during the transition period for a period ended before August 29th include the statements set forth in paragraphs (b)(4), (5) and (6) of Rules 13a-14 and 15d-14?

Answer: No. Paragraphs (b)(4), (5) and (6) of Rules 13a-14 and 15d-14 need only be included for quarterly and annual reports, including transition reports, filed for periods ending after August 29, 2002.

Question 4: Does an amended quarterly or annual report filed after August 29, 2002, the effective date of Rules 13a-14 and 15d-14, that amends a report filed prior to August 29, 2002 have to be certified?

Answer: Yes. See note 48 of Release 33-8124. The certification need not include paragraphs (b)(4), (5) and (6) of Rules 13a-14 and 15d-14.

Question 5: A company is filing a Form 10-Q/A for a period ending prior to the effective date of Rules 13a-14 and 15d-14. The amendment will neither contain nor amend financial statements. May the principal executive officer and principal financial officer omit paragraph 3 from the certifications?

Answer: Yes. Since there will be no financial statements in the Form 10-Q/A,

paragraph 3 may be omitted.

Question 6: If an issuer has filed a Form 10-Q before the effective date of Rules 13a-14 and 15d-14, but needs to file an amended Form 10-Q after August 29, does the issuer need to provide the disclosure required by Item 307 of Regulation S-K?

Answer: No.

Question 7: Does the new Item 15 of Form 20-F apply to periods ending prior to August 29, 2002?

Answer: Issuers must comply with Item 15(b) but not Item 15(a).

Question 8: Does Section 302 apply to Forms 8-K filed by asset-backed issuers?

Answer: No. Asset-Backed Issuers, as defined in Rules 13a-14(g) and 15d-14(g), do not need to file a certification with each Form 8-K. However, the certification that is filed with the Asset-Backed Issuer's Form 10-K will relate to certain Forms 8-K filed by the issuer in the preceding year. Please refer to Statement by the Staff of the Division of Corporation Finance of the Securities and Exchange Commission Regarding Compliance by Asset-Backed Issuers with Exchange Act Rules 13a-14 and 15d-14, dated August 27, 2002.

Question 9: Is an issuer that is filing or submitting reports exclusively under Section 15(d) of the Exchange Act on a "voluntary" basis (for example, pursuant to a covenant in an indenture or similar document), due to a statutory suspension of the Section 15(d) filing obligation, subject to Rules 15d-14 and 15d-15 and the disclosure required by Item 307 of Regulations S-B and S-K?

Answer: Yes. All companies filing or submitting reports under Section 13(a) or 15(d) must comply with those provisions whether or not a Form 15 has been filed pursuant to Rule 15d-6.

Question 10: If only one other officer is certifying to the issuer's reports, is it permissible to revise paragraph 4 of the certification to make "other certifying officers" singular?

Answer: Yes.

Question 11: If an officer signs the certification without altering the wording to indicate he or she is providing the certification as principal financial officer, how will readers know whether the signatory is the principal

executive officer or the principal financial officer?

Answer: The officer should include his or her title under the signature.

Question 12: If the same individual is both the principal executive officer and principal financial officer, must he or she sign two certifications?

Answer: The individual may provide one certification and provide both titles underneath the signature.

Question 13: A CEO resigned after the end of the quarter but before the filing of the upcoming Form 10-Q. The company appointed a new CEO prior to the filing. Who signs the certification?

Answer: The new CEO because he or she is the principal executive officer at the time of the filing.

Question 14: A company has a CEO who is resigning at the end of the year and is no longer performing the function of CEO although he is still employed with the company. In the interim, the company has another individual that is performing the functions of CEO. Can that other individual sign the certification despite the fact that the company still has another person with the CEO title?

Answer: The person performing the function of CEO at the time of the filing should provide the certification. If it is not the person with the title of CEO, the company should disclose in the filing that the other individual is performing that function.

Question 15: An issuer currently does not have a CEO/CFO. Who must execute the certifications required by Rules 13a-14 and 15d-14?

Answer: As set forth in paragraph (a) of Rules 13a-14 and 15d-14, where an issuer does not have a CEO/CFO, the person or persons performing similar functions must execute the required certification.

Question 16: Must co-principal executive officers (or co-principal financial officers) execute separate certifications or may both execute the same certification?

Answer: Co-principal executive officers (or co-principal financial officers) should each execute separate certifications.

Question 17: If Section 302 certifications are not included in, for example, a Form 10-K or 10-Q filing, and an amendment will be filed to include the certifications, must the entire document be re-filed or can the amendment

include only the signature pages?

Answer: Because the certification relates to the entire Form 10-K or 10-Q filing, the amendment should include the entire filing, not just the signature pages.

Question 18: Using the same facts in question 17 above, if the amendment is not filed within the time period required for the periodic report, is the report deemed to be untimely?

Answer: Yes. The periodic report will not be deemed timely for purposes of form eligibility and the issuer will not be deemed current until the amended periodic report containing the certification is filed.

Question 19: A Canadian issuer is filing a Form F-10. Are certifications required because the Form F-10 incorporates prior Exchange Act filings?

Answer: No.

Question 20: What definition is the Commission currently using for internal controls and internal controls and procedures for financial reporting?

Answer: In the release adopting the rules pursuant to Section 302 of the Act, the Commission noted the pre-existing concept of "internal controls" contained in Codification of Statements on Auditing Standards Section 319 ("AU Section 319"). See Release 33-8124 fn. 59 and accompanying text. In Release No. 33-8138, the Commission proposed defining "internal controls and procedures for financial reporting" by reference to AU Section 319, subject to any future modifications by the Public Company Accounting Oversight Board. Pending completion of rulemaking, the staff interprets both "internal controls and procedures for financial reporting" and "internal controls" for purposes of Exchange Act Rules 13a-14(b)(5) and (6) and 15d-14(b)(5) and (6) and Item 307 of Regulations S-B and S-K by reference to existing literature regarding generally accepted auditing standards, which would also be by reference to AU Section 319.

Question 21: Are paragraphs (b)(5) and (b)(6) of Rules 13a-14 and 15d-14 currently operative given that there is no current requirement for evaluation of internal controls?

Answer: Yes, these paragraphs are currently operative as to any filing relating to a period ending after August 29, 2002. See also Question 22.

Question 22: New Exchange Act Rules 13a-14(b)(5) and (6) and 15d-14(b)(5) and (6) require an issuer's CEO and CFO to certify that:

He or she and the other certifying officers have disclosed, based on their most recent evaluation, to the issuer's auditors and the audit committee of the board of directors (or persons fulfilling the equivalent function):

All significant deficiencies in the design or operation of internal controls which could adversely affect the issuer's ability to record, process, summarize and report financial data and have identified for the issuer's auditors any material weaknesses in internal controls; and

Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal controls; and

He or she and the other certifying officers have indicated in the report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

In addition, paragraph (b) of Item 307 of Regulations S-B and S-K requires an issuer to disclose whether or not there were significant changes in the issuer's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Is a quarterly evaluation of internal controls or internal controls and procedures for financial reporting required at this time, and if so, what are the particular standards? How should the issuer respond to Item 307(b) of Regulations S-B and S-K? How should the issuer's CEO and CFO address this situation in their certification statements?

Answer: Although proposed amendments to Exchange Act Rules 13a-15 and 15d-15 would impose a requirement on an issuer's management to conduct an evaluation, with the participation of the issuer's CEO and CFO, of the effectiveness of the issuer's internal controls and procedures for financial reporting (See Release No. 33-8138), the Commission's rules currently do not specifically require an issuer's CEO or CFO, or the issuer itself, to conduct periodic evaluations of the issuer's internal controls or the issuer's internal controls and procedures for financial reporting. Some elements of internal controls are included in the definition of disclosure controls and procedures. There is a current evaluation requirement involving the CEO and the CFO of that portion of internal controls that is included within disclosure controls and procedures as part of the required evaluation of disclosure controls and procedures. We expect that issuers generally also would engage in an evaluation of internal controls. We believe that issuers generally currently evaluate internal controls, for example, in connection with reviewing compliance with Section 13(b) of the Exchange Act or in connection with the preparation or audit of financial statements.

In the case of Item 307(b) of Regulations S-K and S-B, to the extent that an issuer has conducted an evaluation of its internal controls as of the end of the period covered by the report, including under the circumstances described in the preceding paragraph, the issuer should disclose any significant changes to the internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. If the issuer has made any significant changes to internal controls or in other factors that could significantly affect these controls, such changes would presumably follow some evaluation, in which case the required disclosure must be made. If the issuer has made no significant changes, then no disclosure is required. This response is also applicable to Item 15(b) of Form 20-F and Item 6(c) of Form 40-F.

Regarding the certifications under Exchange Act Rules 13a-14(b)(5) and (6) and 15d-14(b)(5) and (6), the disclosures under Item 307 of Regulations S-B and S-K described above following any evaluations of internal controls, including in the circumstances described above in which the CEO or the CFO participates, would satisfy the requirements of paragraph (6). Paragraph (5) would currently require that disclosure be made by the CEO and the CFO to the issuer's auditors and the audit committee of its board of directors of any events enumerated in paragraph (5) that have occurred of which the CEO or CFO become aware based on the most recent evaluation of internal controls, including in the circumstances described above, in which the CEO or CFO participates.

Question 23: For purposes of Rules 13a-14(b)(5) and (6) and 15d-14(b)(5) and (6), what do the terms "significant deficiencies" and "material weaknesses" mean?

Answer: For purposes of Rules 13a-14(b)(5) and (6) and 15d-14(b)(5) and (6), the meaning of the terms "significant deficiencies" and "material weaknesses" should be determined by reference to generally accepted auditing standards. See generally, AU Section 325.

Question 24: Where the registrant is a limited partnership that does not have an audit committee, who should be considered the persons performing the equivalent function as referenced in new Exchange Act Rules 13a-14(b)(5) and 15d-14(b)(5)?

Answer: Many limited partnerships do not have audit committees. Many general partners of limited partnerships are themselves limited partnerships. In this case, look through each general partner of the limited partnerships acting as general partner until a corporate general partner or

an individual general partner is reached. With respect to a corporate general partner, the registrant should look to the audit committee of the corporate general partner or to the full board of directors as fulfilling the role of the audit committee. With respect to an individual general partner, the registrant should look to the individual as fulfilling the role of the audit committee.

Section 403

Question 25: If a company otherwise maintains a dividend reinvestment plan that satisfies the exemptive conditions of Rule 16a-11, are automatic dividend reinvestments under a non-qualified deferred compensation plan also eligible for the Rule 16a-11 exemption, so that those reinvestment transactions would not be required to be reported, thus reducing the number of Forms 4 due?

Answer: Non-qualified deferred compensation plans are not Excess Benefit Plans, as defined by Rule 16b-3(b)(2) under the Exchange Act, in which transactions are exempted by Rule 16b-3(c). See Interpretive Letter to American Bar Association (Feb. 10, 1999, Q. 2(c)). Under Rule 16a-3(g)(1), as amended in Release 34-46421 (Aug. 27, 2002), each transaction in a non-qualified deferred compensation plan must be reported on a Form 4 not later than the end of the second business day following the day on which the transaction was executed. However, if a company maintains a dividend reinvestment plan that satisfies the exemptive conditions of Rule 16a-11, automatic dividend reinvestments under a non-qualified deferred compensation plan are also eligible for the Rule 16a-11 exemption. See Interpretive letter to American Home Products (Dec. 15, 1992).

Question 26: In order to reduce the number of Forms 4 due annually, an insider makes the following choices: In connection with the annual year-end election to defer some of the following year's salary into a non-qualified deferred compensation plan, the insider elects to have payroll deductions invested in the plan's interest-only account. The insider also elects for the deferred salary so invested to be "swept" on a quarterly basis into the plan's stock fund account. How should these "sweep" transactions be reported?

Answer: Each "sweep" transaction would be reportable separately on Form 4. If the "sweep" election satisfies the Rule 16b-3(f) exemptive conditions for Discretionary Transactions (as defined in Rule 16b-3(b)(1)), the "sweep" transactions would be reported using Code I. Further, if the reporting person does not select the date of execution for a "sweep" that is a Discretionary Transaction, Rules 16a-3(g)(3) and (4) would apply to determine the deemed execution date.

Question 27: For purposes of satisfying the affirmative defense conditions

of Rule 10b5-1(c), an insider adopts a written plan for the purchase or sale of issuer equity securities. In the plan, which was drafted by a broker-dealer, the broker-dealer specified the dates on which plan transactions will be executed. Can the insider rely on Rule 16a-3(g)(2) to compute the Form 4 due date for plan transactions based on a deemed execution date?

Answer: No. By adopting a written plan that specifies the dates on which plan transactions will be executed, the insider will have selected the date of execution for plan transactions. Consequently, the insider will not be able to rely on Rule 16a-3(g)(2) to compute the Form 4 due date for plan transactions based on a deemed execution date.

Question 28: When reporting more than one transaction on the same Form 4, what date should be stated in Box 4?

Answer: The transaction date (not the deemed execution date) of the earliest transaction reported should be stated in Box 4.

<http://www.sec.gov/divisions/corpfin/faqs/soxact2002.htm>

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To: [DanZ](#) who wrote (4587)

9/30/2003 2:05:44 PM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

GUMM IN HISTORY->Gumtech Got 70% of Its 2nd-Half Revenue From Barter

Phoenix, Aug. 15 (Bloomberg) -- Gumtech International Inc., which makes specialty chewing gum, said 70 percent of its first-half revenue in 1997 came from trading obsolete inventory of weight-loss gums for advertising credits.

Gumtech shares rose 7/16 to 15 1/8 after reaching a 52-week high of 16 9/16. On Wednesday, the Phoenix-based company entered an agreement with Nabisco Inc., a unit of RJR Nabisco Holdings Corp., to develop new chewing gum products, according to a filing yesterday with the Securities and Exchange Commission.

The company reported its revenue more than doubled in the first half to \$4.41 million from \$2.04 million a year earlier.

Even so, cash revenue for the first six months of 1997 slumped 35 percent to \$1.33 million, excluding the barter

transactions.

The company said it traded away \$3.08 million of unwanted Gumtech Got 70% of Its 2nd-Half Revenue From Barter

inventory for advertising during the six months ending June 30.

That amounted to 70 percent of its sales during the first half.

It bartered the inventory to Active Media Services Inc. and SKR Resources. The inventory included old formulations of its ChromaTrim, CitrusSlim and Jack LaLanne weight loss gums. It said it will use the credits to promote its new Cigarrest line of smoking cessation gum, endorsed by Morton Downey Jr.

After its barter transactions, Gumtech reported earnings of \$150,550, or 3 cents a share, in the second quarter, compared with a loss of \$338,812, or 8 cents, a year earlier.

Second-quarter revenue rose to \$1.98 million from \$1.15 million a year earlier. Excluding the barter transactions, revenue fell 49 percent to \$583,533. Barter was responsible for 71 percent of revenue in the second quarter.

Gumtech reported a profit of \$692,125, or 12 cents a share, for the first six months of 1997, compared with a loss of \$579,024 a year earlier.

Even so, the company reported a negative cash flow from operations of \$995,714 for the first six months of 1997, compared with a negative \$1.77 million a year earlier.

Gumtech, with 4.95 million shares outstanding, has a market value of about \$75 million. Gumtech Got 70% of Its 2nd-Half Revenue From Barter (Update1) Page 3/4

The announced agreement with Nabisco is for product development. A Gumtech spokeswoman wouldn't say if the two companies are discussing joint use of Gumtech's cash-draining 28,000-square-foot gum manufacturing facility.

Gary Kehoe, Gumtech's chief operating officer, was formerly senior food technologist for Lifesavers Inc., a unit of Nabisco. He was employed by Nabisco from 1976 until joining Gumtech in 1995.

The leased facility, which costs the company \$130,000 a month to operate, includes \$2 million of gum-making equipment. In June, Gumtech said it was operating at only 15 percent of capacity, according to an SEC filing.

--David Evans in Los Angeles (310) 827-2348

begin_of_the_skype_highlighting (310) 827-2348 end_of_the_skype_highlighting through the New York newsroom (212) 310-2300/sw/jb

Story Illustration: to chart the recent performance of Gumtech shares, type: GUMM US <Equity> GPC D.

Company News: Industry News:
Gumtech Got 70% of Its 2nd-Half Revenue From Barter (Update1) Page 4/4
GUMM US <Equity> CN NI ACC Accounting
RN US <Equity> CN NI FOD Food
RA US <Equity> CN

News by category:
NI ERN Earnings news
NI FILINGS SEC Filings

News by Region:
NI AZ Arizona

For more food industry earnings news: TNI FOD ERN.

-0- (BN) Aug/15/ 97 19:39
ä

To: [DanZ](#) who wrote (4587)
From: [Clem Kadiddlehopper](#)

9/30/2003 7:37:40 PM

[Respond to](#) of 5486

Section 303 of the Sarbanes-Oxley Act of 2002. Section 303(a) prohibits an issuer's officers, directors, and persons acting under the direction of an officer or director, from taking any action to fraudulently influence, coerce, manipulate or mislead the auditor of the issuer's financial statements for the purpose of rendering those financial statements materially misleading.

To: [DanZ](#) who wrote (4587)
From: [Clem Kadiddlehopper](#)

10/1/2003 8:26:31 PM

[Respond to](#) of 5486

**BO DOES KNOW DIDDLY-> "GunnAllen Financial
Jay Gunn 1-800-713-4046 begin_of_the_skype_highlighting 1-800-
713-4046 end_of_the_skype_highlighting
his long term clients own over 4 million shares
and they have no intention to sell until the company gets bought out.
(Talk to him about the buyout price of GUMM)**

bo"

To:Howard D. Epstein, M.D. who wrote (6)
From: Bo Didley Thursday, Jan 21, 1999 1:42 PM
View Replies (3) | Respond to of 130

GUMM --- STRONG BUY RATING -- \$24

We are reiterating our Buy rating on GumTech International with a FY 1999 price objective of \$24. This price objective is based on sales estimates of \$23.5 million and \$56.1 million for FY1999 and FY2000, respectively. Based on our sales estimates, GumTech could post per share earnings of \$.47 for FY1999 and \$1.64 for FY2000.

We continue to de-emphasize Q3 and Q4 operating results, however, based on the infancy of new product lines including Breath Asure and Ranir, and to some extent the dental gum market, while maintaining a bullish longer-term outlook. Shipments of these new gums into distribution channels have commenced, and primary indications point to strong demand for both products.

We believe that Breath Asure could capture 8.9% of the \$390 million dental gum market by FY2000, while Ranir could capture as much as 7.1%. During this period we are confident that at least one, if not several, branded oral care companies will be participating in the market for dental gums.

Since the FDA apparently views plaque as a disease, and any products claiming to reduce plaque are considered to be drugs, we view GumTech's sole position as a U.S. gum manufacturing facility that currently follows the Food and Drug Administration's "drug Good Manufacturing Practices" as a clear competitive advantage in the dental gum market.

Although we decline to cite a definitive time frame, GumTech should commence domestic and international distribution of nicotine (drug) containing gums, as well as further penetrate the market for diet aiding gums, by FY 2000.

GunnAllen Financial

Jay Gunn 1-800-713-4046 begin_of_the_skype_highlighting 1-800-713-4046 end_of_the_skype_highlighting
his long term clients own over 4 million shares
and they have no intention to sell until the company gets bought out.
(Talk to him about the buyout price of GUMM)

bo

To: [DanZ](#) who wrote ([4587](#))
From: [Clem Kadiddlehopper](#)

10/1/2003 8:30:49 PM

[Respond to](#) of 5486

**MORE POSTERS THAT WILL GET SUBPOENA INCLUDING JAY GUNN JR,
PRINCIPLE OF GUNN ALLEN AND FORMER MOB BROKERAGE BROKER OF
SOVERIEGN EQUITY MANAGEMENT**

To: Bo Didley who wrote (7)
From: J. Gunn, Jr Friday, Jan 22, 1999 1:47 PM
View Replies (1) | Respond to of 130

Any information credited to me by bo didley or any other person or message board is inaccurate and unauthorized. I have made no previous postings regarding any stock and I will make no future postings.
J. Gunn

=====

**BO DOES KNOW DIDDLY-> "GunnAllen Financial
Jay Gunn 1-800-713-4046 begin_of_the_skype_highlighting 1-800-
713-4046 end_of_the_skype_highlighting
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(Talk to him about the buyout price of GUMM)**

bo

To: [DanZ](#) who wrote ([4587](#))

10/1/2003 9:27:39 PM

From: [Clem_Kadiddlehopper](#)

[Respond to](#) of 5486

**NASD Registered Person: JASON JOSEPH BAER
CRD Number: 2790654**

CURRENT EMPLOYMENT

******* CURRENT EMPLOYMENT (1 of 2) *******

Employing Firm: GUNN ALLEN FINANCIAL

Firm CRD Number:

Office of Employment address: TAMPA, FL

Start Date: 11/01/1998 End Date: to present

******* CURRENT EMPLOYMENT (2 of 2) *******

Employing Firm: GUNNALLEN FINANCIAL, INC

Firm CRD Number: 17609

**Office of Employment address: 1715 N. WESTSHORE BLVD
#775
TAMPA, FL 33607-3926**

Start Date: 05/23/1997 End Date: to present

PREVIOUS EMPLOYMENT

This information is current as of: 10/01/2003

**NASD Registered Person: JASON JOSEPH BAER
CRD Number: 2790654**

PREVIOUS EMPLOYMENT(cont.)

******* PREVIOUS EMPLOYMENT (1 of 8) *******

Employing Firm: EDY'S GRAND ICE CREAM

Firm CRD Number:

**Office of Employment address: BALTO, MD
Start Date: 01/1997 End Date: 04/1997**

******* PREVIOUS EMPLOYMENT (2 of 8) *******

Employing Firm: COMCAST CABLE VISION

Firm CRD Number:

**Office of Employment address: BALTO, MD
Start Date: 12/1996 End Date: 11/1998**

***** PREVIOUS EMPLOYMENT (3 of 8) *****

Employing Firm: SOVEREIGN EQUITY MANAGEMENT CORP.

Firm CRD Number:

Office of Employment address: TAMPA, FL

Start Date: 08/1996 End Date: 12/1996

***** PREVIOUS EMPLOYMENT (4 of 8) *****

Employing Firm: D.K. JONES & ASSOCIATES

Firm CRD Number:

Office of Employment address: BALTO, MD

Start Date: 07/1996 End Date: 08/1996

***** PREVIOUS EMPLOYMENT (5 of 8) *****

Employing Firm: DATA LIQUOR SERVICE CORP.

Firm CRD Number:

Office of Employment address: HANOVER, MD

Start Date: 01/1996 End Date: 07/1996

***** PREVIOUS EMPLOYMENT (6 of 8) *****

Employing Firm: SHERATON HOTEL BALTO NORTH

Firm CRD Number:

Office of Employment address: BALTO, MD

Start Date: 06/1994 End Date: 01/1996

***** PREVIOUS EMPLOYMENT (7 of 8) *****

Employing Firm: SPENCER GIFT'S

Firm CRD Number:

Office of Employment address: BALTO, MD

Start Date: 11/1993 End Date: 05/1994

***** PREVIOUS EMPLOYMENT (8 of 8) *****

Employing Firm: SHULTZ`S CRAB HOUSE

Firm CRD Number:

Office of Employment address: BALTO, MD

Start Date: 05/1993 End Date: 06/1996

To: [DanZ](#) who wrote ([4587](#))

10/2/2003 1:26:40 PM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

Pasciuto went on to his next pump-and-dump shop: Sovereign Equity Management.

Sovereign, based in New York with an office in Tampa, was controlled by Philip Abramo. Federal prosecutors say Abramo was a reputed captain in the DeCavalcante family, the New Jersey-based mob that is said to be the inspiration for The Sopranos. In 1999, Abramo would face a 45-page indictment in Tampa that accused him of engineering multimillion-dollar pump-and-dump and short-selling stock manipulation schemes from 1993 to 1999.

Last month, Abramo and others were found guilty in New York court of a slew of racketeering charges related to murder, extortion and loan-sharking. He will be sentenced in October.

And Pasciuto? He fell under the control of a low-level mobster who exploited the stock promoter for money and abused him. Eventually, Pasciuto hit the wall. Arrested for securities fraud in 1999, he wore a wire and testified against several Wall Street figures with mob ties. He then escaped into the federal witness protection program. Pasciuto's story is now optioned as a Warner Brothers film to actor Mark Wahlberg.

In the shadows of the bull market

By ROBERT TRIGAUX, Times Business Columnist

© St. Petersburg Times
published July 14, 2003

Organized crime on Wall Street. Mob infiltration of investment banking. It's a world that prospered in the bull market of the 1990s, and continues today. But it remains largely beneath the radar screens of regulators and the mainstream press.

And why not? Few regulators or business reporters familiar with Wall Street know much about organized crime. Fewer want to. Besides, given the increasingly sleazy tactics of highbrow Wall Street firms, reporters are busy enough filling newspaper and magazine pages with sordid tales of fraud and cheating by the best-known names in investment banking.

Exposing the mob-Wall Street connection is one of several reasons to applaud the effort of investigative business reporter Gary Weiss, author of the recent book, *Born To Steal: When the Mafia Hit Wall Street*. The book is a remarkable glimpse into the essentially lawless, virtually unregulated turf of easily manipulated penny stocks, boiler-room investment firms and "pump and dump" broker strategies. As investor mania hit America in the 1990s, it did not take long for organized crime to realize that behind the facade of Wall Street was a place to make easy money. Lots of it.

Weiss is no amateur. A long-time senior writer for *Business Week* magazine, he started reporting extensively about the mob's rapid involvement in Wall Street banking in the mid 1990s. His early work culminated in a Dec. 16, 1996, cover story headlined "The Mob on Wall Street."

His new book, which follows the New York life of a young, mob-connected, street-smart stock hustler named Louis Pasciuto, was favorably reviewed in these business pages last month.

But the *Born To Steal* review missed something important around these parts. Some former and current Tampa Bay area companies and business characters play prominent roles in Weiss' book, perhaps more than any of us living here would like to see.

Their presence in the book offers some key lessons to readers and investors. First, Wall Street may seem a thousand miles away, but its financial impact - to investors, companies and communities - can be quite local.

Second, most Tampa Bay area residents may think of organized crime as little more than an HBO show called *The Sopranos*, but the investment scams and frauds are quite real and have struck this Florida market,

repeatedly, in different ways.

And third, the threat of criminal involvement in the stock world means the cliché "buyer beware" is no longer enough of a warning to investors. Not by a long shot.

Let's take a closer look at this Wall Street underworld as reported by author Weiss.

Louis Pasciuto, the "star" of Weiss' tale, landed on Wall Street as a 19-year-old former Staten Island gas station attendant whose love of shock jock radio phenom Howard Stern was second only to his insatiable urge for easy money.

Pasciuto quickly learned to rip off investors in pump-and-dump scams - in which cheap company stocks are "pumped," or hyped to artificially high prices, then sold by brokerage insiders, leaving investor clients with near-worthless shares. He caught the eye of Wall Street mobsters and made (and lost) several fortunes before the age of 25. Arrested in 1999 for securities fraud, Pasciuto wound up broke and spilling his guts to federal agents investigating organized crime.

Some of his dealings depended upon or involved Tampa Bay area players.

Early in his "career," Pasciuto worked for a boiler-room brokerage called Hanover Sterling off Wall Street. It was awash in high school-educated kids like Pasciuto who learned high-pressure telephone sales techniques, selling a handful of cheap stocks that Hanover wanted to pump and dump at a profit. Pasciuto knew little about business or securities. In fact, he had no license to sell stocks. But he would sell the chosen stocks to some distant, unsuspecting (and often rural) buyer, borrowing the name of a licensed broker, then collect inflated commissions - called "rips."

At Hanover, back in 1993, one of those chosen stocks to hype was a tiny Tampa company called Eagle Vision Inc. The company, which initially described itself as an environmental consulting and clean-up business, was traded over-the-counter but had applied to trade on the more reputable Nasdaq. The company also was a banking client of Hanover Sterling.

None of that mattered to Pasciuto. His sole aim was to sell shares in any way possible over the phone and collect his inflated commissions. As he explained in *Born To Steal*: "We would get crazy rips at Hanover. Eagle Vision was eleven with seven (meaning an \$11 stock that paid a \$7 rip). It was paper - a Bulletin Board piece of s-- paper stock."

In the '90s, Eagle Vision was also invisible locally. Neither the St.

Petersburg Times nor the Tampa Tribune ever mentioned the tiny company. Eagle Vision's CEO, Alan S. Lipstein, also avoided media attention. For a while. In 2000, Lipstein pleaded guilty to laundering money obtained through fraudulent securities transactions involving two other companies. And in 2002, federal regulators shut down Tel-One, a Tampa video-conferencing company that sold at least \$1.7-million of stock, after "false claims." Lipstein was an owner of Tel-One, the SEC says.

Pasciuto was motivated, earning \$1,500 a week. Around him at Hanover Sterling, the best brokers were pulling in \$100,000 a month in 1993. Later, monthly payouts of half a million dollars were not uncommon. The young guys, like Pasciuto, started by learning high-pressure phone sales tactics. Lying was common, and encouraged. Everyone stood up while making cold calls to unsuspecting individuals; it made the calls more urgent. Those who sat were pinged in the back of the head with paper clips shot from rubber bands by Hanover bosses.

Pasciuto was hungry, rising up the pay ladder. He left Hanover Sterling and, typical of the need to jump often among boiler rooms, would work at 17 fringe-name firms. Before he left Robert Todd Financial, Pasciuto started each work day by playing the theme song to Rocky. Now making \$100,000 a month, he took that musical habit with him in 1994 to his next gig at a tiny brokerage with some modest recognition on mainstream Wall Street: A.T. Brod.

That's where Pasciuto encountered Jugal "Jay" Taneja, who has emerged in recent years as an investor and entrepreneur of sorts in penny and micro-cap stock companies in the Tampa Bay area.

Taneja, Weiss wrote, was then a 50-year-old Cleveland financial executive and former engineer with "a clean record." Taneja had bought A.T. Brod in 1993, in conjunction with a local Cleveland brokerage official, with a plan to expand its business to individual investors from its base of selling to institutional clients. That meant recruiting and hiring more brokers.

Enter Pasciuto. He and a fellow brokerage buddy flew to Cleveland to see Taneja over dinner at a posh restaurant.

"It was nice, like in *Pretty Woman*, with the couch seats," Pasciuto told Weiss. "Elegant. We didn't pay. He had a 500-class Mercedes, a huge house. We were psyched, 'cause we were going to work with somebody who had more money than us... This guy had a nice ring, nice watch. He was like a flashy little guy."

Taneja, according to Weiss, acknowledged the 1994 meeting but denied any knowledge of wrongdoing in the New York office of Brod.

With a fellow broker at Brod, Pasciuto came up with a plan dubbed Nobodies and Celebrities. Pasciuto would pursue famous people as clients with whom he wanted to hang around. Howard Stern and New York Jets football players topped the list. They were the Celebrities.

To attract them as Brod clients, Pasciuto pitched them on stock deals, basically guaranteeing them big returns. How? By stiffing the Nobodies. They were the uninformed folks at the other end of the endless cold calls, who typically lived in rural America. Their losses were meant to subsidize the gains for the Celebrities.

By 1995, Pasciuto's first alma mater - Hanover Sterling - was in financial trouble. The stocks Hanover had "pumped" to create false value were now being attacked by short sellers who were betting those stocks would decline in value. The short sellers deflated the "pump" value, preventing Hanover from its profitable "dump" of those shares. The company collapsed.

A month later, Pasciuto confronted Brod owner Taneja. The broker said he was owed his "commissions" but Taneja countered that he did not have the funds, saying Kemper Securities owed Brod money.

Ever low on patience, Pasciuto vowed revenge, Weiss wrote. Back in Brod's New York office, Pasciuto wrote up phony "buy" orders for his customers that he knew the customers would soon cancel. But not before Pasciuto received \$120,000 in commissions. When the orders were later canceled, the money already was gone. Brod failed to meet minimum capital requirements of the stock exchange and regulators. The firm was out of business.

"It served him right," Pasciuto says of Taneja.

In Weiss' book, Taneja says he lost millions on Brod because he did not know enough about the business to avoid the firm's cash squeeze. He says his name was cleared in the follow-up investigation by regulators. But who was watching "brokers" such as Pasciuto?

Says Taneja: "I started a book myself. Wall Street Mafia." He wrote three chapters, then stopped "because it was so scary."

Taneja, who once called himself "a typical guy who came to this country with \$8 in my pocket and worked my tail off," soon showed up in Tampa Bay business circles.

Among the companies once in Taneja's empire are two local ones that A.T.

Brod took public: NuMed Home Health Care Inc. in Clearwater, and National Diagnostics Inc. of Brandon. NuMed went bankrupt in 2000. National Diagnostics declared bankruptcy in 2001.

In addition to his other pursuits, Taneja currently chairs two publicly traded companies in Largo - Innovative Companies Inc., which formerly was called Go2Pharmacy.com Inc., and DrugMax Inc. Both are involved in drug and beauty care product distribution.

When Pasciuto left Brod, he figured - finally - that he should get a broker's license of his own. His solution? Pasciuto provided a smart colleague with false IDs and paid him \$10,000 to take the NASD Series 7 brokers license test. He passed, and Pasciuto went on to his next pump-and-dump shop: Sovereign Equity Management.

Sovereign, based in New York with an office in Tampa, was controlled by Philip Abramo. Federal prosecutors say Abramo was a reputed captain in the DeCavalcante family, the New Jersey-based mob that is said to be the inspiration for The Sopranos. In 1999, Abramo would face a 45-page indictment in Tampa that accused him of engineering multimillion-dollar pump-and-dump and short-selling stock manipulation schemes from 1993 to 1999.

Last month, Abramo and others were found guilty in New York court of a slew of racketeering charges related to murder, extortion and loan-sharking. He will be sentenced in October.

And Pasciuto? He fell under the control of a low-level mobster who exploited the stock promoter for money and abused him. Eventually, Pasciuto hit the wall. Arrested for securities fraud in 1999, he wore a wire and testified against several Wall Street figures with mob ties. He then escaped into the federal witness protection program. Pasciuto's story is now optioned as a Warner Brothers film to actor Mark Wahlberg.

Pasciuto was never one to read about business news. He did not need it to sell empty promises. But in 2002, he began reading about Enron, WorldCom, Arthur Andersen, lying Wall Street analysts, and investigations of the top-tier Wall Street firms.

That's when the former con artist realized his view of Wall Street wasn't quite as different as he once thought.

For too-trusting investors, there's a lesson here.

**-Robert Trigaux can be reached at trigaux@sptimes.com or 727 893-8405
begin_of_the_skype_highlighting 727 893-**

8405 end_of_the_skype_highlighting.

To: [DanZ](#) who wrote ([4587](#))

10/2/2003 2:18:13 PM

From: [Clem_Kadiddlehopper](#)

[Respond to](#) of 5486

"Jay Gunn 1-800-713-4046 begin_of_the_skype_highlighting 1-800-713-4046 end_of_the_skype_highlighting his long term clients own over 4 million shares and they have no intention to sell until the company gets bought out.(Talk to him about the buyout price of GUMM)"

To:Bo Didley who wrote (7)

From: J. Gunn,Jr Friday, Jan 22, 1999 1:47 PM

View Replies (1) | Respond to of 130

Any information credited to me by bo didley or any other person or message board is inaccurate and unauthorized. I have made no previous postings regarding any stock and I will make no future postings.

J. Gunn

=====

BO DOES KNOW DIDDLY-> "GunnAllen Financial
Jay Gunn 1-800-713-4046 begin_of_the_skype_highlighting 1-800-713-4046 end_of_the_skype_highlighting
his long term clients own over 4 million shares
and they have no intention to sell until the company gets bought out.
(Talk to him about the buyout price of GUMM)
bo"

To:Howard D. Epstein, M.D. who wrote (6)

From: Bo Didley Thursday, Jan 21, 1999 1:42 PM

View Replies (3) | Respond to of 130

GUMM --- STRONG BUY RATING -- \$24

We are reiterating our Buy rating on GumTech International with a FY 1999 price objective of \$24. This price objective is based on sales estimates of \$23.5 million and \$56.1 million for FY1999 and FY2000, respectively. Based on our sales estimates, GumTech could post per share earnings of \$.47 for FY1999 and \$1.64 for FY2000.

We continue to de-emphasize Q3 and Q4 operating results, however, based on the infancy of new product lines including Breath Asure and Ranir, and

to some extent the dental gum market, while maintaining a bullish longer-term outlook. Shipments of these new gums into distribution channels have commenced, and primary indications point to strong demand for both products.

We believe that Breath Asure could capture 8.9% of the \$390 million dental gum market by FY2000, while Ranir could capture as much as 7.1%. During this period we are confident that at least one, if not several, branded oral care companies will be participating in the market for dental gums.

Since the FDA apparently views plaque as a disease, and any products claiming to reduce plaque are considered to be drugs, we view GumTech's sole position as a U.S. gum manufacturing facility that currently follows the Food and Drug Administration's "drug Good Manufacturing Practices" as a clear competitive advantage in the dental gum market.

Although we decline to cite a definitive time frame, GumTech should commence domestic and international distribution of nicotine (drug) containing gums, as well as further penetrate the market for diet aiding gums, by FY 2000.

GunnAllen Financial

Jay Gunn 1-800-713-4046 begin_of_the_skype_highlighting 1-800-713-4046 end_of_the_skype_highlighting
his long term clients own over 4 million shares
and they have no intention to sell until the company gets bought out.
(Talk to him about the buyout price of GUMM)

bo

To: [DanZ](#) who wrote ([4587](#))

10/2/2003 8:11:24 PM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

An Offer You Can't Refuse

Sovereign Equity Management manipulated the prices of at least four stocks traded on the NASDAQ. Notwithstanding the fact that only one name appeared on the corporate records, other individuals, one who was barred for life from the Securities Industry by the National Association of Securities Dealers, as well as a "captain" or "capo" in the Cosa Nostra also had a hidden interest and exercised control over the operations.

They approached corporations who were having financial difficulties with offers to help them obtain financing through the sale of stock. In exchange for providing interim financing they were provided with discounted stock in these corporations which they then sold to the public

They then manipulated the market through brokers who "pumped" up the price of the shares in order to make the most money while they "dumped" the stock upon the public. They would issue fake press releases regarding the financial condition and prospective business of the corporations as well as provide brokers with "juice" payments, or payments over and above the lawful commission, in order to sell the stock.

After "dumping" or selling their discounted shares at artificially inflated prices, they would "short" the stock, then have the brokers stop supporting its price. The investing public lost all or the majority of their money in these securities as the price plummeted.

"The mob never saw a market it didn't want to control," said Lewis Schiliro, head of the FBI's New York office.

In one \$10 million scam, led by two associates of the Colombo crime family and one from the Bor Russian crime group, the reputed mobsters infiltrated the now-closed New York branches of Global Strategies Inc., Amerivet Dymally Securities and First National Equity Corp. They paid kickbacks to brokers as an incentive to call investors and pitch dubious startup companies, including one that claimed to be developing golf courses in the South.

<http://216.239.41.104/search?q=cache:F4byoo6AXbAJ:www.crimes-of-persuasion.com/Crimes/Telemarketing/Outbound/Major/Investments/abuses.htm+%22boiler+room%22+%22sovereign+equity%22&hl=en&ie=UTF-8>

To: [DanZ](#) who wrote (4587)

10/2/2003 8:31:00 PM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

"Abramo maintained an office on the 14th floor of 90 Broad St. in lower Manhattan, directly adjoining the New York office of Sovereign Equity Management. A door linked the two offices, and it was always open. "I knew him as a stock promoter who always had stock deals. We hired brokers who were friends of his," says one Sovereign employee who requested anonymity."

Listed in no official records is another address for Phil Abramo--one that is

far more apropos for a man who is a hidden power in the brokerage industry. Until a couple of months ago, sources say, Abramo maintained an office on the 14th floor of 90 Broad St. in lower Manhattan, directly adjoining the New York office of Sovereign Equity Management. A door linked the two offices, and it was always open. "I knew him as a stock promoter who always had stock deals. We hired brokers who were friends of his," says one Sovereign employee who requested anonymity. Sovereign CEO Glen T. Vittor denies that Abramo had any role in the firm.

<http://www.freerepublic.com/forum/a3b833aae1ba7.htm>

To: [DanZ](#) who wrote (4587)

10/2/2003 8:45:58 PM

From: [Clem_Kadiddlehopper](#)

[Respond to](#) of 5486

The next day, June 17, 1999, in an unrelated action in federal district court in Tampa, Philip Abramo, a captain of the DeCalvacante organized crime family, Louis Consalvo, a member of the DeCalvacante family, and three others were criminally charged for their role in numerous microcap "pump and dump" frauds. The indictment alleged that the defendants, through a brokerage firm previously sued by the SEC, Sovereign Equity Management Corp., solicited corporations in need of capital to conduct initial public offerings and Regulation S offshore offerings. The defendants obtained discounted stock of the issuers. The stock was then manipulated in "pump and dump" schemes run through Sovereign. Brokers at Sovereign were paid excessive commissions to "push" the stock on investors and were instructed not to permit retail customers to sell the stock, thereby keeping its price artificially propped up.

In addition, the defendants would "short" the stocks once they instructed Sovereign brokers to cease their "pumping" efforts. This would allow the defendants to make an additional profit as the price of the stock declined. A short seller must borrow the shares that he is selling short. The indictment alleged that "[w]hen the defendants could not find stock to borrow and sell short' ... the defendants engaged in extortion of other brokers in order to obtain the stock using their stated relationship to the mafia' and also using threats to commit bodily harm."

<http://www.sec.gov/news/testimony/ts142000.htm>

To: [DanZ](#) who wrote (4587)
From: [Clem Kadiddlehopper](#)

10/2/2003 9:02:47 PM

[Respond to](#) of 5486

Well Lockie here. Steven Ehlers was on a incorporation with mob associate Philip Gurian. He only got a 10,000 fine. Bet he did not even have his crd in the release LIKE THE NASDAQ ACCUED ELGINDY OF NOT HAVING. OH AND THERE IS ALSO THAT RELEASE FROM CHATFIELD AND DEAN.. GUNNS COMPLIANCE OFFICER WAS ALSO WITH THAT FIRM LOL

For Release:

Media Contact: May 23, 2000

Nancy A. Condon

(202) 728-8379 begin_of_the_skype_highlighting (202) 728-8379 end_of_the_skype_highlighting

Other Contact: Steve Luparello

(301) 590-6730 begin_of_the_skype_highlighting (301) 590-6730 end_of_the_skype_highlighting

NASD Regulation Sanctions Steven Ehlers for Trading Ahead of Research

Washington, DC—NASD Regulation, Inc., announced today that it suspended and fined Steven Ehlers for trading ahead of a research report. Ehlers, previously associated with former National Association of Securities Dealers, Inc. (NASD®)-member firm, Quantum Group, Ltd., was suspended for 60 days and fined \$10,000 for his conduct.

Ehlers consented to a finding that over a two-day period in February 1998, while employed at Quantum he initiated trades which increased the firm's short position in the security Saf-T-Lok, Inc. (Nasdaq: LOCK). Ehlers short sold LOCK in anticipation of Quantum issuing a research report which recommended that investors sell the security. After causing the report to be distributed, Ehlers immediately bought shares of the security to cover the firm's short position, allowing his firm to profit as the price of the security fell. In settling this charge, Ehlers neither admitted nor denied NASD Regulation's findings.

NASD rules governing just and equitable principals of trade prohibit members from trading ahead of research reports. Specifically, the rules prohibit any member from engaging in trading activity that purposefully affects the firm's inventory position in a security in anticipation of the issuance of a research report in that security. These rules are designed to protect investors and the marketplace from individuals who have advance knowledge about a research report and thus, armed with that information, place them in a better position to take advantage of security prices prior to market reaction.

During the course of its investigation, NASD Regulation's Market Regulation Department found no evidence that either Saf-T-Lok, Inc., or its officers knew that its shares were in any way involved in wrongful conduct.

Quantum was based in New York and maintained a branch office in Florida. The firm's membership with the NASD was terminated as of September 23, 1998 due to its failure to pay fees.

Investors can obtain more information about NASD Regulation as well as the disciplinary record of any NASD-registered broker or brokerage firm by calling (800) 289-9999 begin_of_the_skype_highlighting (800) 289-9999 end_of_the_skype_highlighting, or by sending an e-mail through NASD Regulation's Web Site, www.nasdr.com.

NASD Regulation oversees all U.S. stockbrokers and brokerage firms. NASD Regulation, Inc., The Nasdaq Stock Market, Inc., and the Amex are subsidiaries of the NASD, the largest securities-industry self-regulatory organization in the United States.

Florida Profit

P.G. EQUITIES GROUP, INC.

PRINCIPAL ADDRESS

% PHILLIP GURIAN

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BOCA RATON FL 33431

MAILING ADDRESS

% PHILLIP GURIAN

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BOCA RATON FL 33431

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01/08/1988

State

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10/13/1989 Event Effective Date
NONE

Registered Agent

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BOCA RATON FL 33431

Officer/Director Detail

Name & Address Title
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BOCA RATON FL D

EHLERS, STEVEN
2000 GLADES RD, S-110

BOCA RATON FL D
GLUCK, CHERYL
2000 GLADES RD, S-110

BOCA RATON FL D

Annual Reports

Report Year Filed Date

View Events

No Name History Information

Document Images

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No images are available for this filing.

THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

Chatfield Dean downgrades its recommendation on Saf-T-Lok

June 11, 1998 05:37 PM GREENWOOD VILLAGE, Colo.--(BUSINESS WIRE)--
June 11, 1998-- Chatfield Dean & Co., Inc. today downgraded its recommendation on Saf-T-Lok, Inc. LOCK , to a HOLD due to a news release from the Company that the President/CEO, John Gardner, was fired, and due to other news releases regarding various distribution and R&D agreements. Chatfield Dean & Co. still believes Saf-T-Lok's proprietary gun locks are excellent; however, more information is needed from Saf-T-Lok on why they have taken such drastic actions. Rating: HOLD Risk Rating: Speculative

Saf T Lok Shrs Soar On Research Report From Unknown Firm By Eric Weiner and Justin OppelaarNEW YORK (Dow Jones)--Shares of Saf T Lok Inc. (LOCK) soared

33% Wednesday on staggering volume after a little-known Atlanta securities firm initiated coverage of the handgun equipment maker with a strong buy rating. But, a further examination of the Atlanta securities firm, Woodward Trading Co., and its president and chief investment officer, Craig H. Woodward, raises more questions than answers. In a generally down day for the stock market, Saf T Lok's Nasdaq-listed shares closed up 1 1/4, or 33.3%, at 5 on volume of 16.7 million compared with average daily volume of 275,195. A spokeswoman at Saf T Lok primarily attributed the runup to Woodward Trading's press release. Shortly after the market opened Wednesday, Woodward Trading issued a research report on the PR Newswire service stating that Saf T Lok's shares could climb to 30 in the next 12 months. The stock closed trading Tuesday at 3 3/4. The Woodward report was a rambling statement that mentioned the recent spate of school shootings; the murder of three police officers in Tampa, Fla.; America's fascination with Internet stocks; and the troubles with tobacco companies; among other things. It also cited reference texts such as the Textbook of Penetrating Injury, the Journal of the American Medical Association and Join Together Online. In a couple of interviews with Dow Jones Newswires, Woodward offered different versions of his firm's business. At one point, when confronted with these conflicting versions, he apologized for making false statements to a reporter earlier. Woodward said his company is a money management firm that does institutional research for hedge funds, banks and insurance companies. He declined to name his clients. In an earlier interview, he said the firm has been in business for eight years and has "several hundred people on the payroll." However, he later said he actually has only a few employees, and that the firm he clears his trades through, Raymond James Financial Inc. (RJF), has "several hundred employees in its back office." In the earlier interview Woodward said his title was chief investment officer. When asked why he wasn't president or chief executive of the firm that carried his name, he responded that he left the paper shuffling to others. He apologized for the false statement. Later, he gave

another conflicting statement. Woodward said he was in fact president of the firm and the chief executive was Adam Margolies, a person he had also described in the interview as a consultant.

<http://www.djinteractive.com>

no crd here

Tuesday February 17, 1:08 pm Eastern Time

Company Press Release

SOURCE: State Street Securities

State Street Securities Initiates Coverage on Saf T Lok With A Strong Buy Recommendation

NEW YORK, Feb. 17 /PRNewswire/ -- The author, Howard N. Stillman, is a special situations analyst with over 25 years of experience and formerly director of research for two N.Y.S.E. member firms and has been approved as a supervisory analyst by the New York Stock Exchange. This reports was prepared on a fee basis. Phone 760-737-9580

begin_of_the_skype_highlighting 760-737-9580 end_of_the_skype_highlighting. Saf T Lok, Inc.
(Nasdaq: LOCK - \$4.00)

Outstanding Shares: 9,887,077 30 Day Average Daily Volume: 536,100

Patented combination handgun locking devices that prevent usage by unauthorized individuals yet allow instant access by the owner in seconds -- even in the dark. 1. Saf T Lok has a rapidly increasing demand as national events, such as President Clinton's appeal for safety locking devices on firearms and pending legislation in population centers such as New York City, raise product awareness and need simultaneously. There are approximately 200 million firearms in the United States and over 1 billion worldwide. 2. To date this year, the Company has received approval of all 12 claims for its Magazine Lock, orders in excess of \$6.5 million in less than a month and anticipates substantial orders in the immediate future. 3. Saf T Lok's products were well received at the recent "Shot Show" in Las Vegas, creating renewed and heightened interest among major gun manufacturers, retailers, distributors, and representatives of the international market. 4. Initial orders have been received from law enforcement agencies with a keen interest displayed in many cities. All law enforcement agencies who have seen on-site demonstrations have placed orders. 5. No competition of the product exists due to the unique and patented attributes of the Saf T Lok. This should expedite product roll out and potential for 40%-50% annual growth which would justify a price earnings ratio of 25 or better on that kind of operating performance. 6. Based on existing orders currently in house, the company will earn 25 cents per hare on a fully diluted basis. 7. Penetrating at 2% of its vast market this year, Saf T Lok has potential earnings of \$1 per fully diluted share on a sales estimate of \$60 million. RECOMMENDATION: Management at Saf T Lok refined the company's structure and raised sufficient capital to market and meet the impending demand created by legislation and growing public interest. In addition, the manufacturing process is now ready and equipped to

fulfill current and expected orders with a sizable increase in the number of employees in the assembly phase. Based on these factors, shares could rise to \$20-\$40 per share over the next 12-24 month period. NET SALES # OF UNITS FULLY DILUTED EARNINGS P.E. RATIO

1998E \$60 million 2 million \$1.00 per share 4.0%

1999E \$90 million 3 million \$1.50 per share 2.7%

Full text of this complete research report can be obtained from State Street Securities at 516-365-5600

begin_of_the_skype_highlighting 516-365-

5600 end_of_the_skype_highlighting. The information contained herein was

prepared by the author's research and is believed to be reliable but is not

guaranteed by State Street Securities. SOURCE: State Street Securities-----

More Quotes and News: Saf T Lok Inc (Nasdaq:LOCK - news)

Related News Categories: banking -----

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no crd here either:

Thursday February 5, 1:17 pm Eastern Time

Company Press Release

SOURCE: Quantum Group, Ltd.

Quantum Group, Ltd. Begins Coverage of Saf-T-Lok With a Sell Recommendation

NEW YORK, Feb. 5 /PRNewswire/ -- The following was issued today by Quantum Group, Ltd.: Saf-T-Lok (Nasdaq: LOCK - news) has enjoyed a recent appreciation of over 300 percent in the price of their shares. This Florida-based company is in the business of marketing a combination trigger lock for guns. Quantum believes the recent rise in the stock is due to the incentives that were given to a PR firm and a brokerage firm. If the shares of Saf-T-Lok trade above 3 dollars a share state street securities, marketing direct concepts and a business consulting firm receive over 2 million dollars. Quantum believes this incentive has caused aggressive marketing of the stock that has pushed the shares of Saf-T-Lok to unrealistically high levels. Sales The latest reporting quarter Saf-T-Lok reported sales of 5 thousand dollars and a \$300,000 loss. Saf-T-Lok has a marketing plan similar to last year which leads Quantum to believe the sales of Saf-T-Lok will not be significant in the short term. Saf-T-Lok issued a recent press release saying that they received an order totaling \$550,000 from a newly formed company called United Safety Action Inc. based in Muncy, N.Y. From Quantum's understanding this is a newly formed company without a sales force whose principal has limited experience in the firearms industry. These facts cause Quantum to believe this sale may be an indication of interest and may not follow

through. Quantum believes Saf-T-Lok will remain unprofitable for the foreseeable future as they have not demonstrated any ability to generate sales of these patented locks. Market Capitalization Saf-T-Lok currently has over 15 million fully diluted shares outstanding. The current market capitalization is over 75 million dollars. Saf-T-Lok is in an industry that Quantum believes would not command a high price earnings ratio even if the company ever was to be profitable. Gun manufacturers estimate this industry grows at a rate under 5% per year. To justify current valuations, Quantum feels Saf-T-Lok would have to earn in excess of 8 million after tax dollars per year. Saf-T-Lok would have to capture a significant part of the market to accomplish this. Major gun manufacturers have come out with announcements that they are equipping new guns with products other than Saf-T-Loks. Quantum believes this current market capitalization will not be maintained. Insider Stock Sales Over the last year officers and directors have sold their shares in Saf-T-Lok at an alarming rate. Franklin Brooks, the inventor of Saf-T-Lok has sold over 280,000 shares. William Schmidt has sold 88,000 shares. John Gardner, the newly appointed president sold 200,000 shares. Eugene Horanoff sold 47,000 shares. Jeffrey Brooks recently sold 50,000 shares. These sales make Quantum question the confidence this management has in Saf-T-Lok. Conclusion Quantum believes the shares of Saf-T-Lok are currently trading at unsustainable levels. Recent speculation and aggressive marketing of the stock of Saf-T-Lok have driven the shares to an unrealistic price. This is a company that has generated nothing but losses and will continue to do so for the near future. Quantum believes the rise of these shares is a function of short term incentives and not because of company fundamentals. Quantum is setting a twelve month target of under 1 dollar a share. This report should not be considered a solicitation to generate new clients and is not intended for distribution. Quantum Trading is a New York-based trading firm and maintains a short position in Saf-T-Lok. SOURCE: Quantum Group, Ltd.-----

louis riley of ktel fame also was touting it on the message boards

To: Jason Flora who wrote (190)
From: Louis Riley Thursday, Oct 9, 1997 5:39 PM
Respond to of 1038

Haha. Key West's MM symbol is KEYZ. He was on the offer getting short a lot of stock @ \$3 1/6 right before it finally broke \$3 1/8 again this afternoon and ran to \$3 17/32. Lost his tail on the afternoon run. Tough luck, shorty.....

Shalom weiss was the sophisticated investment group

News
Business Wire
NEW DEVELOPMENTS AT SAF T LOK, INC.; FUNDING &
MARKETING EFFORTS UNDERWAY TEQUESTA, Fla.--(BUSINESS WIRE)--

July 11, 1997--John L. Gardner,
President and Chief Executive Officer of Saf T Lok Incorporated
announced today that Saf T Lok (NASDAQ:LOCK.O) has received \$550,000 of
additional financing from five sophisticated investment groups.
Mr. Gardner stated that this additional funding will permit the
company to initiate the high volume tooling for it's magazine lock.
Saf T Lok manufactures safety locks for firearms that can be
permanently mounted to a firearm, can safely lock a loaded firearm,
yet can be unlocked almost instantly, only by an authorized user.
There are no keys, batteries, or rings required to activate or
deactivate the lock and the lock does not have to be removed from the
firearm to fire it. These revolutionary gun locks are the only ones
of their type in the world and are covered by numerous patents in the
U.S. and the majority of industrialized countries.
Mr. Gardner also indicated that Saf T Lok will be launching an
aggressive marketing campaign, which will include advertisements in
USA Today, extensive direct response marketing, and a pilot TV direct
response program in order to both educate the consumer and provide
for substantial incremental sales.
Also announced today, the Nasdaq Stock Market, Inc has agreed to
stay the delisting of the company's stock on the Nasdaq SmallCap
Market pending the outcome of a hearing to be scheduled on whether
the company can meet the continuing listing requirements.
The company had received a notice from Nasdaq that the company
stock would be delisted because it's total assets had fallen below
\$2 million and its stockholders' equity had fallen below \$1 million
as reported by the company for March 31,1997. The company advised
Nasdaq that it had raised additional equity capital and that, as of
May 31,1997, it met both the asset and the stockholders' equity
tests. Nevertheless, Nasdaq advised the company that the company's
stock would be delisted. The company appealed this decision and a
stay of the delisting was granted.
The company believes that it will be able to show Nasdaq that it
meets the asset and stock holders' equity tests and will be able to
meet the continuing listing requirements in the future. --30--pp/mi*CONTACT: Saf
T Lok
Jacquie Cofer, 561/743-5625 begin_of_the_skype_highlighting 561/743-
5625 end_of_the_skype_highlighting, Fax: 561/745-6601KEYWORD:
FLORIDA Today's News On The Net - Business Wire's full file on the Internet
with Hyperlinks to your home page.
URL: <http://www.businesswire.com>Copyright 1997, Business Wire

To: [DanZ](#) who wrote ([4587](#))

From: [Clem_Kadiddlehopper](#)

[Respond to](#) of 5486

**Tougher for GNLN ot manip MTXX at close & open?: "NASDAQ Announces Plans to Launch Official Opening Price, Enhance Current Official Closing Price
2003-10-03 13:12 (New York)**

NASDAQ Announces Plans to Launch Official Opening Price, Enhance Current Official Closing Price

NEW YORK, NY -- (MARKET WIRE) -- 10/03/03 -- The Nasdaq Stock Market, Inc. (NASDAQ(R)) today announced plans to launch the NASDAQ Official Opening Price and enhance the current NASDAQ Official Closing Price, pending approval from the Securities and Exchange Commission. To make these changes, NASDAQ will build the NASDAQ Cross -- a centralized order facility that will provide a single price for both the Open and Close -- and work with market participants to build the proper interfaces to the facility. Creating opening and closing prices that are the result of bringing together all significant orders ensures that NASDAQ's official opening and closing prices are tradeable, accessible, and indicative of the deep liquidity in the market.

"NASDAQ is committed to meeting the evolving needs of the securities industry. A number of important developments have contributed to the decision to implement these changes including the shift in liquidity concentration resulting from the conversion to decimals and increased interest in index-related products, making the open and close key indicators of valuation," said Adena Friedman, Executive Vice President of NASDAQ Data Products.

In redesigning the Market Open, NASDAQ will introduce new order types within SuperMontage including market-on-open and limit-on-open orders. Current order types will also be eligible to participate in the new Market Open. While orders are gathered in the minutes leading up to the 9:30 a.m. Market Open, NASDAQ will publish an order imbalance indicator available on the NWII and over the NASDAQ TotalView data feed to make investors aware of the collective buying and selling interest.

At 9:30 a.m., all eligible orders in SuperMontage will be executed via the NASDAQ Opening Cross, at a single price, which will be used as the benchmark for establishing index values and pricing derivative products on major expiration days. NASDAQ plans to have the NASDAQ Opening Cross in production during the second quarter 2004. NASDAQ

will also establish the NASDAQ Closing Cross, similar to the NASDAQ Opening Cross, which is also scheduled for launch in 2004.

Prior to the launch of the new NASDAQ Opening Cross, NASDAQ will make more immediate enhancements to the calculation of the NASDAQ opening price. NASDAQ will create and disseminate a NASDAQ Official Opening Price, determined by the first execution within SuperMontage at 9:30 a.m. For stocks where there is no match at 9:30 a.m., NASDAQ will use the first last-sale eligible trade reported to NASDAQ's ACT system. The NASDAQ Official Opening Price will be distributed to market data vendors over NASDAQ's proprietary index data feed. The NASDAQ Official Opening Price is scheduled for implementation in January 2004.

"NASDAQ is always looking for ways to augment its products to meet the changing needs of the industry, so we also plan to enhance the current NASDAQ Official Closing Price process," continued Ms. Friedman. "Our planned enhancements will ensure a more robust and definitive closing price for NASDAQ stocks, providing even greater certainty in pricing major transactions and daily mutual fund Net Asset Values."

The NASDAQ Official Closing Price (NOCP) will be enhanced for industry use as the benchmark for market-on-close orders, index valuations, and mutual fund net-asset-valuations. The NOCP was launched in April 2003 and has been widely adopted by the industry as the benchmark price for the market close.

NASDAQ is the world's largest electronic stock market. With approximately 3,400 companies, it lists more companies and, on average, trades more shares per day than any other U.S. market. It is home to category-defining companies that are leaders across all areas of business including technology, retail, communications, financial services, media and biotechnology. For more information about NASDAQ, visit the NASDAQ Web site at www.NASDAQ.com or the NASDAQ Newsroom(SM) at www.NASDAQnews.com.

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-0- Oct/03/2003 17:12 GMT

To: [DanZ](#) who wrote ([4587](#))
From: [Clem Kadiddlehopper](#)

10/3/2003 3:26:22 PM

[Respond to](#) of 5486

The World must know!! Here's Glenn Vittor of Techigen fame & Alex Rivera former head of trading at Sovereign & now head of trading at GNLN & chief manipulator of MTXX, THE GNLN House stock.

<http://scan.cch.com/aad/200305/97-05685.pdf>

Also Mr Thomas Hand who was also in "the mob on Wall Street Story" by Gary Weiss

Soon to be a Movie

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SMALL TALK? Gurian denies having any role at Sovereign or Falcon, but says that he is often at Sovereign because of his close friendship with its former president, Glen T. Vittor. (The December, 1994, letter was sent to him at Sovereign, Gurian says, because of his frequent visits to the firm.) **Sovereign Compliance Director Thomas W. Hands denies that Abramo, Quinn, or Gurian have any role at the firms. Gurian readily admits that he had frequent phone contact with Quinn in 1995, but says that he discussed a variety of innocuous things. "We talked about hockey," says Gurian. He says that he knows Abramo, but only as a "stock promoter." Gurian denies any business dealings with Quinn or Abramo.**

Although only in his mid-thirties, Gurian has long been enmeshed in the world of "chop houses"--dealers in penny stocks such as Blinder, Robinson & Co., where he worked in the early 1980s.

In 1991, Gurian's registration was revoked by the National Association of Securities Dealers for nonpayment of fines imposed in disciplinary proceedings. But apparently, it didn't spark a career change for Gurian. In early 1994, the NASD brought charges accusing Gurian of working as a trader at Falcon without being registered and said he and Falcon had failed to honor trades from other brokerages. The NASD permanently barred him from the securities business. Gurian appealed, but the action was upheld in March, 1995.

But even though he was twice ordered to stay clear of the brokerage business, Gurian had a major role in the SC&T financing. That is clear from internal records produced under subpoena by SC&T in court proceedings brought against Sovereign, Falcon, and other firms by Edwin B. Mishkin, court-appointed trustee for the bankruptcy of Adler, Coleman Clearing Corp. Adler collapsed after the demise of the penny-stock firm Hanover, Sterling & Co., and Mishkin has filed suits accusing short-sellers, including Sovereign, Falcon, and Gurian, of causing Hanover's demise. The two firms and Gurian are fighting the suits.

The internal SC&T records subpoenaed by Mishkin in the suits include letters written by SC&T's then chief executive, James L. Copland, and addressed to "Phil and Glen"--Sovereign former President Vittor and the barred broker, Gurian. Copland, who remains chairman but has since stepped down as SC&T's CEO, did not return phone calls. SC&T's new CEO, Thomas Bednarik, declined comment. SC&T's attorney, Sara R. Ziskin, said that company officials would not be interviewed for this article. In a previous interview, Copland acknowledged Gurian's key role in the financing but denied any knowledge of an organized crime role.

ANGRY LETTER. Gurian acknowledges that he worked on the financing--but insists that he did all that work out of friendship for Vittor. "I didn't get paid a penny for that deal," he says. But Hands insists that Gurian is mistaken, and that he had no role in the IPO, paid or unpaid.

The Gurian-Vittor-SC&T correspondence was sometimes acrimonious. At one point, Copland expressed irritation at being put off when he asked where the money for the company was coming from. "Yes, I do care fellows, who is funding it all, and right now I have no idea!" said an exasperated Copland in a letter to "Glen and Phil" on May 15, 1995.

By the time Copland wrote that letter, SC&T already had gone through its first wave of interim financing. In April and May, Gurian and Vittor raised \$2.5 million for SC&T by selling notes, warrants, and stock, mainly to six Bahamian investors: Maraval & Associates, Bauman Ltd., Caspian Consulting, Robert Adams, Roddy DiPrimo Ltd., and Ubiquity Holdings. In the IPO, the Bahamians cashed out for \$5 apiece the 1.6 million shares they acquired at \$1.33 a share--a gain of \$5.8 million.

Copland would have gotten little information on the people funding his company--the Bahamians--from his own prospectus. The "beneficial owners" of the companies, listed in the prospectus, appeared to have no apparent links to either SC&T or Sovereign, which brought the company public. Who put the money into those Bahamian entities? Gurian won't say. But there is one solid clue to the people who were getting in on the ground floor of the SC&T deal.

Not long after the Bahamians were snapping up cheap shares, some two dozen individuals participated in the company's smallest round of financing. Some \$875,000 in notes and SC&T stock were sold in a Sovereign-managed deal in August and September, 1995. The names were listed in the footnote to an SC&T filing with the SEC in November, 1995. Three of the 24 names have a familiar ring to them--Abramo and Quinn. Among the buyers of the private-issue shares and notes, duly redeemed in December, 1995, were Romilda Abramo--the wife of Phil Abramo--Frank Quinn and Laura Quinn. According to an investigator who has long tracked Thomas Quinn, Frank Quinn is the father, and Laura Quinn the aunt, of Thomas Quinn.

Quinn is the subject of a \$25 million civil judgment arising from SEC proceedings involving stock deals in the 1980s, and investigators for the SEC are exploring the possibility that Frank and Laura Quinn have been used as thinly concealed fronts for Thomas Quinn. Quinn's attorney declined comment. Likewise, Romilda Abramo might easily have been a proxy for her husband. Indeed, their house in Saddle Brook is in her name as well. Efforts to reach Frank and Laura Quinn and Romilda Abramo were unsuccessful.

The presence of the Quinn and Abramo kinfolk is among the most compelling evidence of links between the two men--and their links to the SC&T deal. Another link between Quinn and the Bahamian companies appears in the phone records subpoenaed by the SEC in its legal tussles with Quinn. A source says they show calls from Quinn to a Bahamian company called Pindling & Co. during 1995.

Pindling is a crucial name in this saga. L. Obafemi Pindling is a registered agent for Ubiquity and the other Bahamian firms involved in the SC&T deal. ("Ubiquity" is the name that appears in SEC filings but is apparently a misspelling.) Pindling is the son of Lynden Pindling, who was for many years Prime Minister of the Bahamas. How did such a prominent Bahamian get involved in setting up the Bahamian firms? Obafemi Pindling did not respond to phone calls and faxes to his office in Nassau.

To: [DanZ](#) who wrote ([4587](#))

10/3/2003 5:10:24 PM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

To view this 24 page report, copy the above link into a new browser window & hit enter. Makes for some good weekend reading for those investors in MTXX who care about real things like "earnings and revenues"

<http://mujweb.cz/www/gummo/reportmt.pdf>

To: [DanZ](#) who wrote (4587)

10/5/2003 8:19:03 AM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

Someone with market knowledge like Dan Zimmerman clearly does not have the ability to know such things. This post is more like a broker at GunnAllen who has been feeding him things to post on his behalf. Besides the Fiero information Dan would not be privy to knowledge that Gunn Allen took profits on the way up "and they are flush with cash now" :

To:Eric Fader who wrote (1365)

From: Dan Zimmermann Wednesday, Nov 3, 1999 1:23 PM

[View Replies \(1\)](#) | [Respond to](#) of 4629

Eric,

Fiero has been shorting the stock, but he's only showing 100 at a time. I don't even think that he wants to short it. He's just putting up offers with the hope that people will sell at the bid. If the bid drops, he fills in the hole by moving his 100 share offer down. The way to tell that he really doesn't want to short more is because sometimes he will move his offer up if another offer at the same price gets hit. Other times, he will fill 100 and move up. He's just playing games with the stock and has been successful only because a lot of people took profits. This pullback looks completely different from the one in February and I'm confident that the stock will make its way back up. Plenty of money that sold between 18 and 19 will find its way back into the stock IMO. The reason that I say this is because Gunn Allen took a lot of profits on the way up and they are flush with cash now. Combine that with their bullish outlook, and I'm confident that they will be buying the stock back. The offers that you see in the high 16's are retail orders, mostly MASH, NITE, and ISLD. I seriously doubt if these are shorts. They are probably just day traders and short term traders.

To: [DanZ](#) who wrote (4587)

10/5/2003 8:27:55 AM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

John Fiero, told police recently that Dinassio threatened him for his trades in one stock brought public by Euro-Atlantic, Hollywood Productions Inc. Fiero refused comment and company officials did not return phone calls. Contacted at Euro-Atlantic's office in lower Manhattan, Dinassio declined to

discuss his role at the firm. Asked about the allegations that he was connected to organized crime, he replied: "What? I think you're crazy, buddy. I'll talk to you later," and hung up. Euro-Atlantic officials did not return phone calls.

Although whistle-blowers in Mob-run firms are rare, the increasing violence is beginning to enter the public record. At Monitor, the firm Franzese allegedly claimed to control, an incident last January led to a rarity in this world--a lawsuit. In a suit filed in U.S. District Court in Manhattan, former broker Robert Grant contends that he was "maliciously and violently struck, battered, beaten, pummelled, pushed, punched, and attacked" by Monitor employees at the instigation of Palla and another manager. At one point, the suit says, Grant was beaten with a chair. The lawsuit does not say so, but witnesses say that another broker was also viciously assaulted. Neither Grant nor the other broker would comment, and Palla says he was in Philadelphia at the time of the incident, which he describes as a "fight." One witness says Monitor management suspected that the two brokers may have been short-selling Monitor's favorite stocks.

Some of the most violent, crudest elements to come to the Street are part of its fastest-growing contingent--the Russian Mob, based in the Brighton Beach section of Brooklyn. "Over the past couple of years, they've put people in the [brokerages], kids with clean records, and they're washing money legitimately," says one law-enforcement official who is intimately familiar with Russian organized crime. The offspring of two major Russian mob figures, he notes, have been active on Wall Street.

The Mob's fascination with Wall Street is understandable, for they have had little to fear from law enforcement or regulators. If the authorities, finally, act against Mob members who are active on the Street, it will be the first such prosecution since 1973, when three major Mob figures were imprisoned for securities fraud. At the time, the Mobsters were vanquished because one of their confederates became a government witness. "It's practically impossible to prosecute these people unless you have a turncoat, somebody who can walk you through all those transactions," notes Ira Lee Sorkin, a former SEC regional director who was involved in the 1970s prosecutions. So long as the Street continues to keep silent on the Mob in its midst, organized crime will continue to be the silent partner of the financial markets.

<http://www.businessweek.com/1996/51/b35062.htm>

To: [DanZ](#) who wrote ([4587](#))

From: [Clem_Kadiddlehopper](#)

[Respond to](#) of 5486

8/21/01 - Bloomberg: Twelve Indicted in N.Y. for Mob-Connected Stock Fraud Operation; US DOJ: 12 Defendants Indicted in Boiler Room STOCK FRAUD SCHEME THAT NETTED OVER

40 MILLION DOLLARS

**Twelve Indicted in N.Y. for Mob-Connected Stock Fraud Operation
By Dan Morrison**

New York, Aug. 21 (Bloomberg) -- Twelve people, including alleged organized crime figures, were charged with participating in a "boiler room" stock fraud operation that cost investors more than \$40 million, according to a federal indictment.

The defendants were charged with using Euro-Atlantic Securities, a now-defunct brokerage based in Boca Raton, Florida, to manipulate the selling price of stock in three companies controlled by Israeli businessman Ilan Arbel, according to the indictment.

Several people held hidden interests in the companies, including William "Wild Bill" Cutolo, an alleged captain in New York's Colombo crime family, and alleged Colombo associates Dominick "Black Dom" Dionisio and Enrico Locasio, according to the indictment filed in U.S. District Court in Brooklyn.

Between January 1996 and April 1997, Arbel allegedly transferred \$500,000 to a Euro-Atlantic office located at 30 Broad Street in lower Manhattan.

In exchange, the indictment said, Euro-Atlantic's principals manipulated the market price of the three securities. Brokers artificially drove up the price of the stocks by making false representations to customers, the indictment said.

In addition, "Dionisio and Locasio used violence and threats of violence, reinforced by their association with the Colombo Family, as a means of disciplining the stockbrokers and furthering the manipulation of stock prices," according to the indictment.

Prices Fell

The three companies whose securities allegedly were manipulated were Multimedia Concepts International Inc., which manufactures knit tops for

department stores such as K-mart, movie producer Hollywood Productions and U.S. Wireless, which provides wireless information services.

Between January 1996 and May 1997, the price of Multimedia Concepts International reached \$9.62 a share before dropping to 37 cents per share, the indictment said.

Shares in Hollywood Productions traded as high as \$11.50 during the alleged conspiracy before falling to \$2.43, the indictment said. Shares of U.S. Wireless reached \$6.75 before falling to \$1.50, the indictment said.

Shares in Multimedia closed at 22 cents per share. Hollywood Production, now traded at Shopnet.com Inc., closed at \$1 per share. Trading of U.S. Wireless was halted by NASDAQ in May.

The indictment also charged several of the defendants with laundering millions of dollars through U.S. and off-shore bank accounts.

Federal Informant

Among those charged in the indictment were David Melillo, who was the sole listed principal in Euro-Atlantic's Manhattan office; Louis Catapano, a manager in that office; Michael Kelly, Euro-Atlantic's head trader in New York; Euro-Atlantic representatives Glen DeLuca, Neil Grippa, Brett Hamburger, George Matarazzo, and Steven O'Donnell; and Enrico Montaperto, Sr., and Steven DiBenedetto, who allegedly assisted in laundering the profits.

Cutolo, a municipal union official, was last seen on May 26, 1999 in the Bay Ridge section of Brooklyn. Law enforcement officials have said he might have been killed by other members of the Colombo family.

Cutolo's son, William Cutolo Jr., became a federal informant to avenge his father's death, leading to the arrest this January of Alphonse "Allie Boy" Persico, the alleged acting boss of the Colombo family, the New York Daily News has reported.

Arbel, 48, was ordered held pending a bail hearing by a federal magistrate. No one answered the telephone at Multimedia Concepts International.

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http://quote.bloomberg.com/fqcgi.cgi?T=marketsquote99_news.h...

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PRESS RELEASE

12 DEFENDANTS INDICTED IN BOILER ROOM

STOCK FRAUD SCHEME THAT NETTED OVER

40 MILLION DOLLARS

ALAN VINEGRAD, United States Attorney for the Eastern District of New York, BARRY W. MAWN, Assistant Director-in-Charge of the Federal Bureau of Investigation in New York, and PAUL L. MACHALEK, Special Agent-in-Charge, Internal Revenue Service, Criminal Investigation, New York, today announced the unsealing of an indictment charging 12 defendants with participation in a massive stock fraud scheme that defrauded thousands of individual investors out of more than 40 million dollars. The defendants used a Manhattan and a Staten Island branch of Euro-Atlantic Securities ("Euro-Atlantic), a now-defunct brokerage firm that had its principal office in Boca Raton, Florida, to manipulate the selling price of securities of at least three companies controlled by the defendant ILAN ARBEL and his nominees. The defendants are all charged with securities fraud and money laundering, as well as conspiracies to commit these crimes.

The indictment charges that between January 1996 and April 1997, ARBEL funneled approximately one-half million dollars to the Manhattan office of Euro-Atlantic, located at 30 Broad Street, New York, New York. (1) In exchange, Euro-Atlantic's principals agreed to manipulate the market price of the securities of Multimedia Concepts International, "MMCI" (hereinafter referred to as "MMCI"); Hollywood Productions, "FILM" (hereinafter referred to as "Hollywood"); and U.S. Wireless, "USWC" (hereinafter referred to as "U.S. Wireless"). The shares of each of these ARBEL-controlled companies (hereinafter referred to as "House Stocks") traded on the NASDAQ small cap stock market and the Over-the-Counter Bulletin Board market.

As alleged in the indictment, ARBEL and DAVID MELILLO arranged for Euro-Atlantic to acquire control over large quantities of common stock and warrants of the House Stocks by issuing large blocks of freely tradable stock to the firm at discount prices or for no consideration at all. Often the shares were secretly maintained in and controlled from nominee accounts at Euro-Atlantic. The defendants then artificially and illegally inflated the prices of the House Stocks by making false and fraudulent representations to retail customers, using high pressure and deceptive sales tactics, paying and accepting excessive and undisclosed commissions and sales credits, making unauthorized trades in retail customer accounts, and authorizing unregistered brokers and cold callers routinely to misrepresent to customers that they were registered brokers.

The high pressure and deceptive sales tactics used by the brokers included promising enormous returns on investments, luring customers to buy or hold House Stocks by promising that the customer would be allowed to participate in future lucrative deals, verbally abusing customers who resisted advice to buy or hold House Stocks, and failing to disclose the firm's relationship with ARBEL and the House Stocks.

As the price of the House Stocks rose as a result of these unlawful techniques, the defendants sold their shares of House Stocks from the accounts that they secretly controlled, reaping huge profits. On occasion, the defendant-brokers also received cash kickbacks for selling House Stocks. Euro-Atlantic also retained a percentage of the proceeds of the sales of the House Stocks and used this money to further the fraudulent scheme.

Eventually, after the defendants sold all or most of their shares of a House Stock

at artificially inflated prices, the defendants withdrew their support of the stock and allowed its price to collapse, causing their customers to sustain heavy losses. For example, between January 1996 and May 1997, the defendants drove the price of MMCI stock up to \$9.62 per share before allowing it to plunge to 37 cents per share. Similarly, during the charged conspiracy, Hollywood traded from a high of \$11.50 to a low of \$2.43 per share, and U.S. Wireless traded from a high of \$6.75 to a low of approximately \$1.50 per share. Currently, MMCI is listed at 24 cents per share, Hollywood (now called ShopNet) is listed at 91 cents per share, and trading in U.S. Wireless was halted by NASDAQ on May 25, 2001.

The defendants are also charged with laundering millions of dollars of proceeds of securities fraud through various domestic and foreign bank accounts, including a number of nominee accounts.

According to the indictment, DAVID MELILLO was the sole listed principal of Euro-Atlantic's Manhattan office; LOUIS CATAPANO was employed at that office as an undisclosed manager; MICHAEL KELLY was Euro-Atlantic's head trader in New York; GLEN DELUCA, NEIL GRIPPA, BRETT HAMBURGER, GEORGE MATARAZZO, and STEPHEN O'DONNELL were Euro-Atlantic registered representatives; and ENRICO MONTAPERTO, SR. and STEVEN DIBENEDETTO assisted the money laundering activity at the 30 Broad Street address.

The charges in the indictment carry the following maximum sentences: as to each money laundering count, 20 years imprisonment, 3 years of supervised release, a \$250,000 fine (or the greater of twice the gross gain or loss resulting from the offense) and an order of restitution; as to each

securities fraud count, 10 years imprisonment, 3 years of supervised release, a \$1,000,000 fine (or the greater of twice the gross gain or loss resulting from the offense) and an order of restitution; and as to each conspiracy to commit securities fraud count: 5 years imprisonment, 3 years of supervised release, a \$250,000 fine (or the greater of twice the gross gain or loss resulting from the offense) and an order of restitution. In addition, the tens of millions of dollars of ill-gotten gains laundered by the defendants are subject to criminal forfeiture. (2)

The defendants arrested in New York will be arraigned later today by United States Magistrate Judge Robert M. Levy at the United States Courthouse in Brooklyn. The case has been assigned to United States District Judge I. Leo Glasser.

In announcing the indictment and arrests, United States Attorney ALAN VINEGRAD thanked the Securities and Exchange Commission and the National Association of Securities Dealers for the assistance they provided to the investigation and stated: "Thousands of investors throughout the country put their trust in Euro-Atlantic, only to lose tens of millions of dollars while the defendants broke that trust and the law and secretly reaped huge profits. The message of this indictment is twofold - not only will the insiders who engage in unlawful high pressure and deceptive sales practices and market manipulations be held accountable for their crimes, but the behind-the-scenes operators such as ILAN ARBEL who used his influence and resources to ensure that his stocks were 'pumped and dumped' on an unsuspecting public, will be vigorously investigated and prosecuted."

BARRY W. MAWN, Assistant Director-in-Charge of the Federal Bureau of Investigation in New York stated: "There was nothing new or original about the scheme carried out by these defendants, but it was nonetheless quite effective in separating well-meaning investors from their money. Dishonest conduct doesn't have to be cutting edge to be damaging. While the FBI must keep pace with the latest trends in crime, we will continue to ferret out predatory conduct wherever it lies, be it in the boiler room or the boardroom."

PAUL L. MACHALEK, Special Agent-in-Charge, Internal Revenue Service, stated: "The Internal Revenue Service is especially interested in investigating money laundering as it relates to all kinds of criminal activity, including the laundering of funds derived from securities fraud. Money laundering is a threat to our nation's tax system because it allows criminals and criminal organizations to conceal illegal income in an untaxed underground economy. I wish to emphasize to the public, especially victims of this fraud, that IRS Special Agents of the New York Field Office are on the alert for detecting, uncovering and investigating white collar fraud schemes

of all kinds. IRS, Criminal Investigation, as part of the federal law enforcement team, will do its part to maintain the integrity of the financial system and the tax system, in particular."

The government's case is being prosecuted by Assistant United States Attorneys Julie Myers, Nikki Kowalski and Arthur Hui.

The Defendants:

**1) Ilan Arbel
106 Central Park South
New York, NY
DOB: 2/3/53**

**2) Louis Catapano
246 Grasmere Drive #1
Staten Island, New York
DOB: 9/10/70**

**3) Glen DeLuca
26 Plymouth Road
1st Floor
Staten Island, NY
DOB: 2/3/70**

**4) Stephen DiBenedetto
17 Scheid Drive
Parlin, New Jersey 08859
DOB: 12/14/70**

**5) Neil Grippa
336 99th Street #14
Brooklyn, NY
DOB: 2/2/67**

**6) Brett Hamburger
2687 Cypress Lane
Ft. Lauderdale, FL 33332
DOB: 12/14/70**

**7) Michael Kelly
9101 Orchid Tree Lane
Hollywood, Florida
DOB: 9/2/56**

**8) George Matarazzo
600 West 150th Street**

**Apt. #61
New York, NY
DOB: 5/2/60**

**9) David MELILLO
6059 115th Avenue
Pinellas Park, Florida
DOB: 12/5/61**

**10) Enrico Montaperto Sr.
3752 Neptune Avenue
2nd Floor
Brooklyn, NY 11224
DOB: 11/1/43**

**11) Steven O'Donnell
8801 Shore Road #5C
Brooklyn, NY
DOB: 12/28/63**

**12) Robert Valente
11905 Royal Palm Blvd.
Apt.#201
Pompano Beach, FL 33065
DOB: 12/5/72**

1. The Staten Island branch office was located at 306 Manor Road. Both New York branches ceased doing business in 1997. Euro-Atlantic's Boca Raton office closed in October 1998.

2. The charges contained in the indictment announced today are merely accusations and the defendants are presumed innocent unless and until proven guilty

<http://www.usdoj.gov/usao/nye/pr/2001aug21.htm>

To: [DanZ](#) who wrote ([4587](#))
From: [Clem Kadiddlehopper](#)

10/5/2003 9:14:11 AM

[Respond to](#) of 5486

**Monday morning: Jeffrey M. Zerangue, Financial Specialist
Department of Banking and Finance Pensacola Regional Office**

850 494 7386 begin_of_the_skype_highlighting
7386 end_of_the_skype_highlighting
Jeffrey_M_Zerangue@mail.dbf.state.fl.us

850 494

Going to report that MTXX trade secrets and roll out schedual theft to them.

Very serious for MTXX, even though there is no police report or 8-k on the theft, Truthseeker is going to help them get to the bottom of this. Maybe MTXX does not know that the place to report crimes like this is not in a SLAPP suit but should be reported to regulators, DOJ, SEC and the FBI.

I have been accused of stealing MTXX trade secrets and their roll out plan in their SLAPP suit. I also have been accused of shorting their stock and they want me to give up my ill-gotten gain.

Trouble is I have never been short their stock and did not steal their trade secrets and roll out schedual.

MTXX is scam

To: [DanZ](#) who wrote ([4587](#))

10/5/2003 9:37:13 AM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

RE:UTEK CORPORATION "s. The Investor acknowledges that GunnAllen Financial, Inc. will be paid a commission on the sale of the Common Stock equal to 12% of the aggregate purchase price."

[UTEK LOGO]
UTEK CORPORATION
202 South Wheeler Street
Plant City, FL 33563

**SUBSCRIPTION AGREEMENT
(Common Stock)**

1. GENERAL. This Subscription Agreement sets forth the terms under which _____ (the "Investor") will acquire XXXXX (XXXXX) shares of common stock, \$.01 par value per share ("Common Stock"), of UTEK Corporation, a Delaware corporation (the "Company"), for an aggregate purchase price of _____ Dollars (\$XXX,XXX).

The Common Stock is being offered to the Investor pursuant to Rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933. Execution of

this Subscription Agreement by the Investor shall constitute an offer by the Investor to subscribe for the Common Stock on the terms and conditions specified herein.

2. ACCEPTANCE OF SUBSCRIPTION AGREEMENT. In its sole discretion, the Company reserves the right to reject the subscription offer, or, by executing a copy of this Subscription Agreement, to accept such offer.

3. SUBSCRIPTION AMOUNT AND PAYMENTS. The Investor hereby irrevocably subscribes for _____ (XXX,XXX) shares of Common Stock at a purchase price of \$6.00 per share and tenders to the Company the Investor's check payable to the order of the Company in the amount of _____ Dollars (\$XXX,XXX) in payment of the total purchase price. The Investor understands that receipt of any subscription by the Company to purchase Common Stock does not constitute a sale to the Investor, that any subscription is subject to acceptance by the Company and the availability of shares of Common Stock, and may be rejected by the Company for any reason. The Investor has been advised and is aware that the Company may either accept or reject this subscription, in whole or in part, in its sole discretion, and that this agreement will not be deemed accepted until it has been dated and executed by an officer of the Company. The Investor understands that the monies tendered by the Investor in payment for the Common Stock will be returned, without interest, in the event that the Investor does not qualify to purchase shares of Common Stock or if the Investor's subscription is not accepted by the Company. If this subscription is accepted in part or rejected in part, the funds attributable to that portion of this subscription which is rejected will be returned to the Investor without interest.

4. INVESTOR'S REPRESENTATIONS, WARRANTIES AND COVENANTS. The Investor represents, warrants and covenants to the Company as follows:

a. The Investor acknowledges that a copy of all relevant documents, records and books pertaining to the Company and the purchase of the Common Stock were made available to the Investor and the Investor's representatives for review, including without limitation the Company's Annual Report on Form 10-K for the year ended December 31, 2002 (the "Annual Report") and the Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (the "Quarterly Report"); that the Investor has had the opportunity to ask questions of, and has received satisfactory answers from, the officers and directors of the Company concerning the Company and the Common Stock; and that the Investor has had the opportunity to obtain such other information as the Investor deems necessary or appropriate as a prudent and knowledgeable investor in evaluating an

investment in the Common Stock, thereby enabling the Investor to make an informed investment decision with respect to an investment in the Common Stock.

b. THE INVESTOR ACKNOWLEDGES THAT THE INVESTOR HAS NOT BEEN FURNISHED WITH A COPY OF THE COMPANY'S QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2003 (Q2 REPORT), AND THAT THE Q2 REPORT HAS NOT YET BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE INVESTOR UNDERSTANDS THAT THE COMPANY, AS A BUSINESS DEVELOPMENT COMPANY, INVESTS IN ILLIQUID SECURITIES OF COMPANIES. THE COMPANY'S INVESTMENTS ARE GENERALLY SUBJECT TO RESTRICTIONS ON RESALE AND GENERALLY HAVE NO ESTABLISHED TRADING MARKET. AS A RESULT, THE COMPANY VALUES SUBSTANTIALLY ALL OF ITS INVESTMENTS AT FAIR VALUE ON A QUARTERLY BASIS AS DETERMINED IN GOOD FAITH BY THE COMPANY'S BOARD OF DIRECTORS IN ACCORDANCE WITH THE COMPANY'S VALUATION POLICY. BECAUSE OF THE INHERENT UNCERTAINTY OF DETERMINING THE FAIR VALUE OF INVESTMENTS THAT DO NOT HAVE A READILY AVAILABLE MARKET VALUE, THE FAIR VALUE OF THE COMPANY'S INVESTMENTS DETERMINED IN GOOD FAITH BY THE COMPANY'S BOARD OF DIRECTORS MAY DIFFER SIGNIFICANTLY FROM THE VALUES THAT WOULD HAVE BEEN USED HAD A READY MARKET EXISTED FOR THE INVESTMENTS, AND THE DIFFERENCE COULD BE MATERIAL. THE VALUATION OF THE COMPANY'S INVESTMENTS FOR THE QUARTER ENDED JUNE 30, 2003 HAS NOT BEEN APPROVED BY THE COMPANY'S BOARD OF DIRECTORS. ACCORDINGLY, THE FAIR VALUES INCLUDED IN THE ANNUAL REPORT AND QUARTERLY REPORT MAY DIFFER SIGNIFICANTLY FROM THE VALUES THE COMPANY'S BOARD OF DIRECTORS MAY ASSIGN TO THESE INVESTMENTS IN THE Q2 REPORT. IN ADDITION, THE VALUE OF THESE INVESTMENTS MAY DECLINE SUBSTANTIALLY IN THE FUTURE.

c. The Investor acknowledges that the Annual Report, the Quarterly Report, the Q2 Report and the terms of this transaction HAVE NOT been reviewed or evaluated by the United States Securities and Exchange Commission or by any state securities commissions.

d. The Investor has adequate means of providing for the Investor's current and future needs and possible personal contingencies, and has no need for liquidity of the Investor's investment in the Common Stock.

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e. The Investor can bear the economic risk of losing the entire investment in

the Common Stock.

f. The Investor is acquiring the Common Stock for the Investor's own account, for investment only and not with a view toward the resale, fractionalization, division or distribution thereof and the Investor has no present plans to enter into any contract, undertaking, agreement or arrangement for any such resale, distribution, division or fractionalization thereof. IN RECOGNITION OF THIS INVESTMENT REPRESENTATION, THE INVESTOR AGREES THAT THE INVESTOR SHALL NOT OTHERWISE SELL OR DISPOSE OF THE COMMON STOCK FOR A MINIMUM PERIOD OF AT LEAST TWELVE (12) MONTHS FROM THE DATE OF ACQUISITION.

g. The Investor does not have an overall commitment to investments which are not readily marketable, including the Common Stock and other similar investments, disproportionate to the Investor's net worth or gross income.

h. THE INVESTOR UNDERSTANDS THAT THE COMMON STOCK IS A SPECULATIVE INVESTMENT WHICH INVOLVES A HIGH DEGREE OF RISK OF LOSS BY HIM OF HIS ENTIRE INVESTMENT.

i. The Investor understands all aspects of and risks associated with this investment or has consulted with the Investor's own financial adviser who has advised the Investor thereof and the Investor has no further questions with respect thereto.

j. The Investor understands that the Common Stock has not been registered under the Securities Act of 1933 (the "Securities Act") or under any state securities laws and will constitute "restricted securities" as defined in Rule 144 adopted by the Securities and Exchange Commission under the Securities Act ("Rule 144").

k. The Investor understands that the Common Stock has not been registered under the Securities Act or under any state securities laws on the grounds that the issuance and sale of the Common Stock to the Investor is exempt as not involving a public offering and, therefore, the Common Stock cannot be resold or otherwise transferred unless subsequently registered under the Securities Act (which the Company is not obligated to do), or an exemption from such registration is available. The Investor further acknowledges the Investor's understanding that the Company's reliance on such exemption is, in part, based upon the representations, warranties and covenants of the Investor set forth herein. The Investor agrees to provide such additional information and assistance as may be necessary to comply with all applicable federal and state securities registration requirements or exemptions thereto for the issuance of the Common Stock, or otherwise as may be reasonably necessary for compliance with any and all laws and ordinances to which the Company is subject. The

Investor understands and agrees that any certificate evidencing the shares of Common Stock shall be stamped or otherwise imprinted with one or more restrictive transfer legends, substantially in the following form: **THE SECURITIES REPRESENTED BY THIS CERTIFICATE (THE "SECURITIES") HAVE BEEN (I) ACQUIRED FOR INVESTMENT; (II) ISSUED AND SOLD IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES LAWS OF VARIOUS STATES; AND (III) ISSUED AND SOLD IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933 (THE "ACT") PROVIDED BY THE ACT. THE SECURITIES CANNOT BE OFFERED FOR SALE, SOLD OR TRANSFERRED OTHER THAN PURSUANT TO (A) AN EFFECTIVE REGISTRATION UNDER THE ACT OR ANY TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT; AND (B) EVIDENCE SATISFACTORY TO THE COMPANY OF COMPLIANCE WITH THE APPLICABLE SECURITIES LAWS OF ANY OTHER JURISDICTION. THE COMPANY SHALL BE ENTITLED TO RELY UPON AN OPINION OF COUNSEL SATISFACTORY TO IT WITH RESPECT TO COMPLIANCE WITH THE ABOVE LAWS.**

THE PURCHASER OF THESE SECURITIES MAY NOT SELL OR OTHERWISE TRANSFER THE SECURITIES UNTIL JULY __, 2004.

l. The Investor is knowledgeable and experienced in financial and business matters. The Investor and/or the Investor's financial or business advisers, if any, are capable of evaluating the merits and risks of an investment in the Common Stock.

m. All information which the Investor has provided to the Company concerning the Investor's financial position and knowledge of financial and business matters is correct and complete as of the date set forth at the end of this Subscription Agreement, and if there should be any material change in such information prior to acceptance of this Subscription Agreement by the Company, the Investor will immediately provide the Company with such information.

n. The Investor is purchasing the Common Stock without relying on the statements of any person associated with the Company or the offering which are inconsistent with those set forth in the Annual Report and the Quarterly Report.

o. The Investor, if he or she is a natural person, is at least twenty-one (21) years of age.

p. This Subscription Agreement shall be binding upon the heirs, estate, legal representatives, successors and assigns of the undersigned.

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q. The undersigned certifies as follows::

State in which the Investor's primary residence is located: _____

State(s) in which the Investor files income tax returns: _____

State in which the Investor holds a valid driver's license: _____

State in which the Investor is registered to vote: _____

r. The Investor is an "accredited investor" as that term is defined in Regulation D promulgated under the 1933 Act. The Investor is an "accredited investor" because, he, she or it is (PLEASE CHECK THE FOLLOWING THAT APPLY):

A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his or her purchase exceeds \$1,000,000.(1)

A natural person who had individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

An executive officer or director of the Company;

A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of purchasing Common Stock in the Company, whose purchase is directed by a sophisticated person as described in Rule 506(b)(ii) promulgated under the 1933 Act;

An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of purchasing Common Stock in the Company, with total assets in excess of \$5,000,000;

A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended (the "Advisers Act");

____ A bank as defined in Section 3(a)(2) of the 1933 Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the 1933 Act whether acting in its individual or

(1) "Net Worth" means the excess of total assets at fair market value, including home (valued at cost or appraised value by an institutional lender making a loan secured by the property), home furnishings and automobiles, over total liabilities (including mortgages).

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fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); any insurance company as defined in Section 2(13) of the 1933 Act; any investment company registered under the Investment Company Act of 1940 (the "1940 Act"), or a business development company as defined in Section 2(a)(48) of the 1940 Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state or its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of ERISA if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors; or

____ An entity in which all of the equity owners are accredited investors.

s. The Investor acknowledges that GunnAllen Financial, Inc. will be paid a commission on the sale of the Common Stock equal to 12% of the aggregate purchase price.

t. The Investor acknowledges that neither the Company nor any person acting on its behalf offered to sell the Common Stock by means of any form of general solicitation or advertising.

5. COMPANY'S REPRESENTATIONS AND WARRANTIES. The Company hereby represents and warrants as follows:

(a) It is duly organized, validly existing and in good standing under the laws of Delaware;

(b) It has all requisite power and authority to sell the Common Stock;

(c) The sale of the Common Stock will not result in any violation of or conflict with any term of its charter or By-Laws or any other organizational document or instrument by which it is bound or any law or regulation applicable to it; and

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(d) The sale of the Common Stock has been duly authorized by all necessary action on its behalf.

6. RESPONSIBILITY AND INDEMNIFICATION. The Investor acknowledges that the Investor understands the meaning and legal consequences of the representations and warranties contained herein, and the Investor hereby agrees to indemnify and hold harmless the Company, its officers, directors, shareholders and employees, and any of their affiliates and their officers, directors, shareholders and employees, or any professional advisor or entity thereto, from and against any and all loss, damage, liability or expense, including costs and reasonable attorney's fees, to which said entities and persons may be put or which they may incur by reason of, or in connection with, any misrepresentation or omission made by the Investor, any breach of any of the Investor's warranties, or the Investor's failure to fulfill any of the Investor's covenants or agreements under this Subscription Agreement.

7. SURVIVAL OF REPRESENTATIONS, WARRANTIES, COVENANTS AND AGREEMENTS. The representations, warranties, covenants and agreements contained herein shall survive the delivery of, and the payment for, the Common Stock.

8. NOTICES. Any and all notices, designations, consents, offers, acceptances or any other communication provided for herein shall be given in writing by registered or certified mail which shall be addressed to, in the case of the Company, 202 South Wheeler Street, Plant City FL 33563, and in the case of the Investor, to the address set forth in this Subscription Agreement or otherwise appearing on the books of the Company or to such other address as may be designated by it in writing.

9. MISCELLANEOUS. This Subscription Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida, both substantive and remedial. Any suit brought to enforce or

construe any provision of this Agreement shall be brought in the appropriate court located in Hillsborough County, Florida. The section headings contained herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Subscription Agreement. This Subscription Agreement shall be enforceable in accordance with its terms and be binding upon and shall inure to the benefit of the parties hereto and their respective successors, assigns, executors and administrators, but this Subscription Agreement and the respective rights and obligations of the parties hereunder shall not be assignable by any party hereto without the prior written consent of the other. This Subscription Agreement represents the entire understanding and agreement between the parties hereto with respect to the subject matter hereof; supersedes all prior negotiations, letters and understandings relating to the subject matter hereof; and cannot be amended, supplemented or modified except by an instrument in writing signed by the party against whom enforcement of any such amendment, supplement or modification is sought. In the event of any litigation between the

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parties to this Subscription Agreement relating to, or arising out of, this Subscription Agreement, the prevailing party shall be entitled to an award of reasonable attorney's fees and costs, whether incurred before, during or after trial or at the appellate level. The failure or finding of invalidity of any provision of this Subscription Agreement shall in no manner affect the right to enforce the other provisions of same, and the waiver by any party of any breach of any provision of this Subscription Agreement shall not be construed to be a waiver by such party of any subsequent breach of any other provision.

10. MAILING ADDRESS FOR STOCK CERTIFICATE. The certificate for the shares of Common Stock should be mailed to the Investor at the following address:

Number and Street: _____ City:

State: _____ Zip Code: _____.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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IN WITNESS WHEREOF, THE UNDERSIGNED REPRESENTS AND WARRANTS THAT THE UNDERSIGNED HAS READ THIS ENTIRE SUBSCRIPTION AGREEMENT AND THAT EACH OF THE REPRESENTATIONS, AGREEMENTS OR UNDERSTANDINGS SET FORTH HEREIN APPLIES TO HIM.

Date:

SIGNATURE OF INVESTOR:

Number of shares of Common Stock Print Name(s) in which stock is to be purchased

\$ Mailing Address:

**Total purchase price
(No. of shares times \$6.00)**

***Taxpayer Identification Number(s) Telephone Numbers:
or Social Security Number(s) Daytime:**

Evening:

Fax No.

**State or Residence (country if non-
United States resident)**

Manner in which title of the shares of Common Stock is to be held:

Individual(s) Partnership Corporation Trust

Profit-Sharing Plan Other

If joint ownership, please designate one of the following:

Joint Tenants with Right of Survivorship Community Property

Tenants in Common

***By executing this Agreement, the Investor certifies that:**

1. The number on this signature page is my correct taxpayer identification number, and

2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of failure to report all interest or dividends, or (c) the IRS has notified me that I am not longer subject to backup withholding.

CERTIFICATION INSTRUCTIONS: You must cross out item 2 above if you have been notified by the IRS that you are currently subject to withholding because you have failed to report all interest and dividends on your tax return.

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ACCEPTANCE OR REJECTION OF SUBSCRIPTION

[] ACCEPTANCE OF SUBSCRIPTION:

The subscription for shares of Common Stock of UTEK Corporation stated above is hereby accepted in its entirety as of the date printed below.

[] REJECTION OF SUBSCRIPTION:

The subscription for Common Stock of UTEK Corporation stated above is hereby rejected in its entirety.

UTEK CORPORATION

Date: By:

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End of Filing

To: [DanZ](#) who wrote ([4587](#))
From: [Clem Kadiddlehopper](#)

10/5/2003 12:01:00 PM

[Respond to](#) of 5486

Truthseeker tp profile MTXX fraud analyst Dave Lavigne this evening. A MUST READ FOR AVID INVESTORS"

"RCL Northwest Inc - broker for peripheral (800) 688-1114
begin_of_the_skype_highlighting (800) 688-
1114 end_of_the_skype_highlighting Dave Lavigne"

=====
"Dave Lavigne of RCL hinted that Talbert (ex-president of Peripheral) had stock in more names than his own and might have been doing some insider trading.

RCL has put out a buy recommendation (I believe on several occasions but at least once) pushing the stock. "

from Scheider Securities CRD:

"PERIPHERAL
SYSTEMS STOCK BASED ON REPRESENTATIVES THAT PERIPHERAL HAD DEVELOPED A NUCLEAR POWERED BATTERY THAT WOULD BE HIGHLY PROFITABLE. THEY FAILED TO DISCLOSE TO INVESTORS THAT NUCCELL, A WHOLLY- OWNED SUBSIDIARY OF PERIPHERAL, WAS THE SUBJECT OF
JUDGMENTS OBTAINED IN A LAWSUIT FILED BY THE STATE OF IDAHO IN 1988 ALLEGING FRAUD IN CONNECTION WITH THE SALE OF THE NUCCELL STOCK. COHIG TOOK OVER RCL'S SPOKANE OFFICE IN 1991 AND FAILED

TO HALT THE FRAUDULENT OFFER OF PERIPHERAL SYSTEM STOCK.

CONTACT: TIM MARTIN - 208/332-8004

begin_of_the_skype_highlighting 208/332-8004 end_of_the_skype_highlighting."

Reporting Source: Regulator (Form U-6)

Date Reported: 02/14/1996

Initiated By: IDAHO DEPARTMENT OF FINANCE

Date initiated: 02/14/1996

Docket/

Case Number: 1996-7-32

Allegations: COHIG AND OTHER DEFENDANTS SOLD SECURITIES IN IDAHO WHILE MISREPRESENTING ESSENTIAL INFORMATION ABOUT THE COMPANY WHOSE STOCK WAS BEING SOLD AND ENGAGED IN PRACTICES WHICH OPERATED AS A FRAUD OR DECEIT UPON THEIR IDAHO CUSTOMERS.

Current Status: Final

Resolution: Order

Resolution Date: 02/14/1996

Sanctions

Ordered: Disgorgement/Restitution

Resolution

Details: COHIG AGREED TO AN ADMINISTRATIVE ORDER WHICH REQUIRES COHIG TO PROVIDE RESTITUTION TO SIX IDAHO RESIDENTS FOR PURCHASES OF PERIPHERAL SYSTEMS, INC. STOCK.

from dave's crd

NASD Registered Person: DAVID LEWIS LAVIGNE CRD Number: 1251725

**** This individual's registration with the NASD was terminated as of 10/24/2002.**

Disclosure information on terminated individuals may occasionally be reported to

and captured by NASD; however, such disclosure information has not been reviewed by the individual, and there is no regulatory requirement that terminated individuals report any information to NASD. **

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Summary: RCL NORTHWEST AND ITS REPRESENTATIVES, GORDON WESLEY SODORFF, JERRY RAY LINEHAN AND THEIR SUPERVISOR MICHAEL B. LAVIGNE, INDUCED IDAHO INVESTORS TO PURCHASE SHARES OF PERIPHERAL SYSTEMS STOCK BASED ON REPRESENTATIVES THAT PERIPHERAL HAD DEVELOPED A NUCLEAR POWERED BATTERY THAT WOULD BE HIGHLY PROFITABLE. THEY FAILED TO DISCLOSE TO INVESTORS THAT NUCCELL, A WHOLLY- OWNED SUBSIDIARY OF PERIPHERAL, WAS THE SUBJECT OF JUDGMENTS OBTAINED IN A LAWSUIT FILED BY THE STATE OF IDAHO IN 1988 ALLEGING FRAUD IN CONNECTION WITH THE SALE OF THE NUCCELL STOCK. COHIG TOOK OVER RCL'S SPOKANE OFFICE IN 1991 AND FAILED TO HALT THE FRAUDULENT OFFER OF PERIPHERAL SYSTEM STOCK. CONTACT: TIM MARTIN - 208/332-8004
begin_of_the_skype_highlighting 208/332-8004 end_of_the_skype_highlighting.

=====

From: Vincent Cate (vac@sam.cs.cmu.edu)
Subject: Cold Nuclear Fission / Peripheral Systems
View: Complete Thread (11 articles)
Original Format
Newsgroups: sci.physics, sci.energy, sci.physics.fusion, sci.environment, sci.skeptic
Date: 1990-08-30 11:30:36 PST

There is an inventor (Paul Brown) and a company (Peripheral Systems) that are making unbelievable claims about large quantities of electricity being produced directly from small amounts of radioactive materials. Since this bypasses the heat stage used in nuclear power plants or RTGs and can not be nearly as good as they have claimed I think that "Cold Nuclear Fission" is the correct name for it. I believe that Peripheral Systems in general and Paul Brown in particular are making fraudulent claims. These claims make their nuclear battery appear far better than it can possibly be and make me wonder if they have even

built working batteries.

The numbers they give out would indicate that they are getting more electrical power out of radioactive materials than is available in the radiation from them. For example, the radiation from Strontium-90 is about 2.3 watts per gram (not all of this is usable). In their annual report Peripheral has claimed they could get 70 watts from 1 gram of Sr-90. They have also said they could get 70 watts from 1.5 curie (1/100 gram) of Strontium-90. Another time Brown led a reporter to write that 1/100 of a gram could run an electric heater. It is impossible to produce 70 watts of electricity from 2.3 watts of radiation so these claims and others they have made are false and make their battery sound fantastic to investors. Misleading investors is securities fraud and against the law.

Steelhawk hired Pickard Lowe and Garrick to check out the "ionic battery" (not the RNB for which bogus claims have been made). Steelhawk started talking with PLG in December and had an agreement in Feb 1990. The ionic battery is a DC device that is about the same as a Burke cell (see patent 3,409,820 by Burke) except that it feeds back some of the electricity it produces to maintain an electric field instead of using a separate battery for the field. Brown seems to think that this is different enough to get a patent and given our patent office he is probably right. PLG has given Steelhawk a report that said that the ionic battery looks legitimate (not exactly public but Steelhawk will give out the intro and the conclusion). From this peripheral systems has come out with press releases using quotes from PLG's report on the ionic cell and claims this report refutes scientific and press claims that the ionic cell contradicts the laws of thermodynamics. However, it does no such thing. The scientific and press claims were about the RNB and, more to the point, about the amount of electricity produced per amount of fuel.

Checking around (Peripheral, SteelHawk and PLG) it seems PLG has not been involved with the RNB in any way. Nobody at PLG has ever seen an RNB. RNB stands for Resonant Nuclear Battery.

Brown is quoted in Aerospace and Defense as saying, "Independent and Peripheral-sponsored tests indicate that we are getting more than 25% conversion efficiency." When I talked with Brown he said that he was misquoted and there has been no independent verification of this. Since they first filed on the RNB in 1986 this seems odd. Since they have had a patent (#4,835,433) since May 1989 and are giving talks about how it works and showing pictures of the device it seems very odd to not be willing to show the device in action.

Brown told Claire Poole of Forbes that previous claims in the press were misquotes (seems there was some newspaper article) when she talked with him in 1989. Then he told her that he got 70 watts from 1.5 curie of radioactive material (see Forbes article). He told me that he did not know where she got that number. Now their 1989 annual report (the 1990 one is not out yet) has claimed 70 watts from 1 gram of strontium-90 (140 curies). This still turns out to be bogus. When asked Brown will not say how many grams of what material it really took to get 70 watts. It seemed that he did not know.

Since radioactive materials are not cheap, being off by another factor of 100 makes a big difference in the potential market size. For example Brown has claimed (December 1989 Hazmat World) that they will be able to sell devices for \$1/watt of power (for example a 50,000 watt device would cost \$50,000). However with the prices I got from Brown (10 cents/curie -- so \$14/gram for Sr-90), at 25% efficiency it is on the order of \$100/watt just for strontium-90 fuel. Regular nuclear power plants are around \$2/watt, so the difference between \$1/watt and \$100/watt is really drastic. At \$1/watt there would be a multi-billion dollar market and at \$100/watt or more there would be a far more limited market. Brown told me that the ionic cell will be about \$5,000. It is not clear exactly how much power this will produce. In Brown's paper presented at the the June 1990 American Nuclear Society conference he claims 0.01 to 5 watts. So at best it is \$1,000/watt and it might be as bad as \$500,000/watt.

Brown claimed that the military wanted to buy 10,000 of these \$5,000 devices every month. Since nobody even seems sure how much power the battery is going to produce this must not be anything close to a firm order but the way he said it it sounded like it was.

The old president (Talbert) was either fired or asked to resign recently. Part of the reason seems to be the way he has been passing out incorrect information. Brown says that Peripheral will not be making any more press releases or passing out news articles like they did in the past. In my opinion it has been very wrong to pass out news articles that had errors. For example, one in WARD'S Engine Update says that the PLG report says "the energy balance of the RNB is perfect and does not contradict the laws of thermodynamics." when what the report really says has "ionic" and not "RNB" in that sentence. The above may be due to an error by a reporter but my guess is that most of the reporters got the quotes right (they tape interviews) and that Brown really said most all of these errors.

The problem with the amount of energy per gram of radioactive material implied by the 1989 Peripheral Systems Annual Report is on page 4. It says that 70 watts of electricity was produced from 1 gram of strontium-90 and 50,000 watts from 2 lbs of stuff (55 watts/gram). This is far above

the amount of energy available in the radiation. Here are my calculations which have been checked by 3 different Nuclear engineers (two point out that I should really use only 0.535 MeV/decay since the energy in a neutrino can not be used, but even with this generosity Brown is way off):

Specific activity of Sr-90: 139 curies/gram
Curie: 3.7×10^{10} decays/sec
Max energy per decay: 2.8 MeV/decay
Energy equality: 1 MeV = 1.6×10^{-13} joules
Power: 1 joule/sec = 1 watt

A good source for the above is "CRC - Handbook for Radioactive Nuclides"

Using the above:

curie decay/sec MeV joule watt
1 gram * 139 ----- * 3.7×10^{10} ----- * 2.8 ---- * 1.6×10^{-13} ----- * 1 ----
gram curie decay MeV j/sec

We get that one gram of Sr-90 produces: 2.3 watts of radiation

So with 100% efficiency in converting to electricity the most you could get would be 2.3 watts of electricity per gram. Numbers in the annual report imply 70 watts of electricity is produced per gram of strontium-90. Given the energy in the radiation and the reported efficiency of 25% it should take about 100 times as much fuel as they are claiming. Given that not all of the 2.8 MeV is usable, they are really off by about a factor of 500.

Brown agrees with my numbers and admits that the annual report is wrong. Brown told me that he did not write the annual report and that a marketing or public relations person got these numbers from an incorrect newspaper article and put them in the annual report. He also says he never noticed this error before. Since there is only about one page of the report that is about the nuclear battery, and it has his picture, I don't see how he could have missed it for over a year. It makes a big deal out of how much power can be produced from such a little amount of fuel, and even compares this to the amount of amount of fuel used in other devices. If he had done the experiments he claims to have then he should have known that it took over 100 times as much fuel as the annual report said. This type of error should have jumped out at him. My guess is that he really wrote it or at least provided the numbers.

In a London Times article Brown has led the reporter to write that "A battery with the power output of a single bar electric fire will contain just 1/100 of a gram of strontium-90." A "single bar electric fire" is a small space heater, around 500 to 1,000 watts. Again, with 1 gram of strontium-90 you can not get more than 2.3 watts, so these numbers are really bogus.

In Hazmat World (who seems to have interviewed Brown) they say that Peripheral got 70 watts of electricity off of 1 ounce of radioactive material. If this is strontium-90 then this is another bogus claim. I have never seen a claim for the 70 watt device that seemed close to reality (like, say 500 grams of strontium-90).

Wayne Klein of the Idaho Securities Exchange says that securities fraud charges were brought against Nucell and they were convicted. After this Nucell claimed the SE drove jobs out of Idaho and Nucell left.

Klein said Nucell was making all of these claims about nuclear batteries but turned out not to even have a permit for radioactive materials. I really doubt that you can buy the quantities of fuel needed to radiate 50,000 watts from normal decay without a permit (if it were U-235 this would be more than enough to make a nuclear bomb). If it were so easy to get fuel I think kids and terrorists would be building nuclear bombs, since the only hard part is getting the fuel. I am not sure when Brown claims to have done the 50,000 watt device, it may have been after leaving Idaho. Even with a permit this would be a lot of fuel.

Klein also said something about Brown making false claims about his education.

Dave Lavigne of RCL hinted that Talbert (ex-president of Peripheral) had stock in more names than his own and might have been doing some insider trading.

RCL has put out a buy recommendation (I believe on several occasions but at least once) pushing the stock.

Peripheral also sold licensing rights to First Northwest Capital Inc. for a very low price. FNCI bought \$100,000 of Peripheral stock and paid another \$100,000 outright. This seems incredibly low given either the amount that peripheral has invested or the amount it should be worth if real (if 25% efficient etc).

It also seems odd that a startup that is short on cash and needs the cash it has to develop an amazing new product would be buying all sorts of

other companies (Peak Beam Systems Inc, PENCO, X-Ray Inc, and TriSys).

Another Brown quote (seems to be misleading investors by alot) this one from Hazmat World December 1989 page 24 (second page of article): ``"The actual applications are unlimited," Brown suggests. "If or when we get this to a fully developed product, the implications are tremendous. We're talking about a low-cost, compact device that could be beneficial anywhere power is needed. For pennies a day, you could flood the desert, or drive an electric car until the wheels fell off. It could change the energy industry as we know it.""

Given the prices of radioactive materials and the real amount needed to run Brown's batteries the above statement is unreasonable. I have not really checked prices but radioactive material is not cheap.

Another quote from the San Jose Mercury News, ``The cost of such a battery will be competitive with other power sources, Talbert said. "There's really no expensive components in it," he said." Radioactive material is expensive in the quantities really needed. It does not seem to be even near price competitive (off by a factor of 100).

In Business Week they say "Brown predicts the battery will generate electricity for 3 cents per kilowatt-hour, which is more than competitive with conventional sources." Also it says that Talbert "thinks the battery could supplement - or even supplant - nuclear reactors and coal-fired generators." Given the real amounts of fuel needed they are not close to being economically competitive.

In Insight they report that at Oak Ridge people used 8,000 grams to produce 500 watts giving 0.063 watts per gram of strontium-90. Then "The Nucell prototype is said to yield 7,500 watts per gram of strontium-90; it required only about 1 centigram of the isotope." This is just not real. As the included calculations show there is at the very most 2.3 watts of energy radiated per gram of strontium-90. Claims of 7,500 watts/gram are false.

I talked with Brown on 7/28 and 7/29 at the International Tesla Symposium. At this time he told me that the 50 kw device they built ran for 15 minutes, the 70 watt device ran for 3 weeks and the 5 watt device ran for months untouched. I have reason to believe that the 5 watt device does not yet exist. I have the strongest of doubts about the 50 kw device. I am sure that 1 gram of Sr-90 is not enough to produce 70 watts. Just in case you are impressed by Brown giving a talk at this conference let me tell you that it was organized by a relator in Colorado Springs (Mr McInnis (719) 576-1985 begin_of_the_skype_highlighting (719) 576-

1985 end_of_the_skype_highlighting) and the "scientist" talking before Brown believed that the future could affect the past and her experimental results were that a computer crashed once. This was a very bogus conference.

Several physicists that I know have pointed out that even real physics conferences will let anyone speak. This is in strong contrast to conferences in many other fields.

I know a physicist who corresponded with Brown about errors in Brown's calculations around 2 years ago. It seems Brown had made some mistakes and was under a very mistaken impression about how many watts of radiation were put off per gram of fuel. My guess is that from these mistaken calculations he made up his "experimental results". This physicist mailed copies of his letters to Brown to me (they are not here yet) and said that I could tell people about the letters from Brown. He was not sure he should give me copies of Brown's letters (possible problem with copyright and/or non-disclosure) but said a subpoena for the documents would make it possible for him to give them out.

Ewart Blackman told me something I found interesting. Brown got one of his power output numbers by calculating how many watts it must have taken to burn out a wire that blew one time (like how many watts for 1/10 second to blow a wire). The clear problem with this is that there is a lot of energy stored in the capacitor and inductor so it could output a high wattage for a short time without producing any energy at all. So this burst of energy is a really bogus way to come up with numbers for energy production.

Two more bogus claims are in the patent. This is particularly strong because it (like the annual report) is straight from them. They claim to have gotten 9,000 watts off of the following combination: 1 millicurie of radium, 200 grams of uranium, 100 grams of thorium. They claim that there is a synergistic effect between the radioactive materials and that more power can be obtained by adding a second millicurie of radium. The synergistic effect stuff is bogus. It takes a lot of energy to cause an atom to split (like a gamma-ray) and given the amount of material (well under a critical mass) there could not have been much of this going on. Brown refused to tell me which isotope of uranium and thorium he used but even if the uranium were U-235 (instead of the common U-238) the watts/gram would still be many orders of magnitude off.

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PLG description and Kaplan Johnson Bley description

Burke Patent #3,409,820

I know a few more things that I have told a few people I would not give out (they may have just been afraid of me giving it to the press). Most of it is not good for Brown or Peripheral. If there were a court case I could come up with some more things.

Brown has been quoted with many bogus numbers for battery power and quantity of radioactive material. When confronted and asked for the real numbers he agreed that reported numbers were wrong but that the real numbers were proprietary. It is as if he is willing to give out bogus numbers to the press and print bogus numbers in the annual report but he keeps the real numbers top secret.

The RNB may or may not actually produce some electricity but Brown's claims make it look far better than it can possibly be. I am surprised that he has not been charged with securities fraud since leaving Idaho.

If there are any reporters reading this who would like to do a story please give me a call. If you know a reporter who might be interested feel free to forward this to them. If you know someone who has invested in this company they might appreciate your telling them the above.

-- Vince

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To: [DanZ](#) who wrote ([4587](#))

10/6/2003 9:40:29 AM

From: [Clem Kadiddlehopper](#)

[Respond to](#) of 5486

Dan, the profile of MTXX fraud analyst Dave Lavigne will be delayed a day or two since I have decided to start a public awareness site on MTXX.

Soon you will be able to visit [MTXXSUCKS.com](#)