

ORIGINAL

### CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

#### I.(a) PLAINTIFF

**SECURITIES AND EXCHANGE COMMISSION**

#### DEFENDANTS

**THOMAS H. KEESSE, EDUARDO LAUTIERI, FIRST ACCESS FINANCIAL, LLC, FIRST ACCESS, INC., JAMES R. PAISLEY, JR., a/k/a JAMES R. KELLIER, a/k/a JAMES R. KELLER, ATLANTIC PRODUCTIONS USA CORP., CARIBBEAN TRANSFER AGENCY, LTD.**

**(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF** \_\_\_\_\_  
(EXCEPT IN U.S. PLAINTIFF CASES)

**County of Residence of First Listed Defendant:** Broward County, Florida (IN U.S. PLAINTIFF CASES ONLY)  
NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

**(c) ATTORNEY (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)**  
HAROLD R. LOFTIN, JR.  
U.S. Securities & Exchange Commission, Burnett Plaza, Ste. 1900,  
801 Cherry Street, Unit #18, Fort Worth, TX 76102-6882  
(817) 978-6450

ATTORNEYS (If known):

304 CV - 166 - H

#### II. BASIS OF JURISDICTION (PLACE AN "X" IN ONE BOX ONLY)

- 1 U.S. Government Plaintiff
- 2 U.S. Government Defendant
- 3 Federal Question (U.S. Government Not a Party)
- 4 Diversity (Indicate Citizenship of Parties in Item III)

#### III. CITIZENSHIP OF PRINCIPAL PARTIES (For Diversity Cases Only)

(PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)

- |   |                            |                            |   |                            |                            |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
|   | PTF                        | PTF                        |   | PTF                        | PTF                        |
| Citizen of This State                   | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State     | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State                | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation  | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

#### IV. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery OF Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	<b>PERSONAL INJURY</b> <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <b>PERSONAL INJURY</b> <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability <b>PERSONAL PROPERTY</b> <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 RR & Truck <input type="checkbox"/> 650 Airline Regs <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other <b>LABOR</b> <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl Ret Inc Security Act	<input type="checkbox"/> 422 Appeal 28 USC 156 <input type="checkbox"/> 423 Withdrawal 28 USC 157 <b>PROPERTY RIGHTS</b> <input type="checkbox"/> 820 Copy rights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark <b>SOCIAL SECURITY</b> <input type="checkbox"/> 861 HIA (1395FF) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) <b>FEDERAL TAX SUITS</b> <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS - Third Party 26 USC 7609	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 810 Selective Service <input checked="" type="checkbox"/> 850 Securities Commodities/ Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes <input type="checkbox"/> 890 Other Statutory Actions
REAL PROPERTY	CIVIL RIGHTS	PRISONER PETITIONS		
<input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 440 Other Civil Rights	<input type="checkbox"/> 510 Motions to Vacate Sentence <b>Habeas Corpus:</b> <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights		

#### V. ORIGIN

(PLACE AN "X" IN ONE BOX ONLY)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened

#### VI. CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE BRIEF STATEMENT OF CAUSE. DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY.)

Section 5(a), 5(c), and 17(a) of the Securities Act of 1933, [15 U.S.C. § 77e(a), 77e(c), and 77q(a)], and Sections 10(b) and 15(a) of the Securities Exchange Act of 1934, [15 U.S.C. § 78j(b) and 78o(a)] and Rule 10b-5 [17 C.F.R. § 240.10b-5].

#### VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION

DEMAND \$

CHECK YES only if demanded in complaint:

UNDER F.R.C.P. 23

JURY DEMAND  YES  NO

26 USC 7609

#### VIII. RELATED CASE(S) (See Instructions):

IF ANY

JUDGE

DOCKET NUMBER

DATE 1/28/04

SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

Receipt #

AMOUNT

APPLYING IFP

JUDGE

MAG JUDGE



foreign currency trading account. Using aggressive cold calling, an Internet website, television infomercials, and paid radio spots, FAF claimed to provide investors access to foreign exchange (“FOREX”) markets at the special “Interbank level” supposedly accessible only to the “most profitable” and “largest financial institutions in the world.” FAF further claimed to have a crack “Currency Management Team” with a five-year track record of 100% returns, headed by “a world-renowned institutional money manager” who is a “Top 10 certified and rated trader.”

2. FAF’s claims are simply false. FAF is in fact a five-month-old boiler room outfit whose real business is deceiving and taking money from investors, paying large commissions to its principals and funneling the balance to two companies – Atlantic Productions USA Corp. and Caribbean Transfer Agency, Ltd. – entities controlled by convicted money launderer James R. Paisley, Jr. Defendants have raised at least \$243,000 from investors in at least seven states and two foreign countries.

3. The Commission, in the interest of protecting the public from such fraudulent activities, brings this action seeking to preliminarily and permanently enjoin Defendants from further violations of the federal securities laws, and seeking an asset freeze order, accounting, disgorgement of Defendants’ ill-gotten gains, plus prejudgment interest thereon and civil monetary penalties as allowed by law. The Commission also seeks disgorgement of the investor monies the Relief Defendants received from Defendants’ scheme as well as a freeze of the Relief Defendants’ assets, an accounting and other incidental relief against each of the Relief Defendants.

### **JURISDICTION**

4. The Court has jurisdiction over this action pursuant to Section 20(d) and 22(a) of the Securities Act of 1933 (the “Securities Act”) [15 U.S.C. § 77t(d) and § 77v(a)], and Sections

21(d), 21(e) and 27 of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. §§ 78u(d), 78u(e) and 78(aa)]. Venue is proper because many of the transactions, acts, practices and courses of business described below occurred within the jurisdiction of the Northern District of Texas.

### PARTIES

5. **First Access Financial, LLC (“FAF LLC”)**, is a Florida limited liability company headquartered in Fort Lauderdale. Essentially, FAF LLC holds investor money and owns the pooled foreign currency trading account. Day-to-day operating services are provided by FA Inc. Together with FA Inc., FAF LLC is an issuer of securities in the form of interests in the pooled foreign currency trading account.

6. **First Access, Inc. (“FA Inc.”)**, a Florida corporation headquartered in Fort Lauderdale, is the operating company for FAF LLC, providing back-office and day-to-day services (record-keeping, depositing checks, cold calling investors, scheduling advertisements, etc.) to or on behalf of FAF LLC.

7. **Thomas H. Keesee**, age 45, of Fort Lauderdale, Florida, is the co-founder and a director of FAF LLC and the vice-president of FA Inc. Keesee heads FAF's sales and marketing operations and is responsible for creating offering documents, communicating directly with investors, drafting contracts and agreements, writing and approving television and radio advertisements, supervising cold-callers and approving all materials placed on FAF's Internet site. Keesee was a registered representative of a broker-dealer from 1989 to 1992, but currently is not licensed to sell securities. Before founding FAF, Keesee was a sales agent with an unrelated company offering foreign currency investments.

8. **Eduardo Lautieri**, age 39, of Fort Lauderdale, Florida, is co-founder and director of FAF LLC and President of FA Inc. Lautieri controls FAF's back-office operations, including paying bills, accounting for investor funds, forwarding funds to Atlantic Productions and creating investor account statements. Lautieri also reviewed the offering materials and advertisements before they were used to solicit investors.

9. **James R. Paisley, Jr.**, age 51, a/k/a **James R. Kellier**, age 55, and a/k/a **James R. Keller**, a Pennsylvania resident, is President of Atlantic Productions and Secretary and Treasurer of Caribbean Transfer. Paisley, a former police chief, was convicted of money laundering in the mid-1990s and sentenced to prison. He and his companies received at least \$212,000 of investor funds.

10. **Atlantic Productions USA Corp. ("Atlantic Productions")** is a Pennsylvania corporation with a mail drop-box in Philadelphia as its listed place of business. Paisley, using the alias James R. Kellier, is the company's President.

11. **Caribbean Transfer Agency, Ltd. (“Caribbean Transfer”)** is an International Business Company incorporated and purportedly based in Saint Vincent and the Grenadines, West Indies. Corporate documents list Paisley as the company’s Secretary and Treasurer.

### **BACKGROUND FACTS**

12. From September 2003 to mid-December 2004, FAF raised over \$243,000 from at least 15 investors, by selling interests in a pooled foreign currency trading account. FAF used aggressive cold calling, an Internet website, national television commercials and staged radio programs to solicit potential investors. FAF did not register its offering with the Commission or any state, and does not expressly rely on any registration exemption. To the contrary, FAF claims the investments are not securities and, therefore, may be offered without registration.

13. FAF required investors to execute “pooling agreements” so it could commingle investor funds. Investors also gave FAF “limited power of attorney” over invested funds. FAF charged an up-front 12% “commission” on all investments, an annual 5% “management fee” and a 25% “incentive bonus fee” on any gains made from trading.

14. FAF’s offering materials and advertisements are replete with misleading claims, material omissions, and outright falsehoods. Lamenting the supposed “disadvantage[s]” individuals face when FOREX trading, FAF’s offering materials proclaim that its “proprietary” pooled managed trading account,

for the first time, allow[ ] monies to go directly to the FOREX market at the

**Interbank level and enjoin [sic] the trading account of a world-renowned**

**institutional money manager with control over hundreds of millions of**

**dollars.** All middlemen are eliminated and **Interbank level pricing is**

**obtained on EVERY trade.** Clients' monies are pooled directly with institutional monies. [emphasis in original]

These materials also touted FAF's "Currency Management Team ... directed by a contracted Top 10 certified and rated trader who is certified by the understood regulator of international currency traders." According to FAF, its team "is currently trading for some of the largest financial institutions in the world" and has posted a five-year track record of 100% annual returns. FAF represents to investors that 100% of their funds, less a 12% up-front commission and 5% annual management fee, will be pooled in an omnibus account to trade currency on the alleged "Interbank" market, at supposedly superior prices unavailable to the average investor.

15. In reality, FAF's claims are false and misleading. FAF itself has no FOREX trading operations and has never traded in the "Interbank" currency market, and never could. Instead, FAF and its principals simply took their commissions off the top and then funneled the balance to Paisley and his companies, who would actually conduct the FOREX trading. FAF's offering materials, in most cases, strongly imply that FAF is in the currency trading business, when, according to FAF's principals, they have allegedly contracted with another entity to actually engage in the currency trades.

16. FAF claims to have entered into a contract with Caribbean Transfer to trade currency for its customers. Caribbean Transfer directed FAF to transfer funds to Atlantic Productions as Caribbean Transfer's assignee. Paisley represented to Keese and Lautieri that Caribbean Transfer was a "Top 10 certified and rated trader" with an entity called "International Association of Certified Currency Traders," an entity allegedly claiming a membership of 18,000 foreign currency traders worldwide and based in Paris, France. Paisley further represented to

FAF that Caribbean Transfer had a “5 year track record of 100% returns” and was trading currency for some of the largest financial institutions in the world.

17. While FAF’s own website advises it prospective victims to “Trust but Verify,” Keesee and Lautieri admitted that the only attempt they made to verify Paisley’s claims was to try to look up the International Association of Certified Currency Traders on the Internet – which was unsuccessful and to briefly review trading records that were produced by an alleged representative of Caribbean Transfer. They were not able to verify the existence of the “International Association of Certified Currency Traders,” they were not able to verify that it had 18,000 members, they were not able to verify that anyone at Caribbean Transfer was a “Top 10 certified and rated trader,” they were not able to verify that Caribbean Transfer had a 5 year track record of 100% returns and they were not able to verify that Caribbean Transfer traded currency for some of the largest financial institutions in the world or any of the other representations Paisley and Caribbean Transfer allegedly made. Despite the inability to verify any of these representations, which FAF used, and continues to use, to solicit its investors, FAF continued, and continues through its website, to tout its FOREX program and the expertise of this alleged “Top 10 certified and rated trader.” FAF made, and continues to make, these representations without disclosing to any of its investors or potential investors its inability to “verify” the “trust” it has placed in Paisley, Caribbean Transfer or Atlantic Productions.

18. FAF transferred at least \$212,000 of investor funds to an account controlled by Atlantic Productions, which in turn is controlled by Paisley using the alias of James R. Kellier. Of this amount, \$100,000 was deposited into a trading account in Atlantic Productions’ name at Hot Spot FX, an online foreign currency broker that provides access to ordinary spot-market FOREX trading. Caribbean Transfer was authorized by Atlantic Productions to trade in the Hot



Spot FX account. Paisley is identified as the Secretary and Treasurer of Caribbean Transfer on documents related to the Hot Spot FX account. Paisley actually controlled the Hot Spot FX account and engaged in foreign currency trades in the account. Rather than generating large returns through “Interbank” transactions, however, this purported “Top 10 certified and rated trader” managed to lose \$88,000 in only three months of trading. As to the rest of the transferred money, Paisley caused Atlantic Productions to return \$80,000 to FAF’s accounts a few days before the filing of this Complaint, apparently due to the Commission’s investigation of this scheme. The remaining \$32,000 was either withdrawn by Paisley or is otherwise missing. Investors have never been told that their funds were being used in this manner, that what little FOREX trading has occurred has sustained huge losses or that an ex-convict was in control of their funds and making investment decisions for their benefit.

## CLAIMS

### FIRST CLAIM

#### Violation of Section 10(b) of the Exchange Act and Rule 10b-5

19. Plaintiff Commission repeats and incorporates paragraphs 1 through 18 of this Complaint by reference as if set forth *verbatim*.

20. Defendants, directly or indirectly, singly or in concert with others, in connection with the purchase and sale of securities, by use of the means and instrumentalities of interstate commerce and by use of the mails have: (a) employed devices, schemes and artifices to defraud; (b) made untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made,

not misleading; and (c) engaged in acts, practices and courses of business which operate as a fraud and deceit upon purchasers, prospective purchasers and other persons.

21. As a part of and in furtherance of their scheme, Defendants, directly and indirectly, prepared, disseminated or used contracts, written offering documents, promotional materials, investor and other correspondence, and oral presentations, which contained untrue statements of material facts and misrepresentations of material facts, and which omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, those set forth in Paragraphs 1 through 18 above.

22. Defendants made the above-referenced misrepresentations and omissions knowingly or with severe recklessness regarding the truth.

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

**SECOND CLAIM**  
**Violations of Section 17(a) of the Securities Act**

24. Plaintiff Commission repeats and incorporates paragraphs 1 through 18 of this Complaint by reference as if set forth *verbatim*.

25. Defendants, directly or indirectly, singly, in concert with others, in the offer and sale of securities, by use of the means and instruments of transportation and communication in interstate commerce and by use of the mails, have: (a) employed devices, schemes or artifices to defraud; (b) obtained money or property by means of untrue statements of material fact or omissions to state material facts necessary in order to make the statements made, in light of the

circumstances under which they were made, not misleading; and (c) engaged in transactions, practices or courses of business which operate or would operate as a fraud or deceit.

26. As part of and in furtherance of this scheme, Defendants, directly and indirectly, prepared, disseminated or used contracts, written offering documents, promotional materials, investor and other correspondence, and oral presentations, which contained untrue statements of material fact and which omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, those statements and omissions set forth in paragraph 1 through 18 above.

27. Defendants made the above-referenced misrepresentations and omissions knowingly or with severe recklessness with regard for the truth. Defendants were also negligent in their actions regarding the representations and omissions alleged herein.

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

**THIRD CLAIM**  
**Violations of Section 5(a) and 5(c) of the Securities Act**

29. Plaintiff Commission repeats and incorporates paragraphs 1 through 18 of this Complaint by reference as if set forth *verbatim*.

30. Defendants, directly or indirectly, singly and in concert with others, have been offering to sell, selling and delivering after sale, certain securities, and have been, directly and indirectly: (a) making use of the means and instruments of transportation and communication in interstate commerce and of the mails to sell securities, through the use of written contracts, offering documents and otherwise; (b) carrying and causing to be carried through the mails and in interstate commerce by the means and instruments of transportation, such securities for the

purpose of sale and for delivery after sale; and (c) making use of the means or instruments of transportation and communication in interstate commerce and of the mails to offer to sell such securities.

31. As described in paragraphs 1 through 18, the Defendants offered and sold securities to the public through a general solicitation of investors. No registration statements were ever filed with the Commission or otherwise in effect with respect to these securities.

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

**FOURTH CLAIM**  
**Violations of Section 15(a)(1) of The Exchange Act**

33. Plaintiff Commission repeats and incorporates paragraphs 1 through 18 of this Complaint by reference as if set forth *verbatim*.

34. At the times alleged in this Complaint, FA Inc. and Keesee have been in the business of effecting transactions in securities for the accounts of others.

35. FA Inc. and Keesee made use of the mails and of the means and instrumentalities of interstate commerce to effect transactions in and to induce or attempt to induce the purchase of securities.

36. At the times alleged in this Complaint FA Inc. and Keesee were not registered with the Commission as a broker or dealer, as required by Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)].

37. By reason of the foregoing, FA Inc. and Keesee have violated and, unless enjoined, will continue to violate Section 15(a)(1) of the Exchange Act [15 U.S.C. §78o(a)(1)].

**FIFTH CLAIM**  
**Claims Against Relief Defendants as Custodian of Investor Funds**

38. Plaintiff Commission repeats and incorporates paragraphs 1 through 18 of this Complaint by reference as if set forth *verbatim*.

39. Relief Defendants received funds and property from one or more of the Defendants, which are the proceeds, or are traceable to the proceeds, of the unlawful activities of Defendants, as alleged in paragraphs 1 through 18 above.

40. Relief Defendants obtained the funds and property alleged above as part of and in furtherance of the securities violations alleged in paragraphs 1 through 18 and under circumstances in which it is not just, equitable or conscionable for them to retain the funds and property. As a consequence, Relief Defendants were unjustly enriched.

#### **RELIEF REQUESTED**

41. The Commission seeks the following relief:

42. An order of the Court preliminarily and permanently enjoining the Defendants, their agents, servants, employees, attorneys and all persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, and each of them, from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act, [15 U.S.C. §§ 77e(a), 77e(c) and 77q(a)], and Sections 10(b) and 15(a)(1) of the Exchange Act, [15 U.S.C. § 78j(b) and § 78o(a)(1)], and of Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder.

43. An order of the Court directing Defendants to disgorge an amount equal to the funds and benefits obtained illegally as a result of the violations alleged, plus prejudgment interest on that amount.

44. An order of the Court directing Defendants to file with the Court and serve upon the Commission an accounting, under oath, detailing all commissions and other benefits received based upon their sales of the securities identified in this Complaint.

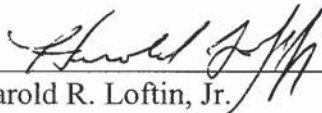
45. An order of the Court directing Defendants to pay civil monetary penalties in an amount determined as appropriate by the Court pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)] for their violations of the federal securities laws as alleged herein.

46. An order of the Court directing Relief Defendants to disgorge an amount equal to the funds and benefits obtained illegally as a result of the violations alleged.

47. All further relief as the Court may deem just and proper.

Respectfully submitted,

DATED: January 28, 2004

  
\_\_\_\_\_  
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