

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 61436 / January 28, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13767**

**In the Matter of**

**Ariel Corp.,  
Classica Group, Inc.,  
Commodore Environmental Services, Inc.,  
Dupont Direct Financial Holdings, Inc.,  
Engage, Inc.,  
New Paradigm Software Corp.  
(n/k/a Brunton Vineyards Holdings, Inc.),  
Polymer Research Corp. of America, and  
Shopnet.Com, Inc.,**

**Respondents.**

**ORDER INSTITUTING  
ADMINISTRATIVE  
PROCEEDINGS AND NOTICE  
OF HEARING PURSUANT TO  
SECTION 12(j) OF THE  
SECURITIES EXCHANGE ACT  
OF 1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Respondents Ariel Corp., Classica Group, Inc., Commodore Environmental Services, Inc., Dupont Direct Financial Holdings, Inc., Engage, Inc., New Paradigm Software Corp. (n/k/a Brunton Vineyards Holdings, Inc.), Polymer Research Corp. of America, and Shopnet.Com, Inc.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENTS**

1. Ariel Corp. (“ADSPQ”)<sup>1</sup> (CIK No. 911167) is a void Delaware corporation located in Cranbury, New Jersey with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). ADSPQ is delinquent in its periodic filings with the

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<sup>1</sup>The short form of each issuer’s name is also its stock symbol.

Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended June 30, 2001, which reported a net loss of \$6,820,981 for the prior six months. On June 26, 2003, ADSPQ filed a Chapter 7 petition in the U.S. Bankruptcy Court for the District of New Jersey which was still pending as of January 25, 2010. As of January 25, 2010, the common stock of ADSPQ was quoted on the Pink Sheets operated by Pink OTC Markets, Inc. (“Pink Sheets”), had four market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

2. Classica Group, Inc. (“TCGI”) (CIK No. 868075) is a dissolved New York corporation located in Sayreville, New Jersey with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). TCGI is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2003, which reported a net loss of \$1,808,225 for the prior nine months. On March 23, 2004, TCGI filed a Chapter 7 petition in the U.S. Bankruptcy Court for the District of New Jersey which was terminated on June 23, 2009. As of January 25, 2010, the common stock of TCGI was quoted on the Pink Sheets, had six market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

3. Commodore Environmental Services, Inc. (“COES”) (CIK No. 71528) is a Delaware corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). COES is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2004, which reported a net loss of \$540,000 for the prior six months. As of January 25, 2010, the common stock of COES was quoted on the Pink Sheets, had seven market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

4. Dupont Direct Financial Holdings, Inc. (“DIRX”) (CIK No. 807904) is a dissolved Georgia corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). DIRX is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended March 31, 2004, which included no financial statements. On September 17, 2004, DIRX filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Southern District of New York which was dismissed on September 26, 2006. As of January 25, 2010, the common stock of DIRX was quoted on the Pink Sheets, had seven market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

5. Engage, Inc. (“ENGA”) (CIK No. 1084573) is a void Delaware corporation located in Andover, Massachusetts with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). ENGA is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended January 31, 2003, which reported a net loss of \$28,111,000 for the prior six months. On June 19, 2003, ENGA filed a Chapter 11 petition in the U.S. Bankruptcy Court for the District of Massachusetts which was still pending as of January 25, 2010. As of January 25, 2010, the common stock of ENGA was traded on the over-the-counter markets.

6. New Paradigm Software Corp. (n/k/a Brunton Vineyards Holdings, Inc.) (“BVIH”) (CIK No. 933733) is a New York corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). BVIH is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2001, which reported a net loss of \$74,690 for the prior three months. In 2007, the company changed its name in the Pink Sheets and in the records of the New York Secretary of State to Brunton Vineyards Holdings, Inc. but failed to report the change to the Commission on Form 8-K or record that change in the Commission’s EDGAR database as required by Commission rules. As of January 25, 2010, the common stock of BVIH was quoted on the Pink Sheets, had seven market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

7. Polymer Research Corp. of America (“PROAQ”) (CIK No. 79424) is a New York corporation located in Brooklyn, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). PROAQ is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 2003, which reported a net loss of \$874,836 for the prior nine months. On October 1, 2004, PROAQ filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Eastern District of New York, which was converted to a Chapter 7 petition on February 25, 2005, and was still pending as of January 25, 2010. As of January 25, 2010, the common stock of PROAQ was quoted on the Pink Sheets, had four market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

8. Shopnet.Com, Inc. (“SPNT”) (CIK No. 1017535) is a void Delaware corporation located in New York, New York with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). SPNT is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended June 30, 2003, which reported a net loss of \$886,918 for the prior year. As of January 25, 2010, the common stock of SPNT was quoted on the Pink Sheets, had five market makers, and was eligible for the piggyback exception of Exchange Act Rule 15c2-11(f)(3).

## B. DELINQUENT PERIODIC FILINGS

9. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission, have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

10. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 requires issuers to file quarterly reports.

11. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II hereof are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondents identified in Section II hereof, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents.

### **IV.**

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of any Respondents, may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified, registered, or Express Mail, or by other means permitted by the Commission Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy  
Secretary