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SEP 12 2007
CLARENCE MADDOX
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S.D. OF FLA. - MIAMI

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.: **07-80838**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

UNIVERSITY LAB TECHNOLOGIES, INC., and
GEORGE THEODOROPOULOS, a/k/a GEORGE
THEODORE,

Defendants.

CIV-MIDDLEBROOKS

**MAGISTRATE JUDGE
JOHNSON**

COMPLAINT

Plaintiff Securities and Exchange Commission alleges:

INTRODUCTION

1. The Commission brings this action to restrain and enjoin Defendants University Lab Technologies, Inc. ("ULT" or the "Company") and George Theodoropoulos, a/k/a George Theodore ("Theodore") from violating the federal securities laws by engaging in the unregistered offer and sale of securities and misrepresenting the use of sales proceeds.

2. From at least December 2006 through May 2007, ULT, which purports to develop and market dietary supplements, and Theodore, its chief executive officer, raised more than \$1 million from approximately 46 investors nationwide and in Canada by offering and selling unregistered units consisting of one share of ULT stock and one warrant. The Defendants sold these securities through a team of in-house telemarketers and a private placement memorandum ("PPM"), both of which made material misrepresentations and omissions.

3. The Defendants made materially false and misleading representations and omissions regarding the use of offering proceeds. Specifically, the Defendants represented they could pay a maximum of 10 percent of proceeds in commissions to licensed broker-dealers to sell the units. In reality, they paid unlicensed brokers – their in-house telemarketers – up to 55 percent of investor proceeds.

4. Additionally, the Defendants misrepresented the percentage of ownership in ULT the investors would receive. The PPM indicated the percentages investors would get through the offering, but these statements were rendered false and misleading because the Defendants were compensating the telemarketers with stock of up to 30 percent of the number of units they sold, thereby diluting the equity investors bought.

5. Through these actions, the Defendants violated Sections 5(a) and (c) and 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§77e(a) and (c) and 77q(a); and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. §78j(b), and Rule 10b-5, 17 C.F.R. §240.10b-5.

DEFENDANTS

6. Defendant ULT is a Florida corporation, incorporated in December 2006, with its principal place of business in Boca Raton. It has purportedly developed dietary supplements it refers to as “nutraceutical” products, which it intends to market in the United States and Canada. These products include “Arthroleve,” a product for joint pain, “Zenstral PMS,” a product for premenstrual syndrome, and “Premium SAME ULT,” a product to reduce stress and improve mood. ULT has never been registered with the Commission in any capacity. On April 11, 2007, the Saskatchewan Financial Services Commission (“SFSC”) issued a temporary order requiring ULT, Theodore, and several ULT telemarketers to cease trading and advising with respect to

securities in the Canadian province of Saskatchewan. On April 26, 2007, the SFSC entered an Order continuing its temporary order, which is currently in effect.

7. Defendant George Theodore, 40, a Canadian citizen, resides in Boca Raton, Florida. Theodore is ULT's CEO, as well as its secretary, treasurer and a member of its board of directors. Theodore is not registered with the Commission in any capacity.

JURISDICTION AND VENUE

8. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d) and 22(a) of the Securities Act, 15 U.S.C. §§ 77t(b), 77t(d) and 77v(a); and Sections 21(d) and 27 of the Exchange Act, 15 U.S.C. §§ 78u(d) and 78aa.

9. This Court has personal jurisdiction over the Defendants and venue is proper in the Southern District of Florida because many of ULT's and Theodore's acts and transactions constituting violations of the Securities Act and the Exchange Act occurred in the Southern District of Florida. In addition, Theodore resides in the Southern District of Florida and ULT's offices are located in the Southern District of Florida.

10. ULT and Theodore, directly and indirectly, singly or in concert with others, made use of the means or instrumentalities of interstate commerce, the means or instruments of transportation and communication in interstate commerce, and the mails, in connection with the acts, practices, and courses of business set forth in this Complaint.

THE FRAUDULENT SCHEME

I. ULT's Offering

11. From at least December 16, 2006 through May 2007, ULT offered and sold units consisting of one share of common stock and one warrant to approximately 46 investors

throughout the United States and Canada through a team of in-house telemarketers acting as unlicensed broker-dealer representatives, raising approximately \$1,056,875.

12. The Defendants conducted the offering through a PPM, dated December 16, 2006, that offered twenty million units at 50 cents per unit. Although the PPM stated the minimum investment a person could make was \$25,000, the Defendants allowed investors to purchase as little as one-eighth of the minimum investment.

13. ULT did not file a registration statement in connection with its offering.

14. ULT and Theodore conducted the offering from the Company's Margate, Florida office. They offered the securities to any person willing to invest, regardless of that person's level of financial sophistication.

15. ULT hired two telephone sales representatives to manage the boiler room, and ultimately recruited approximately thirteen other telemarketers to assist in the offer and sale of ULT's common stock and warrants. Theodore hired and fired telemarketers.

16. Theodore provided the telemarketers with the names of prospective investors to cold call from lists he purchased from an unknown source. He held regular training meetings with ULT's telemarketers to instruct them on what to tell prospective investors. For example, Theodore told the telemarketers ULT had contracts to place the Company's products in 5,000 stores.

17. The telemarketers had job designations as "fronters," "closers," or "loaders." The fronters cold-called prospective investors and provided them with preliminary information about ULT. They also sent prospective investors a packet of offering materials, including the PPM, a subscription agreement, a pre-paid return address label, and wiring instructions.

18. The closers contacted the prospective investors a few days after the frontiers sent the offering materials to further pitch the offering and close the sale. The loaders called those who had already invested to try to persuade them to invest additional funds.

19. Theodore countersigned each subscription agreement on behalf of the Company, and signed welcome letters sent to new investors.

II. Misrepresentations and Omissions of Material Facts in Connection With the Offer and Sale of ULT's Common Stock and Warrants

20. ULT's PPM failed to disclose that ULT paid its telemarketers commissions on the sale of units to investors. The PPM stated the Company was offering units through its officers, directors, and certain employees. It also said ULT could retain the services of licensed broker-dealers to assist the Company in selling the securities, and could pay a commission to those licensed broker-dealers of up to 10 percent of each unit it sold. However, the PPM stated ULT had no such arrangement with any broker-dealer.

21. The PPM did not indicate ULT would pay commissions to anyone other than licensed broker-dealers. Furthermore, although the PPM said employees would assist in selling the units, it did not state ULT was paying commissions of up to 55 percent to those employees.

22. In reality, the Defendants paid the telemarketers commissions ranging from 12 to 55 percent of the total proceeds raised. For initial sales to new investors, ULT paid 12 to 20 percent commissions, which were split between sales managers (3 percent), the frontier (2 percent), and the closer (7 to 15 percent).

23. For subsequent sales to the same investor, the Defendants paid 47 to 55 percent of the amount raised because the loader responsible for inducing the investor to make the additional purchase received a commission of 35 percent, and the frontier, closer and manager received their normal commissions.

24. These commissions were on top of weekly \$750 salaries the Defendants paid to sales managers and closers and approximately \$400 to the frontiers.

25. The failure to disclose the commissions also constituted a misrepresentation because the PPM stated the Defendants would use offering proceeds for working capital and general business purposes. This statement was misleading because it did not disclose that, in reality, the Defendants were using a significant portion of the offering proceeds to pay sales commissions.

26. In addition to the sales commissions, Theodore and ULT provided frontiers and closers with shares of ULT stock in the amounts of 10 and 20 percent, respectively, of the number of units they sold to new investors.

27. The effect of the Defendants providing up to 30 percent of the sales proceeds in additional stock to telemarketers was to dilute the percentage of ownership each investor received in ULT. The PPM stated in detail the percentage of Company ownership Company insiders would retain after the offering, leading investors to understand they would own the remaining percentage of ULT. In light of the fact that the Defendants were diluting these percentages by giving stock to telemarketers, the representations about the percentages investors would receive were materially false and misleading.

COUNT I

SALES OF UNREGISTERED SECURITIES IN VIOLATION OF SECTIONS 5(a) AND 5(c) OF THE SECURITIES ACT

28. The Commission repeats and realleges Paragraphs 1 through 27 of this Complaint as if fully set forth herein.

29. No registration statement was filed or in effect with the Commission pursuant to the Securities Act and no exemption from registration existed with respect to the securities and transactions described herein.

30. From at least mid-December 2006 through May 2007, ULT and Theodore, directly and indirectly: (a) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities as described herein, through the use or medium of a prospectus or otherwise; (b) carried securities or caused such securities, as described herein, to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or delivery after sale; and/or (c) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise, as described herein, without a registration statement having been filed or being in effect with the Commission as to such securities.

31. By reason of the foregoing, ULT and Theodore violated Sections 5(a) and (c) of the Securities Act, 15 U.S.C. § 77e(a) and (c).

COUNT II

FRAUD IN VIOLATION OF SECTION 17(a)(1) OF THE SECURITIES ACT

32. The Commission repeats and realleges Paragraphs 1 through 27 of this Complaint as if fully set forth herein.

33. From at least mid-December 2006 to May 2007, ULT and Theodore directly and indirectly, by use of the means or instruments of transportation or communication in interstate commerce and by use of the mails, in the offer or sale of securities, knowingly, willfully or recklessly employed devices, schemes or artifices to defraud.

34. By reason of the foregoing, ULT and Theodore, directly and indirectly, violated Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1).

COUNT III

**FRAUD IN VIOLATION OF
SECTIONS 17(a)(2) AND 17(a)(3) OF THE SECURITIES ACT**

35. The Commission repeats and realleges Paragraphs 1 through 27 of its Complaint as if fully set forth herein.

36. From at least mid-December 2006 to May 2007, ULT and Theodore directly and indirectly, by use of the means or instruments of transportation or communication in interstate commerce and by the use of the mails, in the offer or sale of securities: (a) obtained money or property by means of untrue statements of material facts and omissions to state material facts necessary to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or (b) engaged in transactions, practices and courses of business which operated as a fraud or deceit upon purchasers of such securities.

37. By reason of the foregoing, ULT and Theodore directly and indirectly, violated Sections 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(2) and 77(q)(a)(3).

COUNT IV

**FRAUD IN VIOLATION OF SECTION 10(b)
OF THE EXCHANGE ACT AND RULE 10b-5**

38. The Commission repeats and realleges Paragraphs 1 through 27 of this Complaint as if fully set forth herein.

39. From at least mid-December 2006 to May 2007, ULT and Theodore, directly and indirectly, by use of the means and instrumentality of interstate commerce, and of the mails in connection with the purchase or sale of securities, knowingly, willfully or recklessly: (a)

employed devices, schemes or 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 the light of the circumstances under which they were made, not misleading; and/or (c) engaged in acts, practices and courses of business which have operated as a fraud upon the purchasers of such securities.

40. By reason of the foregoing, ULT and Theodore directly or indirectly, violated Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5.

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court:

I. Declaratory Relief

Declare, determine and find that ULT and Theodore committed the violations of the federal securities laws alleged in this Complaint.

II. Permanent Injunctive Relief

Issue a Permanent Injunction restraining and enjoining Defendants ULT and Theodore, and their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating: (i) Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c); (ii) Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a); (iii) Sections 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(2) and 77(q)(a)(3); and (iv) Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5.

III. Disgorgement

Issue an Order requiring Defendants ULT and Theodore to disgorge all ill-gotten profits or proceeds they received as a result of the acts and/or courses of conduct complained of herein, with prejudice interest.

IV. Penalties

Issue an Order directing Defendants ULT and Theodore to pay civil money penalties 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. § 78(d)(3).

V. Asset Freeze and Accounting

Issue an Order freezing the assets of ULT and Theodore, until further Order of the Court, and requiring from each of the Defendants a document sworn to before a notary public setting forth all assets (whether real or personal) and accounts (including, but not limited to, bank accounts, savings accounts, securities or brokerage accounts, and deposits of any kind) in which they (whether solely or jointly), directly or indirectly (including through a corporation, trust or partnership), either have an interest or over which they have the power or right to exercise control.

VI. Appointment of Receiver

Issue an Order appointing a Receiver over ULT to marshal and safeguard all of the Company's assets, to perform any other duties the Court deems appropriate, and to prepare a report to the Court and the Commission detailing the activities of ULT and the whereabouts of investor funds.

VII. Officer and Director Bar

Issue an Order barring Defendant Theodore from serving as an officer or director of any public company pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. §78(d)(2).

VIII. Penny Stock Bar

Issue an Order barring Defendant Theodore from participation in any offering of a penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock.

IX. Further Relief

Grant such other and further relief as may be necessary and appropriate.

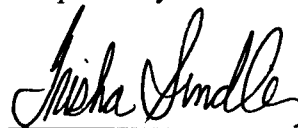
X. Retention of Jurisdiction

Further, the Commission respectfully requests the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that may hereby be entered, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

Respectfully submitted,

September 12, 2007

By:



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JS 44 (Rev. 11/05)

CIVIL COVER SHEET

07-80838

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.)

NOTICE: Attorneys MUST Indicate All Re-filed Cases Below

I. (a) PLAINTIFFS

SECURITIES AND EXCHANGE COMMISSION

(b) County of Residence of First Listed Plaintiff

(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)

(305) 982-6352

Securities and Exchange Commission
801 Brickell Avenue, Suite 1800, Miami, FL 33131

DEFENDANT

UNIVERSITY LAB TECHNOLOGIES, INC. and GEORGE THEODOROPoulos,
a/k/a George Theodore

County of Residence of First Listed Defendant

Palm Beach

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT LAND INVOLVED.

MAGISTRATE JUDGE JOHNSON

Attorneys (If Known)

(d) Check County Where Action Arose: MIAMI-DADE MONROE BROWARD PALM BEACH MARTIN ST. LUCIE INDIAN RIVER OKEECHOBEE HIGHLANDS

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 (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- | | | | | | |
|-----------------------------|----------------------------|----------------------------|---|----------------------------|----------------------------|
| | PTF | DEF | | PTF | DEF |
| 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 of a 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 <input type="checkbox"/> 196 Franchise | PERSONAL INJURY <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 | PERSONAL INJURY <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 PERSONAL PROPERTY <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 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other | <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <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 <input type="checkbox"/> 950 Constitutionality of State Statutes |
| REAL PROPERTY | CIVIL RIGHTS | PRISONER PETITIONS | LABOR | PROPERTY RIGHTS |
| <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"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights | <input type="checkbox"/> 510 Motions to Vacate Sentence Habeas Corpus: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition | <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 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark |
| | | | FEDERAL TAX SUITS | SOCIAL SECURITY |
| | | | <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609 | <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405ff) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) |

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Re-filed (see VI below)
- 4 Reinstated or Reopened
- 5 Transferred from another district (specify)
- 6 Multidistrict Litigation
- 7 Appeal to District Judge from Magistrate Judgment

VI. RELATED/RE-FILED CASE(S).

(See instructions second page):
 a) Re-filed Case YES NO
 b) Related Cases YES NO
 JUDGE DOCKET NUMBER

VII. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing and Write a Brief Statement of Cause (Do not cite jurisdictional statutes unless diversity):
 15 U.S.C. § 77e(a) and (c); 15 U.S.C. § 77q(a)(1); 15 U.S.C. §§ 77(q)(a)(2) and 77 (q)(a)(3); 15 U.S.C. § 78j(b); 17 C.F.R. § 240. 10b-5. Violations of the federal securities laws.
 LENGTH OF TRIAL via 5 days estimated (for both sides to try entire case)

VIII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23
 DEMANDS: Preliminary & Permanent Injunctions; Disgorgement & Penalties
 CHECK YES only if demanded in complaint: Yes No

ABOVE INFORMATION IS TRUE & CORRECT TO THE BEST OF MY KNOWLEDGE

SIGNATURE OF ATTORNEY OF RECORD
 Trisha D. Sindler

DATE
 9/12/07